



DIVISION OF  
CORPORATION FINANCE

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

April 8, 2019

Michael Smith  
President and CEO  
Oglethorpe Power Corporation  
2100 East Exchange Place  
Tucker, Georgia 30084-5336

**Re: Oglethorpe Power Corporation**  
**Registration Statement on Form S-4**  
**File No. 333-230665**  
**Filed April 1, 2019**

Dear Mr. Smith:

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 Charlie Guidry, Staff Attorney, at 202-551-3621 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Consumer Products