

UNITED COMMUNITY BANKS INC  
Form S-8  
May 24, 2012

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As filed with the Securities and Exchange  
Commission on May 24, 2012.

File No. 333-\_\_\_\_\_

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

UNITED COMMUNITY BANKS, INC.

(Exact Name of Registrant as Specified in its Charter)

Georgia  
(State or Other Jurisdiction of  
Incorporation or Organization)

58-1807304  
(I.R.S. Employer  
Identification Number)

125 Highway 515 East  
Blairsville, Georgia 30512  
(Address of Issuer's Principal Executive Offices)

Amended and Restated 2000 Key Employee Stock Option Plan  
(Full Title of the Plan)

Mr. Jimmy C. Tallent  
President and Chief Executive Officer  
125 Highway 515 East  
Blairsville, Georgia 30512  
(706) 781-2265  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:  
James W. Stevens  
Kilpatrick Townsend & Stockton LLP  
1100 Peachtree Street, Suite 2800  
Atlanta, Georgia 30309-4530  
(404) 815-6500

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

(Do not check if smaller reporting company)

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## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$1.00 per share	1,550,000 (1)	\$8.43 (2)	\$13,066,500	\$1,497.43

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein. In addition, pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also covers any additional shares of common stock of the registrant as may be issuable in the event of a stock dividend, stock split, recapitalization, or other similar changes in the capital structure, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation, or other distribution of assets, issuance of rights or warrants to purchase securities, or any other corporate transaction or event having an effect similar to any of the foregoing.

(2) Determined in accordance with Rule 457(c) and (h) of the Securities Act of 1933, as amended. The proposed maximum aggregate offering price and amount of registration fee are based on \$8.43, the average of the high and low price on the Nasdaq Global Select Market on May 18, 2012.

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United Community Banks, Inc. (the “Company”) files this Registration Statement on Form S-8 in connection with the United Community Banks, Inc. Amended and Restated 2000 Key Employee Stock Option Plan, as amended (the “Plan”) to increase the number of shares of common stock that may be issued under the Plan. The shares authorized under the Plan have been increased by 1,550,000. The Company previously filed a registration statement on Form S-8 (File No. 333-145029) covering 330,000 shares of the Company’s common stock authorized for issuance under the Plan, a registration statement on Form S-8 (File No. 333-120623) covering 330,000 shares of the Company’s common stock authorized for issuance under the Plan, and a registration statement on Form S-8 (File No. 333-99849) covering 390,900 shares of the Company’s common stock authorized for issuance under the Plan, all as adjusted for stock splits and stock dividends (the “Prior Registration Statements”). The Prior Registration Statements continue and remain effective as to those shares registered thereunder.

#### INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Pursuant to General Instruction E to Form S-8, the Company hereby incorporates by reference into this Registration Statement the contents of the Prior Registration Statements, including all amendments, attachments and exhibits thereto.

#### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 8. EXHIBITS.

The exhibits included as part of this Registration Statement are as follows:

Exhibit

Number Description

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|------|---|
| 4.4  | United Community Banks, Inc.’s Amended and Restated 2000 Key Employee Stock Option Plan (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.’s Form 8-K dated April 30, 2007, File No. 000-21656, filed with the Commission on May 1, 2007).                       |
| 4.5  | Amendment No. 1 to United Community Banks, Inc.’s Amended and Restated 2000 Key Employee Stock Option Plan (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.’s Form 8-K dated April 13, 2007, File No. 000-21656, filed with the Commission on April 13, 2007). |
| 4.6  | Amendment No. 2 to United Community Banks, Inc.’s Amended and Restated 2000 Key Employee Stock Option Plan (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.’s Form 8-K dated May 23, 2012, File No. 000-21656, filed with the Commission on May 24, 2012).     |
| 5    | Opinion of Kilpatrick Townsend & Stockton LLP.  |
| 23.1 | Consent of Porter Keadle Moore, LLC.  |
| 23.2 | Consent of Kilpatrick Townsend & Stockton LLP (included in Exhibit 5).  |
| 24   | Power of Attorney (included on the signature page of this Registration Statement).  |



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Blairsville, State of Georgia, on May 24, 2012.

UNITED COMMUNITY BANKS, INC.

By: /s/ Jimmy C. Tallent  
Jimmy C. Tallent  
President and Chief Executive  
Officer  
(Principal Executive Officer)

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Jimmy C. Tallent and Robert L. Head, Jr., and each of them acting alone, his true and lawful attorney-in-fact with full power of substitution, for him in any and all capacities, to execute any and all amendments and post-effective amendments to this Registration Statement and to cause the same to be filed, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby granting to said attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on May 24, 2012.

/s/ Jimmy C. Tallent  
Jimmy C. Tallent

President, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ Rex S. Schuette  
Rex S. Schuette

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Alan H. Kumler  
Alan H. Kumler

Senior Vice President, Controller and Chief Accounting Officer  
(Principal Accounting Officer)

/s/ Robert L. Head, Jr.  
Robert L. Head, Jr.

Chairman of the Board

/s/ Robert H. Blalock

Director

Robert H. Blalock

Director

Clifford V. Brokaw

/s/ L. Cathy Cox  
L. Cathy Cox

Director

/s/ Steven J. Goldstein  
Steven J. Goldstein

Director

/s/ W.C. Nelson, Jr.  
W.C. Nelson, Jr.

Director

/s/ Thomas A. Richlovsky  
Thomas A. Richlovsky

Director

/s/ John D. Stephens  
John D. Stephens

Director

/s/ Tim Wallis  
Tim Wallis

Director

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EXHIBIT INDEX

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