



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

January 6, 2016

Via E-mail

Thomas R. Quinn, Jr.  
President and Chief Executive Officer  
Orrstown Financial Services, Inc.  
77 East King Street  
Shippensburg, PA 17257

**Re: Orrstown Financial Services, Inc.  
Registration Statement on Form S-3  
Filed December 18, 2015  
File No. 333-208614**

Dear Mr. Quinn:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

General

1. We note the statement in the first paragraph of the legality opinion filed as Exhibit 5.1 that the shares of Preferred Stock may be issued in the form of Depositary Shares. Please revise the Fee Table to include the Depositary Shares, and please address the Depositary Shares in the section entitled "Description of Capital Stock."

Exhibit 5.1

2. Please have counsel revise the legality opinion filed as Exhibit 5.1 to cover all the securities being registered. For example, counsel must provide an opinion with respect to the Depositary Shares and the Units. Please file a new legality opinion that provides

such opinions. For guidance, refer to Section II.B.1 of Staff Legal Bulletin No. 19 (Oct. 14, 2011).

3. We note that counsel has indicated, in paragraphs c. – g. of the opinion, that it is not expressing an opinion regarding the impact of portions of the indenture, or the impact of acceleration of any debt, upon whether the debt is a binding contractual obligation of Orrstown. Please tell us, with specificity, which portions, if any, of the indenture (filed as Exhibit 4.3) give rise to the need to include these limitations on the opinion. Also, please provide an analysis as to how you concluded that the opinion provided was consistent with the requirements of Item 601(b)(5) of Regulation S-K.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement, please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

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Please contact David Lin at (202) 551-3552 or me at (202) 551-3419 with any questions.

Sincerely,

/s/ Christian Windsor

Christian N. Windsor  
Special Counsel  
Office of Financial Services

cc: John J. Spidi, Esq.  
Jones Walker LLP