

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):
June 16, 2011

UNITED COMMUNITY BANKS, INC.
(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation)

No. 001-35095
(Commission File Number)

No. 58-180-7304
(IRS Employer
Identification No.)

125 Highway 515 East
Blairsville, Georgia 30512
(Address of principal executive offices)

Registrant's telephone number, including area code:
(706) 781-2265

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On June 17, 2011, United Community Banks, Inc. (the “Company”) entered into the Second Amendment to Tax Benefits Preservation Plan with Illinois Stock Transfer Company (the “Plan Amendment”), which amends the Company’s Tax Benefits Preservation Plan dated as of February 22, 2011, as amended as of March 29, 2011 (the “Plan”). The Plan is designed to protect the Company’s ability to utilize substantial tax assets. The Plan Amendment amends certain provisions of the Plan to reflect the Company’s reclassification of its common stock, \$1.00 par value (the “Common Stock”) effective as of June 17, 2011, as described below under Items 5.03 and 5.07. Specifically, the Plan Amendment proportionally adjusts the purchase price for the preferred share purchase rights under the Plan from \$8.00 to \$40.00 per share.

The Plan Amendment is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 1.01.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 17, 2011, the Company filed with the Georgia Secretary of State, Articles of Amendment to the Company’s Restated Articles of Incorporation, as amended (the “Articles”) (i) to increase the number of shares of its authorized Common Stock from 200,000,000 to 500,000,000 shares; and (ii) to authorize 150,000,000 shares of non-voting common stock, \$1.00 par value (the “Non-Voting Common Stock”), and to set forth the powers, rights, and preferences, and the qualifications, limitations and restrictions of the Non-Voting Common Stock. The amendment to the Articles was previously approved by the Company’s shareholders, as described below under Item 5.07, at the Company’s Annual Meeting of Shareholders held on June 16, 2011.

Also on June 17, 2011, effective immediately following the amendment to increase the number of shares of authorized Common Stock and to designate the Non-Voting Common Stock, the Company filed Articles of Amendment to its Articles to effect a 1-for-5 reverse stock split of its Common Stock and Non-Voting Common Stock and to make proportional adjustments to its preferred stock designations. Pursuant to the amendment, each 5 shares of the Company’s Common Stock was reclassified into 1 share of Common Stock, and each 5 shares of the Company’s Non-Voting Common Stock was reclassified into 1 share of Non-Voting Common Stock. The 1-for-5 reclassification is referred to herein as the “Reclassification”.

The Reclassification was previously approved by the Company’s shareholders, as described below under Item 5.07, at the Company’s Annual Meeting of Shareholders held on June 16, 2011.

The Articles of Amendment are filed herewith as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated by reference into this Item 5.03.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 16, 2011, the Company held its Annual Meeting of Shareholders. At the Annual Meeting, the final voting results for each of the proposals submitted to a vote of the shareholders were as follows:

Proposal 1. The election of nine members to the Board of Directors, each to serve until the 2012 Annual Meeting of Shareholders of the Company or until his or her successor is elected and qualified or until his or her earlier resignation or removal.

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Non-Votes</u>
Jimmy C. Tallent	61,343,164	10,034,837	–
Robert L. Head, Jr.	56,916,763	14,461,238	–
W.C. Nelson, Jr.	55,841,392	15,536,608	–
Robert H. Blalock	56,892,708	14,485,292	–
L. Cathy Cox	56,687,340	14,690,661	–
Hoyt O. Holloway	56,894,824	14,483,176	–
Peter E. Raskind	70,209,603	1,168,398	–
John D. Stephens	56,895,952	14,482,048	–
Tim Wallis	56,874,226	14,503,775	–
Total			16,135,315

Proposal 2. An amendment to the Articles to increase the number of shares of Common Stock available for issuance from 200,000,000 to 500,000,000:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
89,084,743	2,159,010	266,457	1

Proposal 3. An amendment to the Articles to authorize 150,000,000 shares of Non-Voting Common Stock:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
89,285,531	1,938,336	286,340	4

