



DIVISION OF  
CORPORATION FINANCE

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

October 3, 2012

Via E-mail

Travis Meyer

President

Midwest Holding Inc.

8101 "O" Street, Suite S111

Lincoln, Nebraska 68510

**Re: Midwest Holding, Inc.**  
**Registration Statement on Form 10-12G**  
**Filed December 12, 2011**  
**File No. 000-10685**

Dear Mr. Meyer:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. 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 Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jeffrey P. Riedler

Jeffrey P. Riedler  
Assistant Director

cc: David J. Routh, Esq.  
Cline Williams Wright Johnson & Oldfather, L.L.P.  
233 South 13th Street -1900 U.S. Bank Building  
Lincoln, Nebraska 68508