



DIVISION OF
CORPORATION FINANCE

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

January 28, 2020

Joseph B. Bower, Jr.
President and Chief Executive Officer
CNB Financial Corp
1 South Second Street, P.O. Box 42
Clearfield, PA 16830

Re: CNB Financial Corp
Registration Statement on Form S-3
Filed January 22, 2020
File No. 333-236018

Dear Mr. Bower:

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 Jessica Livingston at 202-551-3448 with any questions.

Sincerely,

Division of Corporation Finance
Office of Finance