Proposal 4. The approval of the issuance of shares of Common Stock upon the conversion of shares of the Company's Mandatorily Convertible Cumulative Non-Voting Perpetual Preferred Stock, Series F into Common Stock:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
52,829,719	1,044,411	17,503,861	20,132,221

Proposal 5. The approval of the issuance of shares of Non-Voting Common Stock upon the conversion of shares of the Company's Mandatorily Convertible Cumulative Non-Voting Perpetual Preferred Stock, Series G into Non-Voting Common Stock and any subsequent issuance of shares of Common Stock upon the conversion of shares of authorized Non-Voting Common Stock into Common Stock:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
52,750,589	1,105,639	17,521,772	20,132,211

Proposal 6. An amendment to the Articles to effect the Reclassification:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
88,919,406	2,332,974	257,830	1

Proposal 7. An advisory "say on pay" resolution supporting the compensation plan for executive officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
69,710,583	1,386,345	281,071	20,132,213

Proposal 8. The ratification of the appointment of Porter Keadle Moore, LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2011:

For
90,874,256

Against
363,286

Abstain
272,670

Item 8.01 Other Events.

On June 17, 2011, the Company issued a press release relating to the Reclassification referred to in this Current Report on Form 8-K. The full text of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Effective as of the close of business on June 20, 2011, \$195.9 million of the Company's issued and outstanding Mandatorily Convertible Cumulative Non-Voting Perpetual Preferred Stock, Series F (the "Series F Preferred Stock") and \$151.2 million of the Company's issued and outstanding Mandatorily Convertible Cumulative Non-Voting Perpetual Preferred Stock, Series G (the "Series G Preferred Stock") was converted into 20,618,090 shares of the Company's Common Stock and 15,914,209 shares of the Company's Non-Voting Common Stock, respectively. The Series F Preferred Stock and the Series G Preferred Stock are referred to herein collectively as the "Preferred Stock".

The Preferred Stock was originally issued to a group of institutional investors led by an affiliate of Corsair Capital, LLC as part of the Company's \$380 million private placement completed on March 30, 2011. The Preferred Stock was subject to mandatory conversion following receipt of required shareholder approvals, which were received during the Company's Annual Meeting of Shareholders held on June 16, 2011, as described above in Item 5.07. The Preferred Stock was converted into Common Stock and Non-Voting Common Stock as of the close of business on June 20, 2011, at a conversion price of \$9.50 per share (as adjusted for the Reclassification, effective as of June 17, 2011).

On June 20, 2011, the Company issued a press release related to the conversion of the Preferred Stock and Plan Amendment referred to in this Current Report on Form 8-K. The full text of the press release is filed herewith as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Restated Articles of Incorporation of United Community Banks, Inc., as amended.
10.1	Second Amendment to Tax Benefits Preservation Plan, dated as of June 17, 2011, by and between United Community Banks, Inc. and Illinois Stock Transfer Company.
99.1	Press Release, dated June 17, 2011.
99.2	Press Release, dated June 20, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

UNITED COMMUNITY BANKS, INC.

By: /s/ Rex S. Schuette

Rex S. Schuette
Executive Vice President and
Chief Financial Officer

Date: June 21, 2011

INDEX TO EXHIBITS

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99.2	Press Release, dated June 20, 2011.

**ARTICLES OF AMENDMENT
OF
UNITED COMMUNITY BANKS, INC.**

1.

The name of the corporation is United Community Banks, Inc.

2.

The Restated Articles of Incorporation, as amended, of the corporation are amended as follows:

(a) Amendment to Article V. Article V of the Restated Articles of Incorporation, as amended, of the corporation is amended by deleting the first paragraph of Article V and replacing it with the following in lieu thereof.

“The corporation shall have authority to issue 500,000,000 shares of common stock, \$1.00 par value (the “Common Stock”), 130,000,000 shares of non-voting common stock, \$1.00 par value (the “Non-Voting Common Stock”), having the powers, rights, and preferences, and the qualifications, limitations and restrictions thereof, as set forth in Exhibit A attached hereto and 10,000,000 shares of preferred stock, \$1.00 par value (the “Preferred Stock”). Subject to the provisions of any applicable law or the Bylaws of the corporation (as from time to time amended) with respect to fixing the record date for the determination of shareholders entitled to vote, and except as otherwise provided by any applicable law or the by the resolution or resolutions of the board of directors providing for the issue of any series of Preferred Stock, the holders of the Common Stock shall have and possess exclusive voting power and rights for the election of directors and for all other purposes, with each share being entitled to one vote.”

