



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

December 13, 2016

Christopher G. Treece  
Executive Vice President, Chief Financial Officer and Secretary  
Guaranty Bancorp  
1331 Seventeenth Street, Suite 200  
Denver, CO 80202

**Re: Guaranty Bancorp  
Registration Statement on Form S-3  
Filed December 7, 2016  
File No.333-214947**

Dear Mr. Treece:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

You may contact Jessica Livingston, Staff Attorney, at 202-551-3448 with any questions.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti  
Legal Branch Chief  
Office of Financial Services

cc: Kurt Leeper, Esq. (Via E-mail)