



DIVISION OF  
CORPORATION FINANCE

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

January 11, 2017

Mr. James Dowd  
Chief Financial Officer  
Pathfinder Bancorp, Inc.  
214 West First Street  
Oswego, NY 13126

**Re: Pathfinder Bancorp, Inc.  
Form 10-K for the Fiscal Year Ended December 31, 2015  
Filed March 29, 2016  
File No. 001-36695**

Dear Mr. Dowd:

We have completed our review of your filings. 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.

Sincerely,

/s/ Stephanie L. Sullivan

Stephanie L. Sullivan  
Senior Assistant Chief Accountant  
Office of Financial Services