

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

June 3, 2016

Mr. Joseph A. Hoffman, Esq. Andrews Kurth LLP Dallas, TX 75201

Re: Stratus Properties Inc.
Definitive Additional Soliciting Materials

Filed May 23, 2016 by Carl E. Berg, David M. Dean and

Michael Knapp

Response Letter dated May 27, 2016

File No. 001-37716

Dear Mr. Hoffman:

We have reviewed your response and have the following comment.

- 1. We note your response to prior comment 4. Please amend your filing to provide detailed objective support for, or corrective disclosure regarding, the following statements:
  - "The performance of Stratus stock bears no resemblance to the increase in Austin land and real estate prices over the past 10 or so years."
  - "...Stratus had violated a loan covenant."
  - "...the board and management is pursuing a brand new initiative of developing grocery-anchored shopping centers on land it does not own (e.g., The Oaks at Lakeway, an \$80 million grocery store-anchored shopping center outside Austin)..."
  - "...there is significant recourse debt to the company, with interest rates of over 7%—literally hundreds of basis points more than healthy REITs or even private developers pay."

You may contact Justin A. Kisner, Staff Attorney, at (202) 551-3788, or me at (202) 551-3266 if you have any questions.

Sincerely,

/s/ Nicholas P. Panos

Nicholas P. Panos Senior Special Counsel Office of Mergers and Acquisitions