

Barclays Capital Inc.
745 Seventh Avenue
New York, New York 10019

Goldman Sachs & Co. LLC
200 West Street
New York, New York 10282

J.P. Morgan Securities LLC
383 Madison Avenue
New York, New York 10179

Mizuho Securities USA LLC
1271 Avenue of the Americas
New York, New York 10020

September 11, 2023

VIA EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, D.C. 20549
Attention: Jenny O'Shanick, Erin Purnell
Re: Arm Holdings plc
Registration Statement on Form F-1
Filed August 21, 2023, as amended
File No. 333-274120

Dear Ms. O'Shanick and Ms. Purnell:

In accordance with Rule 461 under the Securities Act of 1933, as amended (the "Act"), we, as representatives of the several underwriters, hereby join in the request of Arm Holdings plc (formerly known as Arm Holdings Limited) (the "Company") that the effective date of the above-referenced Registration Statement be accelerated so as to permit it to become effective at 4:00 p.m. Eastern Time on Wednesday, September 13, 2023 or as soon thereafter as practicable, or at such other time thereafter as the Company or its outside counsel, Morrison & Foerster LLP, may request by telephone to the staff of the U.S. Securities and Exchange Commission.

Pursuant to Rule 460 under the Act, we, as representatives of the several underwriters, wish to advise you that there will be distributed to each underwriter or dealer, who is reasonably anticipated to participate in the distribution of securities, as many copies of the preliminary prospectus as appears to be reasonable to secure adequate distribution of the preliminary prospectus.

We, the undersigned, as representatives of the several underwriters, will comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

* * *

Very truly yours,

BARCLAYS CAPITAL INC.
GOLDMAN SACHS & CO. LLC
J.P. MORGAN SECURITIES LLC
MIZUHO SECURITIES USA LLC

as representatives of the several underwriters

BARCLAYS CAPITAL INC.

By: /s/ Tom Swerling
Name: Tom Swerling
Title: Managing Director

GOLDMAN SACHS & CO. LLC

By: /s/ William Connolly
Name: William Connolly
Title: Partner, Managing Director | Equity Capital Markets

J.P. MORGAN SECURITIES LLC

By: /s/ Nadine Yang
Name: Nadine Yang
Title: Executive Director

MIZUHO SECURITIES USA LLC

By: /s/ Richard R. Soto
Name: Richard R. Soto
Title: Managing Director

[Signature Page to Underwriters' Acceleration Request Letter]