



DIVISION OF  
CORPORATION FINANCE

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

February 3, 2025

David Bonaccorso  
Executive Vice President and Chief Financial Officer  
Bank of Marin Bancorp  
504 Redwood Boulevard, Suite 100  
Novato, California 94947

**Re: Bank of Marin Bancorp  
Registration Statement on Form S-3  
Filed January 27, 2025  
File No. 333-284506**

Dear David Bonaccorso:

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 John Stickel at 202-551-3324 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance