

**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. Employee Stock Purchase 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

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|--------------------------------|--|--|-----------------------------------|
| Common Stock \$1.00 par value, to be issued under the Employee Stock Purchase Plan | 250,000 (1) | \$4.54 (2) | \$1,135,000 (2) | \$80.93 |

- (1) Pursuant to Rule 416, this Registration Statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act of 1933. The proposed maximum aggregate offering price and amount of registration fee are based on \$4.54 the average of the high and low price on Nasdaq on May 25, 2010.

United Community Banks, Inc. (the “Company”) files this Registration Statement on Form S-8 in connection with the United Community Banks, Inc. Employee Stock Purchase Plan (the “Plan”) to increase the number of shares of common stock that may be issued under the Plan. The shares authorized under the Plan have been increased by 250,000 shares. The Company previously filed a registration statement on Form S-8 (File No. 333-130489) (the “Previous Registration Statement”) covering 250,000 shares. 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) |

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 |

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

| Exhibit Number | Description |
|-----------------------|---|
| 5 | Opinion of Kilpatrick Stockton LLP |
| 23.1 | Consent of Porter Keadle Moore, LLP |
| 23.2 | Consent of Kilpatrick Stockton LLP (included in Exhibit 5) |
| 24 | Power of Attorney (included on the Signature Page of this Registration Statement) |



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. Employee Stock Purchase 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 Registration Statement of the Form S-8 Registration Statement relating to an additional 250,000 shares of common stock, par value \$1.00 per share, of the Company (the "Common Stock") that have been authorized for possible issuance pursuant to the United Community Banks, Inc. Employee Stock Purchase Plan (the "Plan").

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, and the additional 250,000 shares of Common Stock that may be issued 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