

**EG ACQUISITION CORP.**  
375 Park Avenue, 24<sup>th</sup> Floor  
New York, NY 10152

May 24, 2021

VIA EDGAR

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549  
Attention: Joseph Cascarano  
Robert Littlepage  
Kathleen Krebs  
Jan Woo

**Re: EG Acquisition Corp.  
Registration Statement on Form S-1  
File No. 333-255046**

Ladies and Gentlemen:

Pursuant to Rule 461 promulgated under the Securities Act of 1933, as amended, EG Acquisition Corp. (the "Company") hereby respectfully requests that the effectiveness of the above-captioned Registration Statement on Form S-1 (as amended to date, the "Registration Statement") be accelerated to May 25, 2021 at 4:00 p.m., Eastern Standard Time, or as soon as practicable thereafter. Under separate cover, you will receive today a letter from the managing underwriter of the proposed offering joining in the Company's request for acceleration of the effectiveness of the Registration Statement.

Please confirm that the Registration Statement has been declared effective by telephoning Sean Ewen, Esq. of Willkie Farr & Gallagher LLP at (212) 728-8867. Comments with respect to this request or the Registration Statement may be directed to Mr. Ewen by telephone or facsimile at (212) 728-9867.

The cooperation of the staff in meeting the timetable described above is very much appreciated.

Sincerely,

EG ACQUISITION CORP.

By: /s/ Gregg S. Hymowitz  
Name: Gregg S. Hymowitz  
Title: Chief Executive Officer  
cc: Sean Ewen, Esq.