



DIVISION OF  
CORPORATION FINANCE

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

October 16, 2019

Donald P. Hileman  
Chief Executive Officer  
First Defiance Financial Corp.  
601 Clinton Street  
Defiance, OH 43512

**Re: First Defiance Financial Corp.  
Registration Statement on Form S-4  
Filed October 9, 2019  
File No. 333-234144**

Dear Mr. Hileman:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Registration Statement on Form S-4

Material U.S. Federal Income Tax Consequences of the Merger, page 124

1. We note that the forms of tax opinions filed as Exhibits 8.1 and 8.2 are in short-form as contemplated by Section III.B.2 of Staff Legal Bulletin No. 19, which is available on our website. Accordingly, please clearly state in Exhibits 8.1 and 8.2 and in the tax disclosure in the prospectus that the disclosure in the Material U.S. Federal Income Tax Consequences of the Merger is the opinion of counsel. In addition, please revise the Material U.S. Federal Income Tax Consequences of the Merger section to set forth counsel's opinion of each material tax consequence and the basis for the opinion. For example, the disclosure on page 125 assumes that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code instead of setting forth counsel's opinion and the basis for such opinion. For further guidance,

Donald P. Hileman  
First Defiance Financial Corp.  
October 16, 2019  
Page 2

please refer to Staff Legal Bulletin No. 19.

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.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Sonia Bednarowski at 202-551-3666 or Dietrich King at 202-551-8071 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance