

**Power & Digital Infrastructure Acquisition Corp.**  
**321 North Clark Street, Suite 2440**  
**Chicago, IL 60654**

February 5, 2021

**VIA EDGAR**

Office of Energy & Transportation  
Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Attention: Kevin Dougherty

**Re: Power & Digital Infrastructure Acquisition Corp.**  
**Registration Statement on Form S-1**  
**File No. 333-252355**

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Power & Digital Infrastructure Acquisition Corp. (the "Company") hereby requests acceleration of the effective date of the above referenced Registration Statement to 4:00 p.m., Eastern Time, on February 8, 2021, or as soon thereafter as practicable, or at such other time as the Company or its outside counsel, Kirkland & Ellis LLP, request by telephone that such Registration Statement be declared effective.

Please contact Debbie P. Yee, P.C., of Kirkland & Ellis LLP, special counsel to the Company, at (713) 836-3630, as soon as the registration statement has been declared effective, or if you have any other questions or concerns regarding this matter.

Sincerely,

/s/ Patrick C. Eilers

Patrick C. Eilers

Chief Executive Officer

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