



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

DIVISION OF  
CORPORATION FINANCE

August 14, 2018

Joseph R. Dively  
Chairman, President and Chief Executive Officer  
First Mid-Illinois Bancshares, Inc.  
1421 Charleston Avenue  
Mattoon, IL 61938

**Re: First Mid-Illinois Bancshares, Inc.  
Registration Statement on Form S-4  
Filed August 8, 2018  
File No. 333-226672**

Dear Mr. Dively:

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 Christopher Dunham, Staff Attorney, at (202) 551-3783 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Financial Services

cc: Victoria Pool, Esq.