

UNITED COMMUNITY BANKS, INC.  
SUPPLEMENT  
dated April 1, 1997  
to  
PROSPECTUS  
dated March 7, 1997

300,000 Shares of Common Stock  
\$1 par value per Share  
\$22 per Share

This Supplement has been prepared solely for use in conjunction with the Prospectus dated March 7, 1997 (the "Prospectus") pursuant to which an aggregate of 250,000 shares of Common Stock (the "Shares") were offered by United Community Banks, Inc. ("United") at \$22.00 per share. United has increased the number of shares offered by United by 50,000 shares from 250,000 to 300,000 shares at the same offering price of \$22.00 per share. This Supplement highlights certain sections of the March 7, 1997 Prospectus which are affected by the increase in the number of shares being sold. The price per share and all other aspects of the Offering including the use of proceeds will remain the same. The sale of an additional 50,000 shares will increase the proceeds to United by \$1,100,000. After the Offering, 6,937,248 shares will be deemed outstanding (including shares underlying the prime plus 1/4% Convertible Subordinated Payable-in-Kind Debentures due December 31, 2006 and presently exercisable options to acquire 58,400 shares). The net proceeds from the sale of the shares of Common Stock will be \$6,400,000, after the deduction of estimated offering expenses payable by United. Set forth below is a table containing revised summary consolidated financial information and a revised capitalization table:

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United Community Banks, Inc.  
Summary Consolidated Financial Information  
(Dollars in thousands, except per share amounts)

	December 31,					Pro Forma Consolidated As Adjusted	
	-----					Sept. 30,	Sept. 30,
	1991	1992	1993	1994	1995	1996	1996
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<b>Balance Sheet Data</b>							
Total assets . . . . .	\$269,684	\$332,013	\$393,632	\$456,936	659,669	779,565	789,965
Loans, gross . . . . .	180,254	224,057	283,611	341,621	456,140	564,685	564,685
Deposits . . . . .	242,957	300,020	349,765	393,270	590,656	680,337	680,337
Long term debt . . . . .	5,277	7,800	7,400	9,400	11,309	10,736	10,736
Stockholders' equity . . . . .	17,968	20,942	25,449	30,217	44,027	48,766	56,266

	As of December 31,					Pro Forma Consolidated As Adjusted		
	-----					Sept. 30,	Sept. 30,	Dec. 31,
	1991	1992	1993	1994	1995	1996	1996	1995
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<b>Statement of Earnings Data</b>								
Net interest income . . . . .	\$9,322	\$11,131	\$14,516	\$18,217	22,919	22,632	22,802	23,147
Provision for loan losses . . . . .	834	472	842	935	1,040	915	915	1,040
Noninterest income . . . . .	1,551	2,157	3,700	3,762	4,264	3,740	3,740	4,264
Noninterest expense . . . . .	7,377	8,635	11,705	13,902	17,854	16,803	16,803	17,854
Net earnings . . . . .	2,082	3,126	4,202	5,200	6,051	5,724	5,836	6,201
<b>Per Share Data</b>								
Book value (period end) . . . . .	3.29	3.81	4.55	5.41	7.03	7.79	8.35	7.65
Net earnings . . . . .	0.38	0.57	0.76	0.93	1.04	0.91	0.87	0.99
Weighted average outstanding shares . . . . .	5,454,040	5,492,435	5,545,110	5,589,365	5,813,615	6,260,280	6,738,848	6,292,183
Dividends . . . . .	0.03	0.05	0.04	0.04	0.07	0.04	0.04	0.04

Ratios	Return on average assets . . . .	0.82%	1.04%	1.16%	1.22%	1.08%	1.05%	1.07%	1.08%
	Return on average stockholders' equity	12.23%	16.07%	18.12%	18.68%	16.30%	16.49%	15.56%	15.17%
	Net interest margin . . . . .	4.27%	4.27%	4.57%	4.88%	4.60%	4.64%	4.60%	4.56%
	Average stockholders' equity to average assets	6.73%	6.47%	6.41%	6.51%	6.60%	6.45%	6.86%	7.13%

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Represents stockholders' equity divided by the number of outstanding shares at period end.

Represents net interest income as a percentage of average interest-earning assets.

Gives effect to the application of the net proceeds of the Offering, issuance of the 2006 Debentures and conversion of the 2000 Debentures as of December 31, 1996. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Financial Information for the Nine Months Ended September 30, 1996 - Developments Since September 30, 1996.

CAPITALIZATION

The following table sets forth the consolidated capitalization of United at September 30, 1996, and as adjusted at that date to give effect to the sale by United of the 2006 Debentures, conversion of the 2000 Debentures and the sale of 300,000 shares of Common Stock and the application of the estimated net proceeds therefrom as described in "USE OF PROCEEDS" and as further adjusted to give effect to the application of the net proceeds of the Offering. This table should be reviewed in conjunction with the United's Consolidated Financial Statements and the related notes thereto appearing elsewhere in this Prospectus.

	September 30, 1996	
	Actual	As Adjusted
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(\$ in thousands)		
Long-Term Debt . . . . .	\$10,736	\$10,736
Convertible Subordinated Debentures . . . . .	1,000	3,500
Stockholders' Equity:		
Preferred Stock, \$1.00 par value; 10,000,000 shares authorized, no shares issued and outstanding		
Common Stock, \$1.00 par value; 10,000,000 shares authorized, 6,260,280 shares issued and outstanding, 6,738,848 shares issued and outstanding, as adjusted	6,260	6,739
Capital surplus . . . . .	14,520	21,541
Retained earnings . . . . .	28,471	28,471
Unrealized losses on securities available for sale . .	(485)	(485)
Total stockholders' equity . . . . .	48,766	56,266
Total capitalization	60,502	70,502

Gives effect to the application of the net proceeds of the Offering, proceeds from issuance of 2006 Debentures and conversion of the 2000 Debentures as of December 31, 1996. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Financial Information for the Nine Months Ended September 30, 1996 - Developments Since September 30, 1996.