



DIVISION OF  
CORPORATION FINANCE

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

January 6, 2011

David J. Meyer  
Chairman and Chief Executive Officer  
Titan Machinery Inc.  
644 East Beaton Drive  
West Fargo, North Dakota 58078

**Re: Titan Machinery Inc.  
Registration Statement on Form S-3  
Filed December 9, 2010  
File No. 333-171063**

Dear Mr. Meyer:

We have limited our review of your registration statement 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. If 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.

Item 17. Undertakings, page 26

1. Please provide the undertaking set forth at Item 512(j) of Regulation S-K.

Exhibit 5.1 Opinion of Fredrikson & Byron, P.A.

2. Please have counsel revise its opinion to also opine on the laws of the State of New York which govern the Indenture.
3. Please have counsel delete the last paragraph of its opinion in order to remove any implication that it cannot be relied upon as part of your filing.
4. Please have counsel remove the second sentence of the third from the last paragraph of its opinion as such an assumption is overly broad.

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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 Rules 460 and 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.

Please contact Chris Chase, Staff Attorney, at (202) 551-3485 or me at (202) 551-3720 with any other questions.

Sincerely,

H. Christopher Owings  
Assistant Director

cc: Melodie R. Rose, Esq.  
Fredrikson & Byron, P.A.  
Via Fax (612) 492-7077