



DIVISION OF  
CORPORATION FINANCE

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

July 8, 2021

James C. Ryan, III  
Chairman and Chief Executive Officer  
Old National Bancorp  
One Main Street  
Evansville, Indiana 47708

**Re: Old National Bancorp  
Registration Statement on Form S-4  
Filed June 30, 2021  
File No. 333-257536**

Dear Mr. Ryan:

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 Julia Griffith at 202-551-3267 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance