



DIVISION OF
CORPORATION FINANCE

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

June 30, 2023

Tito Lima
Chief Financial Officer
CNB Financial Corporation
1 South Second Street,
P.O. Box 42,
Clearfield, PA 16830

**Re: CNB Financial Corporation
Registration Statement on Form S-3
Filed on June 20, 2023
File No. 333-272781**

Dear Tito Lima:

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 Aisha Adegbuyi at 202-551-8754 with any questions.

Sincerely,

Division of Corporation Finance
Office of Finance

cc: Richard Schaberg