(b) Non-Voting Common Stock. The Restated Articles of Incorporation, as amended, of the corporation are amended by adding the powers, rights, and preferences, and the qualifications, limitations, and restrictions thereof, of the Non-Voting Common Stock as set forth in Exhibit A attached hereto.

3.

The amendment was adopted by the board of directors of the corporation at a meeting duly convened and held on March 14, 2011 and duly approved by the shareholders of the corporation on June 16, 2011 in accordance with the provisions of O.C.G.A. § 14-2-1003.

4.

The effective time of these Articles of Amendment is at 5:00 p.m. on the date of filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Restated Articles of Incorporation, as amended, of United Community Banks, Inc. this 17th day of June, 2011.

UNITED COMMUNITY BANKS, INC.

By: /s/ Rex S. Schuette

Name: Rex S. Schuette

Title: EVP & CFO

**CERTIFICATE OF DESIGNATION
OF
NON-VOTING COMMON STOCK
OF
UNITED COMMUNITY BANKS, INC.**

1. **Designation.** The shares of such class of non-voting common stock, \$1.00 par value, of United Community Banks, Inc. (the "Corporation") shall be designated "Non-Voting Common Stock" (referred to herein as the "Non-Voting Common Stock").
 2. **Authorized Number.** The number of shares constituting the Non-Voting Common Stock shall be as set forth in the first paragraph of Article V of the Restated Articles of Incorporation, as amended.
 3. **Rights.** Except as set forth below, the Non-Voting Common Stock shall have the same rights and privileges, share ratably and be identical in all respects to the Common Stock as to all matters. Each share of Non-Voting Common Stock shall have the same relative powers, preferences and rights as, and shall be identical in all respects with, all the other shares of Non-Voting Common Stock of the Corporation.
 4. **Voting Rights.** The holders of Non-Voting Common Stock shall have no voting rights except as provided herein or required by law. Notwithstanding the foregoing, and in addition to any other vote required by law, the affirmative vote of the holders of a majority of the outstanding shares of Non-Voting Common Stock, voting separately as a class, shall be required to amend, alter or repeal (including by merger, consolidation or otherwise) any provision of these Articles of Amendment that significantly and adversely affects the rights, preferences or privileges of the Non-Voting Common Stock contained herein.
 5. **Dividends.** Subject to preferential dividend rights, if any, applicable to any shares of the Preferred Stock, the holders of Non-Voting Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors on the Common Stock. If a dividend is declared and paid with respect to the Common Stock, then the Board shall declare and pay an equivalent dividend, on a per share basis, to the Non-Voting Common Stock. Likewise, if the Board of Directors declares and pays a dividend on the Non-Voting Common Stock, it shall declare and pay an equivalent dividend, on a per share basis, on the Common Stock. The holders of the Non-Voting Common Stock shall share ratably in any such dividend in proportion to the number of shares of Common Stock and Non-Voting Common Stock held by each such holder. All dividends paid with respect to the Common Stock and Non-Voting Common Stock shall be paid pro rata to the holders of such shares entitled thereto; provided, however, that no dividend payable in Common Stock or rights or warrants to subscribe for Common Stock shall be declared on the Non-Voting Common Stock and no dividend payable in Non-Voting Common Stock or rights or warrants to subscribe for Non-Voting Common Stock shall be declared on the Common Stock, but instead, in the case of such a dividend, each class shall receive such dividend in like stock or rights or warrants to subscribe for like stock.
 6. **Distributions.** In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of Preferred Stock, holders of the Common Stock and the Non-Voting Common Stock shall be entitled to receive all the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock and Non-Voting Common Stock held by them.
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7. **Adjustment.** In the event of any stock split, combination or other reclassification of shares of either the Common Stock or the Non-Voting Common Stock, the outstanding shares of the other class shall be proportionately split, combined or reclassified in a similar manner, provided, however, that in any such transaction, only holders of Common Stock shall receive shares of Common Stock and only holders of Non-Voting Common Stock shall receive shares of Non-Voting Common Stock.

