



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

November 14, 2016

James L. Eccher  
President and Chief Executive Officer  
Old Second Bancorp, Inc.  
37 South River Street  
Aurora, IL 60507

**Re: Old Second Bancorp, Inc.  
Registration Statement on Form S-3  
Filed November 4, 2016  
File No. 333-214459**

Dear Mr. Eccher:

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.

Please contact Katelyn Donovan, Law Clerk, at (202) 551-8636 with any questions.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti  
Legal Branch Chief  
Office of Financial Services

cc: Abdul R. Mitha  
Barack Ferrazzano Kirschbaum & Nagelberg LLP