
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 Principal Executive Offices) (Zip Code)

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

Melinda Davis Lux
General Counsel and Corporate Secretary
United Community Banks, Inc.
2 West Washington Street, Suite 700
Greenville, South Carolina 29601
(Name and address of agent for service)

(864) 241-8736
Telephone number, including area code, of agent for service

Copies to:
Neil E. Grayson
Gary M. Brown
Nelson Mullins Riley & Scarborough, LLP
2 West Washington Street
Suite 400
Greenville, South Carolina 29601
Telephone: (864) 250-2235

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 Securities Act.

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share⁽¹⁾	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee⁽²⁾
Common Stock, par value \$1.00 per share	1,700,716 ⁽³⁾	\$33.47	\$56,922,964.52	\$6,210.30

- (1) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, based on the average of the high and low prices for United Community Banks, Inc.'s common stock on The NASDAQ Global Select Market on May 12, 2021, which date is within five business days prior to filing this registration statement.
- (2) Amount of the registration fee was calculated pursuant to Section 6(b) of the Securities Act, and was determined by multiplying the aggregate offering price by 0.0001091.
- (3) Represents additional shares of common stock issuable under the Amended and Restated 2000 Key Employee Stock Option Plan, as amended. In addition to such shares, pursuant to Rule 416(a) under the Securities Act, this registration statement covers an undetermined number of shares of common stock of the registrant that may become issuable to prevent dilution from stock splits, stock dividends or similar transactions with respect to the shares registered hereunder.

EXPLANATORY NOTE

United Community Banks, Inc. ("we," "our," "us," "Registrant" or 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 register additional of shares of the Company's common stock, par value \$1.00 per share (the "Common Stock") that were authorized for issuance under the Plan. The Company previously filed the following registration statements with respect to the Plan (the "Prior Registration Statements"):

- (i) a Form S-8 (File No. 333-181675) covering 1,550,000 shares of Common Stock authorized for issuance under the Plan;
- (ii) a Form S-8 (File No. 333-145029) covering 330,000 shares (representing 1,650,000 shares originally registered adjusted for a 1-for-5 reverse stock split on June 20, 2011) of Common Stock authorized for issuance under the Plan;
- (iii) a Form S-8 (File No. 333-120623) covering 330,000 shares (representing 1,650,000 shares originally registered adjusted for a 1-for-5 reverse stock split on June 20, 2011) of Common Stock authorized for issuance under the Plan; and
- (iv) a Form S-8 (File No. 333-99849) covering 390,900 shares (representing 1,954,500 shares originally registered adjusted for a 3 for 2 stock split on April 28, 2004 and then further adjusted for a 1-for-5 reverse stock split on June 20, 2011) of Common Stock authorized for issuance under the Plan;

The Prior Registration Statements continue and remain effective as to those shares of Common Stock registered thereunder. 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 3. Incorporation of Documents by Reference.

In addition to the Prior Registration Statement, the following documents filed with the U.S. Securities and Exchange Commission (“SEC”) are hereby incorporated by reference into this registration statement (in each case excluding any information furnished and not filed according to applicable rules, such as information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K):

- the Company’s Annual Report on Form 10-K for the year ended [December 31, 2020](#);
- the Company’s Quarterly Report on Form 10-Q for the quarter ended [March 31, 2021](#);
- the Company’s Current Reports on Form 8-K filed with the SEC on [January 19, 2021](#), [April 20, 2021](#), [April 23, 2021](#), [May 13, 2021](#) and [May 14, 2021](#); and
- The description of the Company’s Common Stock set forth in our Registration Statement on Form S-4/A (File No. 333-237862) filed with the SEC on [May 8, 2020](#), and any amendment or report filed with the SEC for the purposes of updating such description.

All documents subsequently filed with the SEC by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this registration statement, modifies or supersedes such prior statement. Any statement contained in this registration statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

The exhibits required to be filed as part of this registration statement are listed in the Exhibit Index below.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Nelson Mullins Riley & Scarborough LLP.*
10.1	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 Current Report on Form 8-K, File No. 000-21656, filed with the SEC on May 1, 2007).#
10.2	Amendment No. 1 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated April 13, 2007 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 000-21656, filed with the SEC on April 13, 2007).#
10.3	Amendment No. 2 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated March 20, 2012 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on May 24, 2012).#
10.4	Amendment No. 3 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated March 20, 2012 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on May 24, 2012).#
10.5	Amendment No. 4 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated March 18, 2016 (incorporated herein by reference to Exhibit 10.1 to United Community Banks, Inc.'s Current Report on Form 8-K, File No. 001-35095, filed with the SEC on June 23, 2016).#
10.6	Amendment No. 5 to United Community Banks, Inc.'s Amended and Restated 2000 Key Employee Stock Option Plan dated August 2, 2017 (incorporated herein by reference to Exhibit 10.7 to United Community Banks, Inc.'s Annual Report on Form 10-K File No. 001-35095, filed with the SEC on February 27, 2020).#
23.1	Consent of Nelson Mullins Riley & Scarborough LLP (included in Exhibit 5.1).*
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.*
24.1	Power of Attorney (included on the signature page hereto).*

