

**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)*

**United Community Banks, Inc. Deferred Compensation Plan**  
*(Full Title of the Plan)*

**Mr. Jimmy C. Tallent**  
**President and Chief Executive Officer**  
**P.O. Box 398**  
**125 Highway 515 East**  
**Blairsville, Georgia 30512**  
**(706) 785-2265**  
*(Name, Address and Telephone Number, Including Area Code, of Agent for Service)*

*Copies to:*  
**Mr. James W. Stevens**  
**Kilpatrick Stockton LLP**  
**1100 Peachtree Street, N.E., Suite 2800**  
**Atlanta, Georgia 30309-4530**  
**(404) 815-6500**  
**(404) 815-6555 (fax)**

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 a smaller reporting company)

**Calculation of Registration Fee**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock \$1.00 par value, to be issued under the Deferred Compensation Plan	200,000 (2)	\$4.54 (3)	\$908,000 (3)	\$64.74
Deferred Compensation Obligations (1)	\$5,000,000	N/A	\$5,000,000	\$356.50
<b>Total</b>				<b>\$421.24</b>

- (1) The Deferred Compensation Obligations are unsecured obligations of United Community Banks, Inc. to pay deferred compensation in the future in accordance with the terms of the Deferred Compensation Plan.
- (2) In addition, pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement also relates to such indeterminate number of 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.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, on the basis of \$4.54 per share, the average of the high and low prices per share of the Common Stock on May 25, 2010, as reported by NASDAQ.



United Community Banks, Inc. (the “Company”) files this Registration Statement on Form S-8 in connection with the United Community Banks, Inc. Deferred Compensation Plan (the “Plan”) to increase the number of shares of common stock that may be issued and deferred compensation obligations under the Plan. The shares authorized under the Plan have been increased by 200,000 shares and the deferred compensation obligations have been increased by \$5,000,000. The Company previously filed a registration statement on Form S-8 (File No. 333-125017) (the “Previous Registration Statement”) covering 200,000 shares of common stock and \$10,000,000 in deferred compensation obligations. The Previous Registration Statement continues and remains effective as to those shares registered thereunder.

#### **INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE**

Pursuant to Instruction E to Form S-8, the Company hereby incorporates by reference into this Registration Statement the contents of the Previous Registration Statement, 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:

<u>Exhibit Number</u>	<u>Description</u>
5	Opinion 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 this Registration Statement)

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## 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-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 28, 2010.

### UNITED COMMUNITY BANKS, INC.

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

### POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jimmy C. Tallent and Robert L. Head, Jr., and either of them, his or her true and lawful attorney-in-fact with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 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, this Registration Statement has been signed by the following persons in the capacities indicated on May 28, 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
<u>/s/ John D. Stephens</u> John D. Stephens	Director
<u>/s/ Tim Wallis</u> Tim Wallis	Director

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**EXHIBIT INDEX  
TO  
REGISTRATION STATEMENT ON FORM S-8**

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

May 28, 2010

United Community Banks, Inc.  
125 Highway 515 East  
Blairsville, Georgia 30512

Re: Registration Statement for the United Community Banks, Inc. Deferred Compensation Plan

Ladies and Gentlemen:

We have acted as counsel for United Community Banks, Inc., a Georgia corporation (the "Company"), in the preparation and filing of the Form S-8 Registration Statement relating to the additional 200,000 shares of common stock, par value \$1.00 per share (the "Common Stock") and an additional \$5,000,000 in aggregate amount of deferred compensation obligations (the "Obligations"), of the Company that have been authorized for possible issuance pursuant to the Company's Deferred Compensation Plan, as amended (the "Plan") and pursuant thereto.

In such capacity, we have examined the originals or copies of such documents, corporate records, certificates of public officials and officers of the Company, and other instruments related to the authorization and issuance of the Common Stock as we deemed relevant or necessary for the opinion expressed herein. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate.

Based on and subject to the foregoing, it is our opinion that the Plan, the additional 200,000 shares of Common Stock that may be issued pursuant to and in accordance with the provisions thereof and the additional \$5,000,000 in aggregate amount of Obligations that may be incurred pursuant to and in accordance with the provisions thereof, have been duly authorized by appropriate corporate actions and approved by the Board of Directors, and that the shares, when issued in accordance with the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and any amendments thereto.

**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 consent to the incorporation by reference in this Registration Statement on Form S-8 of United Community Banks, Inc. of our report dated February 25, 2010 related to our audits of the consolidated financial statements and internal control over financial reporting, which appear in the Annual Report on Form 10-K of United Community Banks, Inc. for the year ended December 31, 2009.

/s/ Porter Keadle Moore, LLP

Atlanta, Georgia  
May 27, 2010