

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

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UNITED COMMUNITY BANKS, INC.
(Exact name of issuer as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

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

United Community Banks, Inc.
63 Highway 515
Blairsville, Georgia 30512
(706) 781-2265
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Jimmy C. Tallent
63 Highway 515
Blairsville, Georgia 30512
(706) 781-2265
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

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

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (Registration No. 333-159958)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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:

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered (1) | Amount to be Registered (2) | Proposed Maximum Offering Price per Unit (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (2) |
|--|-----------------------------|--|---|--------------------------------|
| Common Stock | (2) | (2) | (2) | (2) |

| | | | | |
|-----------------|---------------------|-----|---------------------|----------------|
| Preferred Stock | (2) | (2) | (2) | (2) |
| Debt Securities | (2) | (2) | (2) | (2) |
| Warrants | (2) | (2) | (2) | (2) |
| Total | \$15,500,000 (3)(4) | | \$15,500,000 (3)(4) | \$1,105.15 (5) |

- (1) An indeterminate aggregate principal amount or number of securities is being registered that may be offered or sold hereunder from time to time. Common stock, preferred stock and debt securities may be issued upon the exercise of warrants and may be issued in exchange for or upon conversion of, as the case may be, the securities registered hereunder. Securities being registered hereunder may be sold separately or as units with other securities registered hereunder.
- (2) Not specified as to each class of securities being registered pursuant to General Instruction II.D. to Form S-3 and Rule 457(o) under the Securities Act of 1933 ("Securities Act").
- (3) Represents only the additional amount of securities being registered. Does not include the securities with a proposed maximum aggregate offering price of \$300,000,000 previously registered by the registrant on Registration Statement on Form S-3 (File No. 333-159958), as amended, which was declared effective by the Securities and Exchange Commission on September 22, 2009. The proposed maximum aggregate offering price has been estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act. The maximum aggregate public offering price of the Common Stock, Preferred Stock, Debt Securities and Warrants registered hereby will not exceed \$15,500,000.
- (4) In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the \$77,500,000 of securities available for issuance under the Registration Statement on Form S-3 (File No. 333-159958), as amended, is hereby registered.
- (5) Calculated pursuant to Rule 457(o) under the Securities Act. Exclusive of accrued interest, if any, on the debt securities. Represents the registration fee only for the additional number of securities being registered. The Registrant previously registered securities pursuant to a Registration Statement on Form S-3 (File No. 333-159958), as amended, for which a fee of \$16,740 was paid.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF PREVIOUS REGISTRATION STATEMENT BY REFERENCE**

United Community Banks, Inc. (the “Company”) is filing this Registration Statement (“Registration Statement”) with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) as promulgated under the Securities Act of 1933 (the “Securities Act”). This Registration Statement relates to the registration of an aggregate amount of \$300,000,000 of securities by the Company pursuant to a Registration Statement on Form S-3 (File No. 333-159958), as amended (the “Previous Registration Statement”), declared effective by the Commission on September 22, 2009. This Registration Statement is being filed solely to register an additional aggregate amount of \$15,500,000 of securities of the Company pursuant to Rule 462(b). This amount is 20% of the remaining \$77.5 million of securities available for issuance under the Previous Registration Statement.

Pursuant to Instruction IV.A to Form S-3, the Company hereby incorporates by reference into this Registration Statement the contents of the Previous Registration Statement, as amended, including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The Previous Registration Statement continues and remains effective as to those securities registered thereunder. The required opinions and consents are listed on the exhibit index hereto and filed herewith.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

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

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 5 | Opinion of Kilpatrick Stockton LLP |
| 8.1 | Tax Opinion and related Consent of Kilpatrick Stockton LLP.* |
| 23.1 | Consent of Porter Keadle Moore, LLP |
| 23.2 | Consent of Kilpatrick Stockton LLP (included on Exhibit 5) |
| 24 | Power of Attorney (included on the Signature Page of the Registration Statement) |

* To be filed, if necessary, by amendment or as an exhibit to a report filed under the Securities and Exchange Act of 1934 and incorporated by reference.

SIGNATURES OF REGISTRANT

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 March 31, 2010.

