

EG Acquisition Corp.
375 Park Avenue, 24th Floor
New York, NY 10152

May 11, 2021

VIA EDGAR

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street
Washington, D.C. 20549-7010

Attn: Joseph Cascarano
Robert Littlepage
Kathleen Krebs
Jan Woo

Re: EG Acquisition Corp.
Registration Statement on Form S-1
Filed April 5, 2021
File No. 333-255046

Ladies and Gentlemen:

This letter sets forth the response of EG Acquisition Corp. (the “**Company**”) to the comment of the staff of the Division of Corporation Finance (the “**Staff**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) set forth in your letter, dated April 23, 2021, with respect to the Company’s Registration Statement on Form S-1, filed on April 5, 2021 (the “**Registration Statement**”).

The text of the Staff’s comments have been included in this letter for your convenience.

The Company is concurrently filing its Amendment No. 1 to the Registration Statement (the “**Registration Statement Amendment**”) with this letter, which addresses the Staff’s comment and updates or clarifies certain other information in the Registration Statement.

Form S-1 filed on April 5, 2021

General

1. **Comment:** *You indicate that you will be entering into a forward purchase agreement with Millennium Management LLC. Assuming Millennium purchases 4.95% of the units in the offering, clarify whether Millennium is required to purchase at least 4.95% of the forward purchase securities or whether it can specify any amount it wishes to purchase. Disclose whether the agreement specifies the purchase price of the securities.*

Response: We have revised the disclosure on the front page of the preliminary prospectus and pages 24, 81, 89, 154, F-16, and F-17 of the Registration Statement as requested.

If you have any questions related to this letter, please do not hesitate to contact Sean Ewen at (212)728-8867 of Willkie Farr & Gallagher LLP.

[Signature Page on Follows]

Sincerely,

/s/ Gregg S. Hymowitz
Gregg S. Hymowitz
Chief Executive Officer

Via E-mail:

cc: Steven A. Seidman
William H. Gump
Sean M. Ewen
Willkie Farr & Gallagher LLP

Douglas S. Ellenoff
Stuart Neuhauser
Joshua N. England
Ellenoff Grossman & Schole LLP