



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

August 15, 2017

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

**Re: Carolina Financial Corporation  
Registration Statement on Form S-4  
Filed August 10, 2017  
File No. 333-219886**

Dear Mr. Rexroad:

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.

You may contact Jessica Livingston, Staff Attorney, at 202-551-3448 with any questions.

Sincerely,

/s/ Dietrich A. King

Dietrich A. King  
Assistant Director  
Office of Financial Services

cc: Neil E. Grayson, Esq.