**UNITED COMMUNITY BANKS,
INC.**

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

Know all men by these presents, that each person whose signature appears below constitutes and appoints Jimmy C. Tallent and Robert L. Head, Jr., or either of them, as attorney-in-fact, with each having the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-3 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, this Registration Statement has been signed by the following persons in the capacities indicated on March 31, 2010.

| | |
|---|--|
| <u>/s/ Jimmy C. Tallent</u> Jimmy C. Tallent | President, Chief Executive Officer, and Director (Principal Executive Officer) |
| <u>/s/ Rex S. Schuette</u> Rex S. Schuette | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| <u>/s/ Alan H. Kumler</u> Alan H. Kumler | Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) |
| <u>/s/ Robert L. Head, Jr.</u> Robert L. Head, Jr. | Chairman of the Board |
| <u>/s/ W.C. Nelson, Jr.</u> W.C. Nelson, Jr. | Vice Chairman of the Board |
| <u>/s/ Robert H. Blalock</u> Robert H. Blalock | Director |
| <u>/s/ Cathy Cox</u> Cathy Cox | Director |
| <u>/s/ Hoyt O. Holloway</u> Hoyt O. Holloway | Director |

[signatures continued on next page]

/s/ John D. Stephens
John D. Stephens

Director

/s/ Tim Wallis
Tim Wallis

Director

**EXHIBIT INDEX
TO
REGISTRATION STATEMENT ON FORM S-3**

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Suite 2800 1100 Peachtree St.
Atlanta GA 30309-4530
t 404 815 6500 f 404 815 6555
www.KilpatrickStockton.com

March 31, 2010

United Community Banks, Inc.
63 Highway 515
Blairsville, Georgia 30512

Re: United Community Banks, Inc.
Post-Effective Amendment No. 2 to Registration Statement on S-3 (File No. 333-159958)

Ladies and Gentlemen:

We have acted as counsel to United Community Banks, Inc. (the "Company"), a Georgia corporation, in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-3 (the "Registration Statement") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of \$15,500,000 of securities of the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-3 (File No. 333-159958), as amended by Pre-Effective Amendment No. 1 to the Registration Statement (the "Previous Registration Statement"), including the prospectus which forms a part of such Previous Registration Statement (the "Prospectus") as supplemented from time to time by one or more supplements to the Prospectus (each, a "Prospectus Supplement"). The Previous Registration Statement was declared effective by the Commission on September 22, 2009. Unless otherwise indicated herein, our references to the Registration Statement include the Previous Registration Statement, which has been incorporated into the Registration Statement.

The Registration Statement and the Previous Registration Statement, as supplemented by one or more Prospectus Supplements, relate in the aggregate to the issuance by the Company of up to an aggregate of \$315,500,000 of its (i) shares of common stock, \$1.00 par value per share ("Common Stock"), (ii) shares of preferred stock, \$1.00 par value per share, in one or more series, which may be convertible into or exchangeable for common stock or debt securities (collectively, the "Preferred Stock"), (iii) debt securities, in one or more series, which may be senior, senior subordinated or subordinated and may be convertible into or exchangeable for common stock or preferred stock (collectively, "Debt Securities"), (iv) warrants to purchase Common Stock or Preferred Stock ("Warrants"), and (v) any combination of the foregoing securities. The Common Stock, Preferred Stock, Debt Securities and Warrants are collectively referred to as the "Securities".

The Debt Securities may be issued pursuant to an indenture between the Company and a financial institution to be identified therein as trustee (the "Trustee") in the forms previously filed as Exhibits 4.2 and 4.3 to the Registration Statement, as such indentures may be supplemented from time to time (collectively, the "Indenture"). The Warrants may be issued pursuant to a warrant agreement (the terms and conditions of which will be set forth in a Prospectus Supplement(s) relating to an issuance of Warrants), between the Company and a financial institution to be identified therein as warrant agent (the "Warrant Agent"), as such warrant agreement may be supplemented from time to time (collectively, the "Warrant Agreement").

We have examined the Registration Statement and the Indenture. We have also examined originals, or duplicates or conformed copies, of such documents, corporate records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary for purposes of the opinions hereinafter set forth. As to questions of fact material to this opinion letter, we have relied upon certificates or comparable documents of public officials and upon oral or written statements and representations of officers and representatives of the Company.

