

December 1, 2020

Jason Ma
President
Chelsea Worldwide Inc.
11 Marshall Road, Suite 1L
Wappingers Falls, New York 12590

Inc.

Registration Statement on Form S-4
2020

Re: Chelsea Worldwide
Amendment No. 4 to
Filed November 18,
File No. 333-248703

Dear Mr. Ma:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our November 4, 2020 letter.

Amendment No. 4 to Registration Statement on Form S-4, Filed November 18, 2020

Q: Will holders of TOTA Ordinary Shares, TOTA Rights or TOTA Warrants be subject to U.S. federal income tax..., page iii

1. We note your revised disclosure on pages xiii, 54 and 105 in response to our prior comment number 5. Please revise the first sentence of the answer on page xiii to state clearly, as you do on page 54, that the "Business Combination is likely to be a taxable event for U.S. Holders of TOTA Ordinary Shares, TOTA Warrants, and TOTA Rights" and to indicate, if true, that this treatment is based on a belief that Tottenham likely was a PFIC for the fiscal year ended December 31, 2019 and/or likely will be a PFIC for the fiscal year ended December 31, 2020. For the benefit of the Clene holders, consider adding a separate Q&A regarding Tottenham's PFIC status and the potential impact of

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making timely and effective elections for the first year they acquire the securities in the Business Combination. Summary of the Proxy Statement/Consent Solicitation Statement/Prospectus, page 1

2. We note your response to our prior comment number 5 and your statement on page 85: Taking into account that 54.25 million shares of Chelsea Worldwide

Stock will be issued
by Tottenham to Clene s shareholders and management, the aggregate
equity value for
Clene could be as high as \$805.61 million. Please revise to explain
how you calculated
the \$805.61 aggregate equity value for Clene.
Certain U.S. Federal Income Tax Consequences to U.S. Holders of Tottenham
Securities of
Exercising Redemption Rights,, page 109

3. With reference to our prior comment number 6, we note that your
disclosure on pages
109-110 and xii-xiii indicates that the tax treatment is subject to the
passive foreign
investment company (PFIC) rules of the Code. Please revise these
discussions to
clarify the impact of your belief that Tottenham likely was a PFIC for
the fiscal year
ended December 31, 2019 and likely will be a PFIC for the fiscal year
ended December
31, 2020.
Business of Clene, page 114

4. We note your response to our prior comment number 7. In the pipeline
table on page 117,
please visually differentiate the representation of the Harvard (MGH) EAP
from the
arrows for your trials or otherwise provide sufficient context so that
the status of this
candidate is clarified.

5. We note your response to our prior comment number 8. Please revise pages
122-124 to
provide a brief explanation of how p-values are used to measure
statistical significance
and how statistical significance relates to FDA approval.
You may contact Tracey McKoy at 202-551-3772 or Terence O'Brien at
202-551-3355 if
you have questions regarding comments on the financial statements and related
matters. Please
contact Margaret Schwartz at 202-551-7153 or Joe McCann at 202-551-6262 with
any other
questions.

FirstName LastNameJason Ma
Corporation Finance
Comapany NameChelsea Worldwide Inc.
Sciences
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cc: Giovanni Caruso
FirstName LastName

Sincerely,
Division of
Office of Life