



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

August 30, 2017

Randall J. Erickson, Esq.  
Executive Vice President and General Counsel  
Associated Banc-Corp  
433 Main Street  
Green Bay, WI 54301

**Re: Associated Banc-Corp  
Registration Statement on Form S-4  
Filed August 21, 2017  
File No. 333-220067**

Dear Mr. Erickson:

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