

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

August 13, 2019

Rory G. Ritrievi President and Chief Executive Officer MID PENN BANCORP INC 349 Union Street Millersburg, Pennsylvania 17061

> Re: MID PENN BANCORP INC Registration Statement on Form S-3 Filed August 8, 2019 File No. 333-233146

Dear Mr. Ritrievi:

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 Jessica Livingston at 202-551-3448 with any questions.

Sincerely,

Division of Corporation Finance Office of Financial Services