



15008703



William Slattery, CFA
Vice President
Listing Qualifications

Received SEO

FEB 23 2016

Washington, DC 20549

CERTNAS
001-37700

By Electronic Mail

February 23, 2016

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

Dear Mr. Thomas:

This is to certify that on February 22, 2016 The Nasdaq Stock Market (the "Exchange") received from Nicolet Bankshares Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.01 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery