



DIVISION OF  
CORPORATION FINANCE

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

May 16, 2012

Via E-mail

Douglas Wright  
Executive Vice President and Chief Financial Officer  
Intermountain Community Bancorp  
414 Church Street  
Sandpoint, ID 83864

**Re: Intermountain Community Bancorp  
Amendment No. 2 to Registration Statement on Form S-1  
Filed May 10, 2012  
File No. 333-180072**

Dear Mr. Wright:

We have reviewed your amended registration statement and response letter dated May 10, 2012 and have the following 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.

General

1. In your next pre-effective amendment, assuming such amendment is filed after you have received the anticipated shareholder approval, please remove the Explanatory Note at the beginning of the registration statement.

Exhibit 5.1

2. Please revise the legal opinion to remove references to receipt of shareholder approval and shareholder approval having been obtained since the legal opinion cannot be issued until after the shareholder vote has occurred. Please file a revised, signed legal opinion after you have obtained the necessary shareholder approval.

Douglas Wright  
Intermountain Community Bancorp  
May 16, 2012  
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Please contact Erin Purnell at (202) 551-3454 or me at (202) 551-3434 with any questions.

Sincerely,

/s/ Michael R. Clampitt

Michael Clampitt  
Senior Attorney

cc. Via E-mail  
Candice N. Carr  
Graham & Dunn PC