8. **Conversion.**

(a) The Non-Voting Common Stock may be converted into Common Stock in accordance with the provisions of this paragraph 8 by any Convertible Holder following an Approved Transfer (as defined herein). The term “Approved Transfer” means a sale or other transfer (i) to an Affiliate of the holder of the Non-Voting Common Stock to be transferred under common control with such holder’s ultimate parent, general partner or investment advisor but only if the transferee agrees in writing for the benefit of the Corporation to be bound by the terms of that certain Investment Agreement or Subscription Agreement by and between the Corporation and such holder pursuant to which such shares of Non-Voting Common Stock were sold to such holder (the “Investment Agreement”); (ii) in a widely distributed public offering registered pursuant to the Securities Act of 1933, as amended; (iii) to a person that is acquiring at least a majority of the Corporation’s outstanding “voting securities” (as defined in the Bank Holding Company Act of 1956, as amended and any rules or regulations promulgated thereunder) not including any voting securities such person is acquiring from the holder of the Non-Voting Common Stock to be transferred or its Affiliates; or (iv) upon certification by the holder of the Non-Voting Common Stock to be transferred in writing to the Corporation that the such holder believes that the transferee shall not, after giving effect to such transfer, own for purposes of the Bank Holding Company Act of 1956, as amended, or the Change of Bank Control Act of 1978, as amended, and any rules and regulations promulgated thereunder, more than 2% of any class of voting securities of the Corporation outstanding at such time. The term “Affiliate” means, with respect to any person, any person directly or indirectly, controlling, controlled by or under common control with, such other person. “Convertible Holder” means a holder of Non-Voting Common Stock, other than the initial holder of such Non-Voting Common Stock or an Affiliate thereof, who acquires one or more shares of Non-Voting Common Stock in an Approved Transfer.

(b) *Conditions of Conversion.* Following an Approved Transfer, a Convertible Holder may surrender to the Corporation (at the principal office of the Corporation) a certificate or certificates representing all or part of the Convertible Holder’s shares of Non-Voting Common Stock and in such event each share of Non-Voting Common Stock represented by such certificate or certificates will convert into one share of Common Stock. Except as otherwise provided herein, each conversion of Non-Voting Common Stock shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing such shares of Non-Voting Common Stock to be converted have been surrendered for conversion at the principal office of the Corporation. Notwithstanding any other provision hereof, if a conversion of Non-Voting Common Stock is to be made in connection with a merger, consolidation, reclassification or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property or any dissolution or liquidation, the conversion of any shares of Non-Voting Common Stock may, at the election of the holder thereof, be conditioned upon the consummation of such event or transaction, in which case such conversion shall not be deemed to be effective until such event or transaction has been consummated.

(c) *Reservation of Stock Issuable Upon Conversion.* The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Non-Voting Common Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Non-Voting Common Stock. The Corporation shall take all action necessary so that all shares of Common Stock issuable upon conversion of Non-Voting Common Stock will, upon issue, be duly and validly issued, fully paid, and non-assessable, and free from all taxes, liens, charges and encumbrances in respect of the issuance or delivery thereof. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock issuable upon conversion of the Non-Voting Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not take any action which would cause the number of authorized but unissued shares of Common Stock to be less than the number of such shares required to be reserved hereunder for issuance upon conversion of the Non-Voting Common Stock.

