



DIVISION OF
CORPORATION FINANCE

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

January 5, 2026

Andrew J. Harmening
Chief Executive Officer
Associated Banc-Corp
433 Main Street
Green Bay, WI 54301

**Re: Associated Banc-Corp
Registration Statement on Form S-4
Filed December 30, 2025
File No. 333-292494**

Dear Andrew J. Harmening:

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 Robert Arzonetti at 202-551-8819 with any questions.

Sincerely,

Division of Corporation Finance
Office of Finance

cc: Nick Demmo