

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

**FORM S-4  
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)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

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

**125 Highway 515 East  
Blairsville, Georgia 30512  
(706) 781-2265**

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

**Melinda Davis Lux  
General Counsel and Corporate Secretary  
United Community Banks, Inc.  
2 West Washington Street, Suite 700  
Greenville, South Carolina 29601  
Telephone: (864) 241-8736**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Neil E. Grayson and D. Lee Kiser  
Nelson Mullins Riley & Scarborough LLP  
2 West Washington Street, Suite 400  
Greenville, South Carolina 29601  
Telephone: (864) 373-2300**

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration Number: 333-265839

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

#### EXPLANATORY NOTE

This Registration Statement on Form S-4 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction K to Form S-4, to register additional shares of common stock ("Shares") of United Community Banks, Inc. (the "Company"), comprising the same class of securities covered by Company's Registration Statement on Form S-4, as amended (Registration No. 333-265839) filed for the same offering and declared effective by the Securities and Exchange Commission ("SEC") on July 5, 2022 (the "Prior Registration Statement"). The Prior Registration Statement registered Shares to be issued in connection with the Company's merger with Progress Financial Corporation ("Progress"). This Registration Statement is required in order to register additional Shares reserved for issuance upon the exercise of stock options outstanding under certain of Progress' employee stock plans that were assumed by the Company upon consummation of the merger on January 3, 2023.

#### STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement incorporates by reference the contents of the Prior Registration Statement, including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Exhibit Index included with this Registration Statement. Pursuant to General Instruction K to Form S-4, the information in this Rule 462(b) registration statement shall be deemed to be a part of the Prior Registration Statement as of the date of filing this Rule 462(b) registration statement.

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<b>Exhibit No.</b>	<b>Description</b>
<a href="#">5.1</a>	<a href="#">Opinion of Nelson Mullins Riley &amp; Scarborough LLP regarding the validity of the securities to be issued.</a>
<a href="#">23.1</a>	<a href="#">Consent of Nelson Mullins Riley &amp; Scarborough LLP (included in Exhibit 5.1).</a>
<a href="#">23.2</a>	<a href="#">Consent of PricewaterhouseCoopers LLP.</a>
<a href="#">23.3</a>	<a href="#">Consent of Mauldin &amp; Jenkins, LLC.</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on signature page).*</a>
<a href="#">107</a>	<a href="#">Filing Fee Table.</a>

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\*Previously filed with the Company's Registration Statement on Form S-4 (Registration No. 333-265839), which was filed with the Securities and Exchange Commission on June 24, 2022.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenville, South Carolina, on January 5, 2023.

**UNITED COMMUNITY BANKS, INC.**

By: /s/ H. Lynn Harton  
Name: H. Lynn Harton  
Title: Chairman, President and Chief Executive Officer

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 and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
By: <u>/s/ H. Lynn Harton</u> H. Lynn Harton	Chairman, President and Chief Executive Officer (Principal Executive Officer)	January 5, 2023
By: <u>/s/ Jefferson L. Harralson</u> Jefferson L. Harralson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 5, 2023
By: <u>/s/ Alan H. Kumler</u> Alan H. Kumler	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	January 5, 2023
By: <u>*</u> Thomas A. Richlovsky	Lead Independent Director	January 5, 2023
By: <u>*</u> Jennifer M. Bazante	Director	January 5, 2023
By: <u>*</u> Robert Blalock	Director	January 5, 2023
By: <u>*</u> James P. Clements	Director	January 5, 2023

<u>Signature</u>	<u>Title</u>	<u>Date</u>
By: * Kenneth L. Daniels	Director	January 5, 2023
By: * Lance F. Drummond	Director	January 5, 2023
By: * Jennifer K. Mann	Director	January 5, 2023
By: * David C. Shaver	Director	January 5, 2023
By: * Tim R. Wallis	Director	January 5, 2023
By: * David H. Wilkins	Director	January 5, 2023
By: /s/ Alan H. Kumler Alan H. Kumler Attorney-in-Fact January 5, 2023		

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NELSON MULLINS RILEY & SCARBOROUGH LLP  
ATTORNEYS AND COUNSELORS AT LAW

2 West Washington Street | Fourth Floor  
Greenville, SC 29601  
T 864.250.2300 F 864.232.2925  
nelsonmullins.com

January 4, 2023

United Community Banks, Inc.  
2 West Washington Street, Suite 700  
Greenville, South Carolina 29601

Re: Registration Statement on Form S-4

Ladies and Gentlemen:

We have acted as counsel to United Community Banks, Inc., a Georgia corporation (the "*Corporation*"), in connection with the preparation of a Registration Statement on Form S-4 (the "*Registration Statement*") filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933 (the "*Securities Act*"), relating to the registration by the Corporation pursuant to Rule 462(b) of 78,194 shares of the Corporation's common stock, par value \$1.00 per share (the "*Shares*"), subject to issuance by the Corporation upon the exercise or conversion of equity awards granted under, or otherwise issued in accordance with and pursuant to the terms of, the following plans of Progress Financial Corporation, an Alabama corporation ("*Progress*"): Progress Financial Corporation 2008 Incentive Stock Compensation Plan and Progress Financial Corporation 2016 Equity Incentive Plan, each as amended to date and each predecessor plan of any of the foregoing (each a "*Progress Plan*" and, collectively, the "*Progress Plans*"), assumed by the Corporation as of January 1, 2023 pursuant to provisions in the Agreement and Plan of Merger dated as of May 3, 2022, by and between Progress and the Corporation.