9. *Mergers, Consolidations, Etc.* In the event of any merger, consolidation, reclassification or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Non-Voting Common Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Common Stock would be entitled to receive as a result of such transaction, provided that at the election of such holder, any securities issued with respect to the Non-Voting Common Stock shall be non-voting securities under the resulting corporation's organizational documents and the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Non-Voting Common Stock then outstanding) and take such actions necessary to ensure that holders of the Non-Voting Common Stock shall retain securities with substantially the same rights and benefits as the Non-Voting Common Stock. Subject to the foregoing, in the event the holders of Common Stock are provided the right to convert or exchange Common Stock for stock or securities, cash and/or any other property, then the holders of the Non-Voting Common Stock shall be provided the same right based upon the number of shares of Common Stock such holders would be entitled to receive if such shares of Non-Voting Common Stock were converted into shares of Common Stock immediately prior to such offering. In the event that the Corporation offers to repurchase shares of Common Stock from its shareholders generally, the Corporation shall offer to repurchase Non-Voting Common Stock pro rata based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Common Stock, the Corporation shall provide the holders of the Non-Voting Common Stock the right to participate based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such offering; provided that at the election of such holder, any shares issued with respect to the Non-Voting Common Stock shall be issued in the form of Non-Voting Common Stock rather than Common Stock.

10. *Notices.* At any time notice is provided to the holders of Common Stock, the Corporation shall give written notice to all holders of Non-Voting Common Stock at or prior to such time.

**ARTICLES OF AMENDMENT
OF
UNITED COMMUNITY BANKS, INC.**

1.

The name of the corporation is United Community Banks, Inc.

2.

In connection with the corporation's reclassification of its common stock pursuant to which each 1 share of common stock is to be reclassified into one-fifth (1/5) of a share of common stock (so that, conversely, each 5 shares of such common stock is to be reclassified into 1 share of common stock), Section I of the Certificate of Designation of Common Stock Equivalent Junior Preferred Stock of United Community Banks, Inc. is amended by deleting the definition of "Initial Conversion Rate" therein and replacing it with the following in lieu thereof:

"Initial Conversion Rate" means, for each share of Junior Preferred Stock, twenty (20) shares of Common Stock.

In addition, in connection with such reclassification, the corporation hereby supplements the Certificate of Rights and Preferences of Series C Convertible Preferred Stock of United Community Banks, Inc. as set forth in the Supplemental Certificate of Rights and Preferences attached hereto as Exhibit A.

3.

Article V of the Restated Articles of Incorporation, as amended, of the corporation is amended by deleting the first paragraph of Article V and replacing it with the following in lieu thereof:

"The corporation shall have authority to issue 100,000,000 shares of common stock, \$1.00 par value (the "Common Stock"), 26,000,000 shares of non-voting common stock, \$1.00 par value (the "Non-Voting Common Stock"), having the powers, rights and preferences, and the qualifications, limitations and restrictions thereof, as set forth in Exhibit A attached hereto, and 10,000,000 shares of preferred stock, \$1.00 par value (the "Preferred Stock"). Subject to the provisions of any applicable law or the Bylaws of the corporation (as from time to time amended) with respect to fixing the record date for the determination of shareholders entitled to vote, and except as otherwise provided by any applicable law or by the resolution or resolutions of the board of directors providing for the issue of any series of Preferred Stock, the holders of the Common Stock shall have and possess exclusive voting power and rights for the election of directors and for all other purposes, with each share being entitled to one vote."

The amendment to Article V of the Restated Articles of Incorporation, as amended, will result in each 1 share of the corporation's common stock and each 1 share of the corporation's non-voting common stock to be reclassified into one-fifth (1/5) of a share of common stock or non-voting common stock, respectively (so that, conversely, each 5 shares of such common stock or non-voting common stock is to be reclassified into 1 share of common stock or non-voting common stock, respectively). The \$1.00 par value of the common stock and non-voting common stock will not change as a result of such reclassification.

4.

The amendment set for in Section 2 hereof was adopted by the board of directors of the corporation at a meeting duly convened and held on June 16, 2011, and shareholder approval was not required for such amendment pursuant to the Georgia Business Corporation Code.

The amendment set for in Section 3 hereof was adopted by the board of directors of the corporation at a meeting duly convened and held on April 15, 2011 and duly approved by the shareholders of the corporation on June 16, 2011 in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code.

5.

The effective time of these Articles of Amendment is at 5:01 p.m. on the date of the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Restated Articles of Incorporation, as amended, of United Community Banks, Inc. this 17th day of June, 2011.

UNITED COMMUNITY BANKS, INC.

