

INDEPENDENT BANK CORP  
Form DEL AM  
February 13, 2009

**[INDEPENDENT BANK CORP. LETTERHEAD]**

February 13, 2009

**VIA EDGAR AND ELECTRONIC MAIL**

Securities and Exchange Commission  
Division of Corporation Finance  
Room 5533  
100 F Street, NE  
Washington, DC 20549  
Attention: William Friar

**Re: Independent Bank Corp. Registration Statement on Form S-3  
(File No. 333-157139)**

Dear Mr. Friar:

On February 6, 2009, Independent Bank Corp. (the Company ) filed a Registration Statement on Form S-3 (the Registration Statement ) with the Securities and Exchange Commission. The Registration Statement relates to the potential resale from time to time by selling securityholders of some or all of the shares of the Company s Fixed Rate Cumulative Perpetual Preferred Stock, Series B, a warrant to purchase up to 481,664 shares of the Company s common stock (the Warrant ) and the shares of the Company s common stock issuable from time to time upon exercise of the Warrant. The Company hereby amends the Registration Statement to include on the cover page the delaying amendment language set forth below:

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

If you have any questions or require additional information, please do not hesitate to contact the Company s outside counsel, Richard A. Schaberg, Esq. of Hogan & Hartson LLP at (202) 637-5671.

Sincerely,

**INDEPENDENT BANK CORP.**

By: /s/ Edward H. Seksay, Esq.  
Name: Edward H. Seksay, Esq.  
Title: General Counsel

<b>Signature</b>	<b>Title</b>
* Christopher Oddleifson *	President, Chief Executive Officer and Director
* Denise K. Sheahan *	Chief Financial Officer and Treasurer
* Richard S. Anderson *	Director
* Benjamin A. Gilmore, II *	Director
* Kevin J. Jones *	Director
* Donna A. Lopolito *	Director
* Eileen C. Miskell *	Director
* Carl Ribeiro *	Director
* Richard Sgarzi *	Director
John H. Spurr, Jr.	

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<b>Signature</b>	<b>Title</b>
*	Director
Robert D. Sullivan	
*	Director
Brian S. Tedeschi	
*	Director
Thomas J. Teuten	
* By Edward H. Seksay, Esq. as Attorney-in-Fact	