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**Section 1: 15-15D (15-15D)**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 15**

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**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTION 13 AND 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 333-183118

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**FIRST PRIORITY FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

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2 West Liberty Boulevard, Suite 104  
Malvern, Pennsylvania  
(610) 280-7100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$1.00 per share  
(Title of each class of securities covered by this Form)

N/A

(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, Mid Penn Bancorp, Inc., as successor by merger to First Priority Financial Corp., has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: August 1, 2018

By: /s/ Michael D. Peduzzi  
Michael D. Peduzzi  
Executive Vice President and Chief Financial Officer  
Mid Penn Bancorp, Inc.  
(Successor by merger to First Priority Financial Corp.)

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