

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 58-1807304

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification Number)

P.O. Box 398, 59 Highway 515, Blairsville, Georgia 30512

(Address of Principal Executive Offices)

KEY EMPLOYEE STOCK OPTION PLAN  
(Full Title of the Plan)

Mr. Jimmy C. Tallent  
President and Chief Executive Officer  
United Community Banks, Inc.  
P.O. Box 398  
59 Highway 515  
Blairsville, Georgia 30512  
(706) 745-2151

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

F. Sheffield Hale, Esq.  
Kilpatrick Stockton LLP  
Suite 2800  
1100 Peachtree Street  
Atlanta, Georgia 30309

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$1.00 par value	150,000 shares	\$11.39	\$1,708,500	\$474.96

Based on the book value of each share, \$11.39, as of the most recent practicable date, September 30, 1998, pursuant to Rule 457(h).

/TABLE

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 27, 1995 (Commission File No. 33-80885) are incorporated by reference.

ITEM 8. EXHIBITS

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

Exhibit Number	Description
4	Key Employee Stock Option Plan (included as Exhibit 4 to the Registrant's Form S-8 dated December 27, 1995 filed with the Commission and incorporated herein by reference)
5	Opinion of Kilpatrick Stockton LLP
23	Consent of Porter Keadle Moore, LLP
24	Power of attorney (See Signature Page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 this 30th day of November, 1998.

UNITED COMMUNITY BANKS, INC.

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

Each person whose signature appears below appoints Jimmy C. Tallent and Christopher J. Bledsoe, or either of them, attorney-in-fact, either with power of substitution, for him in any and all capacities, to sign any amendments to this Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated:

Signature/Position(s) with Company -----	Signing Capacity -----	Date ----
/s/ Jimmy C. Tallent Jimmy C. Tallent President, Chief Executive Officer, and Director	Principal Executive Officer	November 30, 1998
/s/ Robert L. Head, Jr. Robert L. Head, Jr. Chairman of the Board, Director	Director	November 30, 1998
/s/ Thomas C. Gilliland Thomas C. Gilliland Executive Vice President, Director	Director	November 30, 1998
/s/ Billy M. Decker Billy M. Decker Director	Director	November 30, 1998

/s/ Charles E. Hill Charles E. Hill Director	Director	November 30, 1998
/s/ Hoyt O. Holloway Hoyt O. Holloway Director	Director	November 30, 1998
/s/ P. Deral Horne P. Deral Horne Director	Director	November 30, 1998
/s/ John R. Martin John R. Martin Director	Director	November 30, 1998
/s/ Clarence W. Mason, Sr. Clarence W. Mason, Sr. Director	Director	November 30, 1998
/s/ W.C. Nelson, Jr. W.C. Nelson, Jr. Director	Director	November 30, 1998
/s/ Charles E. Parks Charles E. Parks Director	Director	November 30, 1998
/s/ Christopher J. Bledsoe Christopher J. Bledsoe Senior Vice President and Chief Financial Officer	Principal Financial Officer	November 30, 1998
/s/ Patrick J. Rusnak Patrick J. Rusnak Controller	Principal Accounting Officer	November 30, 1998

EXHIBIT INDEX TO REGISTRATION STATEMENT OF FORM S-8

Exhibit Number -----	Description -----
5	Opinion of Kilpatrick Stockton LLP
23	Consent of Porter Keadle Moore, LLP
24	Power of attorney (See Signature Page)

KILPATRICK STOCKTON LLP

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1100 Peachtree Street  
Atlanta, Georgia 30309-4530  
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January 7, 1999

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Direct Dial: 404.815.6302

United Community Banks, Inc.  
P.O. Box 398  
59 Highway 515  
Blairsville, Georgia 30512

Re: Form S-8 Registration Statement

Gentlemen:

We have acted as counsel for United Community Banks, Inc., a Georgia corporation (the "Company"), in the preparation and filing of a registration statement on Form S-8 (the "Registration Statement") relating to the Company's Key Employee Stock Option Plan (the "Plan") and the proposed offer and sale of up to 150,000 shares of the Company's common stock, \$1.00 par value (the "Shares") pursuant thereto. In connection with the preparation of said Registration Statement, we have examined originals or copies of such corporate records, documents and other instruments relating to the authorization and issuance of the Shares as we have deemed relevant under the circumstances.

On the basis of the foregoing, it is our opinion that:

The proposed offer and sale of the Shares pursuant to the Plan have been duly authorized by the Board of Directors of the Company, and such Shares, when issued in accordance with the terms and conditions of the Plan, will be legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to said Registration Statement.

Sincerely,

KILPATRICK STOCKTON LLP

By: /s/ F. Sheffield Hale  
F. Sheffield Hale, a Partner

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated March 6, 1998, accompanying the consolidated financial statements incorporated by reference in the Annual Report of United Community Banks, Inc. on Form 10-K for the year ended December 31, 1997. We hereby consent to the incorporation by reference of said report in the Registration Statement of United Community Banks, Inc. on Form S-8 (File No. 33-80885, effective December 27, 1995).

PORTER KEADLE MOORE, LLP

/s/ Porter Keadle Moore, LLP

Atlanta, Georgia

January 7, 1999