



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

December 30, 2016

Jerold L. Rexroad  
President and Chief Executive Officer  
Carolina Financial Corporation  
288 Meeting Street  
Charleston, SC 29401

**Re: Carolina Financial Corporation**  
**Form 10-K for the Fiscal Year ended December 31, 2015**  
**File No. 001-10897**

Dear Mr. Rexroad:

We have completed our review of your filing. 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.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti  
Legal Branch Chief  
Office of Financial Services

cc: B.T. Atkinson  
Nelson Mullins Riley & Scarborough LLP