

June 29, 2023

Jorge Martell  
Chief Financial Officer  
OneSpan Inc.  
121 West Wacker Drive, Suite 2050  
Chicago, Illinois 60601

Re: OneSpan Inc.  
Form 10-K for the  
Response dated June  
File No. 000-24389

Fiscal Year Ended December 31, 2022  
9, 2023

Dear Jorge Martell:

We have reviewed your June 9, 2023 response to our comment letter and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this comment, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our May 26, 2023 letter.

Form 10-K for fiscal year ended December 31, 2022

Key Business Metrics and Non-GAAP Financial Measures  
Adjusted EBITDA, page 46

1. We note your response to prior comment 2. We continue to believe that calculations of Adjusted EBITDA that eliminate recurring cash-based compensation incurred during the ordinary course of business would be inconsistent with the guidance in Rule 100(b) of Regulation G and Q&A 100.01 of the C&DI on Non-GAAP Financial Measures. In light of the amounts involved in 2022, in future filings, please explain and quantify the cash incentive awards as a percentage of total grant date value of LTIP awards in a footnote to your reconciliation and in the MD&A, indicating that the cash component of the LTIP is not material.

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You may contact Joseph Cascarano, Senior Staff Accountant, at (202) 551-3376 or Robert S. Littlepage, Accountant Branch Chief, at (202) 551-3361 with any questions.

FirstName LastNameJorge Martell  
Comapany NameOneSpan Inc.

Sincerely,  
Division of  
Office of Technology

Corporation Finance  
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FirstName LastName