



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 4720

September 15, 2017

Jeffrey L. Knight, Esq.  
Executive Vice President,  
Corporate Secretary and Chief Legal Counsel  
Old National Bancorp  
One Main Street  
Evansville, IN 47708

**Re: Old National Bancorp  
Registration Statement on Form S-4  
Filed September 12, 2017  
File No. 333-220434**

Dear Mr. Knight:

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 David Gessert at (202) 551-2326 with any questions.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti  
Legal Branch Chief  
Office of Financial Services