



DIVISION OF
CORPORATION FINANCE

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

February 4, 2025

Louis J. Torchio
President and CEO
Northwest Bancshares, Inc.
3 Easton Oval Street, Suite 500
Columbus, OH 43219

**Re: Northwest Bancshares, Inc.
Registration Statement on Form S-4
Filed January 27, 2025
File No. 333-284511**

Dear Louis J. Torchio:

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 Madeleine Joy Mateo at 202-551-3465 with any questions.

Sincerely,

Division of Corporation Finance
Office of Finance

cc: Christian Gonzalez, Esq.