



DIVISION OF  
CORPORATION FINANCE

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

April 4, 2024

F. Brad Denardo  
President & CEO  
National Bankshares, Inc.  
101 Hubbard Street  
Blacksburg, Virginia 24060

**Re: National Bankshares, Inc.**  
**Registration Statement on Form S-4**  
**Filed March 28, 2024**  
**File No. 333-278309**

Dear F. Brad Denardo:

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: Scott Richter, Esq.