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Nasdaq.com

William Slattery, CFA  
Vice President  
Listing Qualifications

Received SEC

JUL 22 2015

By Electronic Mail

July 22, 2015

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Washington, DC 20549

CERT NAS

File No. 001-37497

Dear Mr. Thomas:

This is to certify that on July 15, 2015 The Nasdaq Stock Market (the "Exchange") received from Live Oak Bancshares, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Voting Common Stock, no par value per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Slattery*