This opinion letter is furnished pursuant to the requirement of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

We have examined the Progress Plans and originals, or photostatic or certified copies of such records of the Corporation and certificates of public officials and officers of the Corporation, and such other documents and records as we have deemed relevant and necessary for purposes of the opinions set forth below. In our examination, we have assumed the completeness and authenticity of any document submitted to us as an original, the completeness and conformity to the originals of any document submitted to us as a copy, the authenticity of the originals of such copies, the genuineness of all signatures, and the legal capacity and mental competence of natural persons.

CALIFORNIA | COLORADO | DISTRICT OF COLUMBIA | FLORIDA | GEORGIA | MARYLAND | MASSACHUSETTS | NEW YORK  
NORTH CAROLINA | SOUTH CAROLINA | TENNESSEE | WEST VIRGINIA

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For purposes of this opinion letter, we have relied without any independent verification upon factual information supplied to us by the Corporation, on factual information included in the Corporation's filings with the Securities and Exchange Commission (the "*Commission*"). We have assumed without investigation that there has been no relevant change or development between the dates as of which the information cited in the preceding sentences was given or filed and the date of this opinion letter and that the information upon which we have relied is accurate and does not omit disclosure necessary to prevent such information from being misleading. We further have assumed that there are no agreements or understandings between or among the Corporation or Progress and any participants in any of the Progress Plans that would expand, modify or otherwise affect the terms of any Progress Plan or the respective rights or obligations of the participants thereunder.

Based on the foregoing, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms and conditions of the Progress Plans, and against consideration therefor, will be validly issued, fully paid, and nonassessable.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. This consent shall not be deemed to be an admission that this firm is within the category of persons whose consent is required under Section 7 of the Securities Act or the regulations promulgated pursuant to the Securities Act.

This opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws other than the Georgia Business Corporation Code (including the statutory provisions, all applicable provisions of the Constitution of Georgia and reported judicial decisions interpreting those laws). This opinion letter is limited to the effect of the current state of the Georgia Business Corporation Code (including the statutory provisions, all applicable provisions of the Constitution of Georgia and reported judicial decisions interpreting those laws), and to the facts as they currently exist. We assume no obligation to revise or supplement this opinion letter in the event of future changes in such laws or the interpretations thereof or such facts. This opinion letter is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion letter is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

/s/ NELSON MULLINS RILEY & SCARBOROUGH LLP

NELSON MULLINS RILEY & SCARBOROUGH LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of United Community Banks, Inc. of our report dated February 25, 2022 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in United Community Banks, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP  
Atlanta, Georgia  
January 6, 2023

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the use in this Registration Statement on Form S-4 relating to our audit of the consolidated balance sheets of Progress Financial Corporation and subsidiary as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the two year period ended December 31, 2021, appearing in the Registration Statement. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

*Mauldin & Jenkins, LLC*

Birmingham, Alabama  
January 6, 2023

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## Calculation of Filing Fee Tables

Form S-4  
(Form Type)United Community Banks, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
<b>Newly Registered Securities</b>											
Fees to be Paid	Equity	Common Stock, par value \$1.00 per share	Other	78,194 <sup>(1)</sup>	N/A	\$2,633,965 <sup>(2)</sup>	0.00011020	\$290.27			
Fees Previously Paid	Equity	Common Stock, par value \$1.00 per share	Other	9,335,761	N/A	\$188,782,347	0.0000927	\$17,500.12			
<b>Carry Forward Securities</b>											
Carry Forward Securities	-	-	-	-	-	-	-	-			
<b>Total Offering Amounts</b>					<b>\$191,416,312</b>		<b>\$17,790.39</b>				
<b>Total Fees Previously Paid</b>					<b>\$17,500.12</b>						
<b>Total Fee Offsets</b>					<b>0.00</b>						
<b>Net Fee Due</b>					<b>\$290.27</b>						

(1) Represents the number of additional shares of common stock of United Community Banks, Inc. ("United") that may be issued in connection with the merger of Progress Financial Corporation ("Progress") with and into United as described in the registration statement on Form S-4 (File No. 333-265839), which became effective on July 5, 2022. In connection with the filing of that registration statement, 9,335,761 shares of common stock of United were registered with the Securities and Exchange Commission and a fee of \$17,500.12 was paid. United now anticipates that up to 9,413,955 of its common stock may be issued in connection with the merger of Progress, which amounts includes an additional 78,194 shares of its common stock that may be issued upon the exercise or conversion of equity awards granted under, or otherwise issued in accordance with and pursuant to the terms of, the following plans of Progress: Progress Financial Corporation 2008 Incentive Stock Compensation Plan and Progress Financial Corporation 2016 Equity Incentive Plan, each as amended to date and each predecessor plan of any of the foregoing (each a "Progress Plan" and, collectively, the "Progress Plans"), assumed by United as of January 3, 2023 pursuant to provisions in the Agreement and Plan of Merger, dated as of May 3, 2022, by and between Progress and United.

(2) In accordance with Rule 457(c) under the Securities Act of 1933, the registration fee is based on the average of the high and low sales prices of the registrant's common stock reported on the Nasdaq Global Select Market as of January 3, 2023 (\$33.685), and computed based on the number of additional shares of common stock of the registrant to be registered by this registration statement.