
**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)

2022 Omnibus Equity 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:
Mark V. Veblen
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000

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.

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. 2022 Omnibus Equity 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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing information specified in Part I will be delivered in accordance with Form S-8 and Rule 428(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such documents are not required to be, and are not, filed with the U.S. Securities and Exchange Commission (the "SEC"), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Exchange Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the 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, 2021](#);
- [the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022](#);
- [the Company's Current Reports on Form 8-K filed with the SEC on January 3, 2022](#) and [May 4, 2022](#);
- [the information in the Definitive Proxy Statement for the Company's 2022 Annual Meeting of Shareholders filed with the SEC on April 6, 2022](#); and
- [The description of the Company's Common Stock set forth in our Registration Statement on Form S-4/A \(File No. 333-260081\) filed with the SEC on October 6, 2021, 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Registrant's articles of incorporation, as amended, provide that no director of Registrant shall be personally liable to Registrant or its shareholders for breach of his or her duty of care or other duty as a director, but only to the extent permitted from time to time by Georgia law.

Registrant's bylaws require it to indemnify its directors, officers, employees, and agents against judgments, fines, penalties, amounts paid in settlement, and expenses, including attorneys' fees, resulting from various types of legal actions or proceedings instituted by third parties if the actions of the director, officer, employee, or agent being indemnified meet the standards of conduct specified therein.

In addition, Registrant's bylaws require it to indemnify its directors, officers, employees, and agents for expenses actually and reasonably incurred in connection with legal actions or proceedings instituted by or in the

right of Registrant to procure a judgment in its favor, if the actions of the director, officer, employee, or agent being indemnified meet the standards of conduct set forth therein. However, Registrant will not indemnify a director, officer, employee, or agent for such expenses if such person is adjudged liable to Registrant, unless so ordered by the court in which the legal action or proceeding is brought.

A determination concerning whether or not the applicable standard of conduct has been met by a director, officer, employee, or agent seeking indemnification must be made by (1) a disinterested majority of the Board of Directors, (2) Registrant's legal counsel, if a quorum of disinterested directors is not obtainable or if the disinterested directors so order, or (3) an affirmative vote of a majority of shares held by the shareholders. No indemnification may be made to or on behalf of a director, officer, employee, or agent in connection with any other proceeding in which such person was adjudged liable on the basis that personal benefit was improperly received by him or her.

As provided under Georgia law, the liability of an officer who is a party to a proceeding may not be eliminated or limited (1) for any appropriation, in violation of his duties, of any business opportunity of Registrant, (2) for acts or omissions which involve intentional misconduct or a knowing violation of law, (3) for unlawful corporate distributions, or (4) for any transaction from which the director received an improper benefit.

Registrant's directors and officers are insured against losses arising from any claim against them as such for wrongful acts or omission, subject to certain limitations.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

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

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
5.1	Opinion of Nelson Mullins Riley & Scarborough LLP. *
10.1	United Community Banks, Inc.'s 2022 Omnibus Equity Plan (incorporated herein by reference to Appendix 1 to United Community Banks, Inc.'s Schedule 14A Proxy Statement, File No. 001-35095, filed with the SEC on April 6, 2022). #
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). *
107	Filing Fee Table. *

*Filed herewith

Denotes compensatory plan or arrangement

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any

increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Filing Fee Table attached as an exhibit to the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 20, 2022.

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, 2022:

/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/ **Jennifer M. Bazante**

Jennifer M. Bazante
Director

/s/ **Robert Blalock**

Robert Blalock
Director

/s/ **James P. Clements**

James P. Clements
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

Calculation of Filing Fee Tables

FORM S-8

(Form Type)

United Community Banks, Inc.

(Exact name of registrant as specified in its charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$1.00 per share	Rule 457(c) and Rule 457(h)	3,000,000	\$29.773	\$89,319,000.00	\$0.0000927	\$8,279.87
Total Offering Amounts							\$8,279.87
Total Fee Offsets (3)							\$—
Net Fee Due							\$8,279.87

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional shares of the Registrant’s Class A common stock par value \$0.0001 per share (“Class A Common Stock”) that become issuable under the Employee Earn-out Awards by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of Class A Common Stock.
- (2) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the Registrant’s registration fee on the basis of \$29.773 per share, which is the average of the high and low prices of Class A Common Stock, as reported on the Nasdaq Global Select Market, on May 19, 2022
- (3) The Registrant does not have any fee offsets.



NELSON MULLINS RILEY & SCARBOROUGH LLP
ATTORNEYS AND COUNSELORS AT LAW

Atlantic Station
201 17th Street, NW | Suite 1700
Atlanta, GA 30363
T 404.322.6000 F 404.322.6050
nelsonmullins.com

May 20, 2022

United Community Banks, Inc.
2 West Washington Street, Suite 700
Greenville, South Carolina 29601

RE: Registration Statement on Form S-8 in connection with the 2022 Omnibus Equity 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 2022 Omnibus Equity Plan (the “Plan”) to be filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) on or about the date hereof. The Registration Statement relates to 3,000,000 shares (the “Shares”) of the Company’s common stock, \$1.00 par value per share, for issuance under the Plan.

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, resolutions, certificates of public officials and other instruments as we have deemed necessary for the purpose of this opinion letter, including the Plan, the Company’s 2021 Restated Articles of Incorporation, the Company’s Amended and Restated Bylaws, and the record of the proceedings of the directors and shareholders of the Company. This opinion letter is based, as to matters of law, solely on the Georgia Business Corporation Code. We express no opinion herein as to any other laws, statutes, regulations or ordinances.

Based upon the foregoing, and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, 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 letter is being rendered to be effective as of the effective date of the Registration Statement, and we disclaim any obligation to update, revise or supplement this opinion letter (a) if the present Georgia Business Corporation Code is changed by legislative action, judicial decision or otherwise, (b) if there are factual developments that might affect any matters or opinions set forth herein or (c) for any other reason.

We do not find it necessary for the purposes of this opinion letter, 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 letter is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion letter is furnished to you in connection with the filing of the Registration Statement with the SEC and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

This opinion letter is furnished pursuant to the requirement of Item 601(b)(5) of Regulation S-K promulgated by the SEC. We hereby consent to the filing of this opinion letter as Exhibits 5 and 23.1 to the Registration Statement and to the reference to our name in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC.

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 of United Community Banks, Inc. of our report dated February 25, 2022 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, 2021.

/s/ PricewaterhouseCoopers LLP

Atlanta, Georgia
May 20, 2022