During the course of such examination and review, and in connection with furnishing the opinions set forth below, we have assumed the accuracy and completeness of all documents and records that we have reviewed, the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed or reproduced copies. We are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Securities, and, for the purposes of this opinion letter, have assumed such future proceedings will be timely completed in the manner presently proposed.

To the extent that the obligations of the Company under Debt Securities may be dependent upon such matters, we assume for purposes of this opinion letter that (i) the Trustee is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; (ii) the Trustee is duly qualified to engage in the activities contemplated by the Indenture; (iii) the Indenture has been duly authorized, executed and delivered by the Trustee and constitutes the legally valid and binding obligation of the Trustee, enforceable against the Trustee in accordance with its terms; (iv) the Trustee is in compliance, generally and with respect to acting as a trustee under the Indenture, with all applicable laws and regulations; and (v) the Trustee has the requisite organizational and legal power and authority to execute and deliver and to perform its obligations under the Indenture.

To the extent that the obligations of the Company under Warrants may be dependent upon such matters, we assume for purposes of this opinion letter that (i) the Warrant Agent is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; (ii) the Warrant Agent is duly qualified to engage in the activities contemplated by the Warrant Agreement; (iii) the Warrant Agreement has been duly authorized, executed and delivered by the Warrant Agent and constitutes the legally valid and binding obligation of the Warrant Agent, enforceable against the Warrant Agent in accordance with its terms; (iv) the Warrant Agent is in compliance, generally and with respect to acting as a trustee under the Warrant Agreement, with all applicable laws and regulations; and (v) the Warrant Agent has the requisite organizational and legal power and authority to execute and deliver and to perform its obligations under the Warrant Agreement.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that:

1. The Company has the authority pursuant to its Amended and Restated Articles of Incorporation (“Articles”) to issue up to an aggregate of 100,000,000 shares of Common Stock. When (i) the Board of Directors of the Company has adopted a resolution in form and content as required by applicable law authorizing the issuance of shares of Common Stock (with such shares, together with all shares previously issued or reserved for issuance and not duly and lawfully retired, not exceeding an aggregate of 100,000,000 shares), (ii) the Registration Statement and any required post-effective amendments thereto and any and all Prospectus Supplement(s) required by applicable laws have all become effective under the Securities Act, and (iii) such shares are issued and delivered and payment of legal consideration in excess of the par value thereof is received in the manner contemplated by the Registration Statement, the Prospectus and the related Prospectus Supplement(s) and by such resolution, such shares of Common Stock will be validly issued, fully paid and nonassessable.

2. The Company has the authority pursuant to its Articles to issue up to an aggregate of 10,000,000 shares of Preferred Stock. When (i) a series of Preferred Stock has been duly established in accordance with the terms of the Articles and applicable law, (ii) when the Board of Directors of the Company has adopted a resolution in form and content as required by applicable law authorizing the issuance of shares of Preferred Stock (with such shares, together with all shares previously issued or reserved for issuance and not duly and lawfully retired, not exceeding an aggregate of 10,000,000 shares), (iii) the Registration Statement and any required post-effective amendments thereto and any and all Prospectus Supplement(s) required by applicable laws have all become effective under the Securities Act, and (iv) such shares are issued and delivered and payment of legal consideration in excess of the par value thereof is received in the manner contemplated by the Registration Statement, the Prospectus and the related Prospectus Supplement(s) and by such resolutions, shares of such series of Preferred Stock will be validly issued, fully paid and nonassessable.

3. When (i) the Indenture has been duly executed and delivered by the Company and the Trustee, (ii) the Debt Securities have been duly established in accordance with the Indenture (including, without limitation, the adoption by the Board of Directors of the Company, or a duly formed committee thereof, of a resolution duly authorizing the issuance and delivery of the Debt Securities), duly authenticated by the Trustee and duly executed and delivered on behalf of the Company against payment therefor in accordance with the terms and provisions of the Indenture and as contemplated by the Registration Statement, the Prospectus and the related Prospectus Supplement(s), and (iii) the Registration Statement and any required post-effective amendments thereto and any and all Prospectus Supplement(s) required by applicable laws have all become effective under the Securities Act, and assuming that the (x) terms of the Debt Securities as executed and delivered are as described in the Registration Statement, the Prospectus and the related Prospectus Supplement(s), (y) Debt Securities as executed and delivered do not violate any law applicable to the Company or result in a default under or breach of any agreement or instrument binding upon the Company, and (z) Debt Securities as executed and delivered comply with all requirements and restrictions, if any, applicable to the Company, whether imposed by any court or governmental or regulatory body having jurisdiction over the Company, the Debt Securities will constitute legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

