

April 12, 2021

Ryan M. Gilbert  
Chief Executive Officer  
New Starship Parent Inc.  
2929 Arch Street, Suite 1703  
Philadelphia, PA 19104

Re: New Starship Parent  
Amendment No. 1 to  
Filed March 26,  
File No. 333-253142

Inc.  
Registration Statement on Form S-4  
2021

Dear Mr. Gilbert:

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 March 16, 2021 letter.

Amendment No. 1 to Registration Statement on Form S-4

Summary Unaudited Pro Forma Condensed Combined Financial Information  
Description of Transactions  
Consideration, page 40

1. It appears note (a) to the table on page 41 may apply to the lines in the table for Warrants issued to Payoneer Warrants holder and Options issued to Payoneer Option holders. Please revise or advise.

2. For notes (b) through (d) to the table on page 41, please present here the amounts or computations for the variables that form the basis for amounts in the table, or cross reference to where in the filing such amounts/computations may be found. By way of

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example, some, but not all, of these variables are Exchange Ratio, Equity Value, Cashout Vested Company Options, Per Share Merger Consideration Value, Per Share Cash Consideration, the number of instruments (e.g., shares, warrants, options, RSUs, Outstanding Company Equity Securities, etc.), and aggregate per share exercise price for company warrants and options. Please include any assumptions made in determining the respective amounts and computations. Ownership, page 41

3. In regard to note (b) on page 42, it appears the number of shares of

137,517,532 represents the sum of Payoneer's preferred stock and share capital shares at December 31, 2020 per the audited financial statements. Please specify what the Existing Payoneer

Shareholders represents and the number of shares attributed to each component above.

4. In regard to note (c) on page 42, it appears the number of shares may vary according to the source referenced in the note. If true, please clarify your disclosure in this regard and show in the note the effects of the variability on the number of shares in the table to which the note applies.

5. In regard to note (e) on page 42, please clarify for us whether the number of shares may vary, and if so, show in the note the effects of the variability on the number of shares in the table to which the note applies.

FTOC's Board of Directors' Reasons for the Approval of the Reorganization, page 96

6. We note your response to comment 17 and disclosure that the negotiations were focused on the valuation of Payoneer and the consideration being paid to acquire Payoneer. We also note that this section does not explicitly discuss the FTOC Board's consideration of these factors, as either a positive or deterrent factor. Please revise this section to discuss the FTOC Board's consideration of these factors in recommending shareholder approval for the proposed transaction. Certain Payoneer Forecasts, page 99

7. We note your response to comment 18 as well as your disclosure that the financial projections are based upon numerous estimates and assumptions. Please disclose the material estimates and assumptions underlying the financial projections. In this regard, we note that youStarship Parent Inc. have only high-level, narrative disclosure and do not quantify provided

the2021 April 12, estimates Page and 2 assumptions.

FirstName LastName Ryan M. Gilbert  
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April NameNew Starship Parent Inc.

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FirstName LastName  
Unaudited Pro Forma Condensed Combined Financial Information  
Notes to Unaudited Pro Forma Condensed Combined Financial Information  
Note 3. Adjustments to Unaudited Pro Forma Condensed Combined Financial Information, page 152

8. In regard to note (C) on page 153, please specify all amounts contributing to calculating the respective cash distributions. In particular, state what the Per Share Cash Consideration and respective exercise price of the vested options are and the calculation of each as appropriate.

9. In regard to note (N) on page 154, it appears the number of shares for conversion of Legacy Payoneer preferred stock to Legacy Payoneer common stock should be 111,452,020 per information in the filing. Please revise as appropriate.

10. In regard to note (N) on page 154, please disclose how the number of

shares for  
"Additional Stock issued for Payoneer as per consideration" and  
"Reclassification of  
common stock subject to redemption (FTOC)" were determined.  
Note 4. Loss Per Share, page 154

11. Please show us how the number of shares for legacy Payoneer  
stockholders in the table on  
page 155 was calculated.

Key Metrics and Non-GAAP Financial Measures  
Transaction Profit and Transaction Profit Margin, page 196

12. Refer to your response to prior comment 28. Your state the comparable  
GAAP measure  
to your non-GAAP measure transaction profit is operating  
income (loss). However, it  
appears the comparable GAAP measure should be gross profit as  
calculated on a GAAP  
basis, even if not presented on your statement of income (loss).

Please revise your  
presentation accordingly. In doing so, please tell us how you  
calculate gross profit on a  
GAAP basis.

Material U.S. Federal Income Tax Considerations, page 237

13. We note your response to comment 29 and your revised disclosure, which  
appears to  
summarize a long-form tax opinion to be provided by Morgan, Lewis &  
Bockius LLP  
related to the tax treatment of the domestication as an F  
reorganization and the FTOC  
merger as a Section 351 exchange. We note, however, that the Effects  
of the  
Domestication on U.S. Holders section on page 239 and The FTOC Merger  
section on  
page 243 appear to contain other material federal income tax  
consequences, which are not  
covered by the tax opinion but should be. Please revise these sections  
accordingly to  
reflect that they are the opinion of counsel and file a tax opinion  
that addresses the  
material federal income tax consequences to investors. For guidance,  
please refer to  
Section III of Staff Legal Bulletin No. 19 dated October 14, 2011.

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You may contact Robert Shapiro at 202-551-3273 or Doug Jones at  
202-551-3309 if you  
have questions regarding comments on the financial statements and related  
matters. Please  
contact Donald Field at 202-551-3680 or Dietrich King at 202-551-8071 with any  
other  
questions.

FirstName LastNameRyan M. Gilbert  
Comapany NameNew Starship Parent Inc.

Sincerely,

Division of Corporation

Finance  
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Services

Office of Trade &

FirstName LastName