*Filed herewith

Denotes compensatory plan or arrangement

SIGNATURES

The Registrant: 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 Greenville, State of South Carolina, on May 18, 2021.

UNITED COMMUNITY BANKS, INC.

By: /s/ Melinda Davis Lux

Name: Melinda Davis Lux

Title: Executive Vice President, General Counsel and
Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Melinda Davis Lux and Alan H. Kumler, and each of them acting alone, with full power of substitution, such person's true and lawful attorney-in-fact and agent for such person, with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent determines may be necessary or advisable or required to comply with the Securities Act of 1933 and any rules or regulations or requirements of the SEC in connection with this registration statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this registration statement, to any and all amendments, both pre-effective and post-effective, and supplements to this registration statement, and to any and all instruments or documents filed as part of or in conjunction with this registration statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that said attorney and agent shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities on May 18, 2021:

/s/ H. Lynn Harton

H. Lynn Harton
Chairman, President, and Chief Executive Officer
(Principal Executive Officer)

/s/ Jefferson L. Harralson

Jefferson L. Harralson
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Alan H. Kumler

Alan H. Kumler
Senior Vice President, Chief Accounting Officer
(Principal Accounting Officer)

/s/ Thomas A. Richlovsky

Thomas A. Richlovsky
Lead Independent Director

/s/ Robert Blalock

Robert Blalock
Director

/s/ James P. Clements

James P. Clements
Director

/s/ L. Cathy Cox

L. Cathy Cox
Director

/s/ Kenneth L. Daniels

Kenneth L. Daniels
Director

/s/ Lance F. Drummond

Lance F. Drummond
Director

/s/ Jennifer Mann

Jennifer Mann
Director

/s/ David C. Shaver

David C. Shaver
Director

/s/ Tim Wallis

Tim Wallis
Director

/s/ David H. Wilkins

David H. Wilkins
Director



NELSON MULLINS RILEY & SCARBOROUGH LLP
ATTORNEYS AND COUNSELORS AT LAW

2 W. Washington Street, Suite 400
Greenville, SC 29601
T: 864.373.2300 F: 864.373.2925
nelsonmullins.com

May 18, 2021

United Community Banks, Inc.
125 Highway 515 East
Blairsville, Georgia

RE: Registration Statement on Form S-8 in connection with the Amended and Restated 2000 Key Employee Stock Option Plan of United Community Banks, Inc.

Ladies and Gentlemen:

We have acted as counsel to United Community Banks, Inc., a Georgia corporation (the "Company") in connection with the Registration Statement on Form S-8 (the "Registration Statement"), relating to the Company's Amended and Restated 2000 Key Employee Stock Option Plan (as amended (the "Plan")) to be filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") on or about May 18, 2021. The Registration Statement relates to an additional 1,700,716 shares (the "Shares") of the Company's common stock, \$1.00 par value per share, for issuance under the Plan.

We hereby consent to the filing of this opinion as Exhibits 5 and 23.1 to the Registration Statement and to the reference to our name in the Registration Statement.

As counsel to the Company, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such statutes, documents, corporate records, certificates of public officials, and other instruments as we have deemed necessary for the purpose of this opinion, including the Company's Articles of Incorporation and Bylaws and the record of the proceedings of the directors of the Company.

Based upon the foregoing, we are of the opinion that the Shares that may be issued and sold from time to time in accordance with the Plan have been duly authorized for issuance and will, when issued, sold and, when applicable, paid for in accordance with the Plan, be legally issued, fully paid and non-assessable.

This opinion is being rendered to be effective as of the effective date of the Registration Statement, and we disclaim any obligation to revise or supplement this opinion should the present Georgia Business Corporation Code be changed by legislative action, judicial decision or otherwise, should there be factual developments which might affect any matters or opinions set forth herein or for any other reason.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to address herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion 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



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 United Community Banks, Inc. of our report dated February 25, 2021 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, 2020.

/s/ PricewaterhouseCoopers LLP

Atlanta, Georgia
May 18, 2021