4. When (i) the Warrant Agreement has been duly executed and delivered by the Company and the Warrant Agent, (ii) the Warrants have been established in accordance with the Warrant Agreement (including, without limitation, the adoption by the Board of Directors of the Company, or a duly formed committee thereof, of a resolution duly authorizing the issuance and delivery of the Warrants), duly authenticated by the Warrant Agent and duly executed and delivered on behalf of the Company against payment therefor in accordance with the terms and provisions of the Warrant Agreement and as contemplated by the Registration Statement, the Prospectus and the related Prospectus Supplement(s), and (iii) the Registration Statement and any required post-effective amendments thereto and any and all Prospectus Supplement(s) required by applicable laws have all become effective under the Securities Act, and assuming that the (x) terms of the Warrants executed and delivered are as described in the Registration Statement, the Prospectus and the related Prospectus Supplement(s), (y) Warrants as executed and delivered do not violate any law applicable to the Company or result in a default under or breach of any agreement or instrument binding upon the Company, and (z) Warrants as executed and delivered comply with all requirements and restrictions, if any, applicable to the Company, whether imposed by any court or governmental or regulatory body having jurisdiction over the Company, the Warrants will constitute legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

The opinions provided above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium or other similar laws relating to or affecting the rights and remedies of creditors (including, without limitation, the effect of statutory or other laws regarding preferential transferees); (ii) the effect of general equitable principles (including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing), regardless of whether considered in a proceeding at law or in equity, and the discretion of the court before which any proceeding therefor may be brought; (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy; and (iv) the unenforceability of any provision requiring the payment of attorneys' fees, where such payment is contrary to law or public policy.

We express no opinion as to (i) the effectiveness (A) of any waiver (whether or not stated as such) under Section 4.4 of the Indenture, or otherwise, or any consent thereunder relating to, any unknown future rights or the rights of any party thereto existing, or duties owing to it, as a matter of law; (B) of any waiver (whether or not stated as such) contained in the Indenture of rights of any party, or duties owing to it, that is broadly or vaguely stated or does not describe the right or duty purportedly waived with reasonable specificity; (C) of any provisions of the Indenture or Warrant Agreement that may be construed as penalties or forfeitures; or (D) of any covenants (other than covenants relating to the payment of principal, interest, premium, indemnities and expenses) in the Indenture or Warrant Agreement to the extent they are construed to be independent requirements as distinguished from conditions to the declaration or occurrence of a default or any event of default; or (ii) the validity, binding effect or enforceability of any provision of the Indenture or Warrant Agreement related to choice of governing law to the extent that the validity, binding effect or enforceability of any such provision is to be determined by any court other than a court of the State of New York or State of Georgia or a federal district court sitting in the State of New York or State of Georgia, in each case, applying the choice of law principles of the State of New York or the State of Georgia, respectively.

Our examination of matters of law in connection with the opinions expressed herein has been limited to, and accordingly our opinions expressed herein are limited to, the laws of the State of New York and the laws of the State of Georgia. We express no opinion with respect to the laws of any other jurisdiction.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur that could affect the opinions contained herein.

This opinion letter is being furnished in accordance with the requirements of Item 15 of Form S-3 and Item 601(b)(5) of the Commission's Regulation S-K. We hereby consent to the reference to our name under the caption "Legal Matters" in the Prospectus constituting a part of the Registration Statement, and any amendments or supplements thereto, and further consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Sincerely,

KILPATRICK STOCKTON LLP

By: /s/ James W. Stevens
James W. Stevens, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors of
United Community Banks, Inc.

We have issued our report dated February 25, 2010, included in the Annual Report of United Community Banks, Inc. and subsidiaries on Form 10-K, for the year ended December 31, 2009. We hereby consent to the incorporation by reference of said report in this Registration Statement of United Community Banks, Inc. on Form S-3.

/s/ Porter Keadle Moore, LLP

Atlanta, Georgia
March 31, 2010