



DIVISION OF  
CORPORATION FINANCE

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

October 26, 2012

Via E-Mail

Mr. Douglas J. Glenn  
President and Chief Executive Officer  
Hampton Roads Bankshares, Inc.  
999 Waterside Drive, 2<sup>nd</sup> Floor  
Norfolk, VA 23510

**Re: Hampton Roads Bankshares, Inc.  
Registration Statement on Form S-3  
Filed October 23, 2012  
File No. 333-184557**

Dear Mr. Glenn:

We have limited our review of your filing to those issues we have addressed in our 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. Where 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.

Part II

Item 16. Exhibits

Exhibit 5.1, page 2

1. The legality opinion states that it is registering "up to 138,668,812 shares of Company common stock" and "757,643 shares of Common Stock underlying the Warrants." However, it appears the registration statement is registering up to 138,668,812 shares of common stock, which 138,668,812 shares of common stock includes the 757,643 shares of common stock underlying the warrants. Please advise or revise.
2. When registering warrants to purchase securities, counsel must opine on the legality of the warrants. As these securities are contractual obligations issued pursuant to agreements, counsel must opine that the warrant is a binding obligation of the registrant

under the law of the jurisdiction governing the warrant. Refer to Section II.B.1.f of Staff Legal Bulletin 19.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rule 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

If you have questions or comments please contact Michael F. Johnson, Staff Attorney, at (202) 551-3477. If you require further assistance, you may contact me at (202) 551-3698.

Sincerely,

/s/Mark Webb

Mark Webb  
Legal Branch Chief