By: /s/ Rex S. Schuette

Name: Rex S. Schuette

Title: EVP & CFO

2

**SUPPLEMENTAL CERTIFICATE OF RIGHTS AND PREFERENCES
OF
SERIES C CONVERTIBLE PREFERRED STOCK
OF
UNITED COMMUNITY BANKS, INC.**

Pursuant to the authority vested in the Board of Directors (the "Board") by the Restated Articles of Incorporation of United Community Banks, Inc. (the "Corporation"), as amended (the "Articles of Incorporation"), the Board does hereby supplement the Certificate of Rights and Preferences of Series C Convertible Preferred Stock of United Community Banks, Inc. (the "Certificate") by adding the following thereto:

For purposes of clarification, if the Company at any time subdivides or combines (by, as applicable, any stock split, reverse stock split, stock dividend, other reclassification, recapitalization, reorganization or otherwise) the shares of Common Stock and/or Common Stock Equivalent Junior Preferred Stock into a greater or lesser number of shares, as the case may be, then, after the date of record for effecting each such transaction, all measurements and references herein related to Conversion Price and Redemption Price will be proportionately decreased or increased, respectively, and all references to share numbers for such securities herein will be proportionately increased or decreased, respectively, to reflect the effect of any such transaction.

In addition, notwithstanding anything in the Certificate to the contrary, if the Company at any time combines (by any reverse stock split, recapitalization, reorganization, reclassification or otherwise) the shares of Common Stock and/or Common Stock Equivalent Junior Preferred Stock into a smaller number of shares, then, after the date of record for effecting each such transaction, all measurements and references herein related to share prices for such securities will be proportionately increased and all references to share numbers for such securities herein will be proportionately decreased.

SECOND AMENDMENT TO TAX BENEFITS PRESERVATION PLAN

THIS SECOND AMENDMENT (the "**Amendment**") dated as of June 17, 2011, is entered into by and between United Community Banks, Inc., a Georgia corporation (the "**Company**"), and Illinois Stock Transfer Company, an Illinois corporation (the "**Rights Agent**"). Capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Plan (as defined below).

WHEREAS, the parties entered into that certain Tax Benefits Preservation Plan, dated as of February 22, 2011 and amended by that certain Amendment to Tax Benefits Preservation Plan, dated as of March 29, 2011 (the "**Plan**"); and

WHEREAS, the parties desire to amend certain provisions of the Plan to reflect the 1-for-5 reverse stock split with respect to the Common Stock, effective as of June 17, 2011.

NOW, THEREFORE, for and in consideration of the mutual covenants, representations and warranties herein contained, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Section 1(p) of the Plan is hereby by amended by deleting "\$8.00" and replacing it with "\$40.00."

2. Except as set forth in this Amendment, the other provisions of the Plan shall remain in full force and effect in accordance with their respective terms. This Amendment may be executed in two or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more such counterparts have been signed by each of the parties and delivered to the other party.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment as of the date first above written.

UNITED COMMUNITY BANKS, INC.

By: /s/ Rex S. Schuette

Name: Rex S. Schuette

Title: EVP & CFO

ILLINOIS STOCK TRANSFER COMPANY

By: /s/ Robert G. Pearson

Name: Robert G. Pearson

Title: President & CEO

[Signature Page to Second Amendment to Tax Benefits Preservation Plan]



For Immediate Release

For more information:
Rex S. Schuette
Chief Financial Officer
(706) 781-2266
Rex_Schuette@ucbi.com

**UNITED COMMUNITY BANKS, INC. ANNOUNCES
EFFECTIVENESS OF REVERSE STOCK SPLIT**

BLAIRSVILLE, GA – (MARKET WIRE) – June 17, 2011 – United Community Banks, Inc. (NASDAQ: UCBI) (“United”) today announced that the 1-for-5 reverse stock split of its common stock and non-voting common stock will become effective as of approximately 5 p.m. Eastern time on June 17, 2011 (the “effective time”) pursuant to an amendment to United’s articles of incorporation filed with the Secretary of State of Georgia. Accordingly, as of the effective time, each 5 shares of United’s common stock will be reclassified into 1 share of common stock, and each 5 shares of United’s non-voting common stock will be reclassified into 1 share of non-voting common stock. The common shares will begin trading on an adjusted basis and under a new CUSIP number effective as of the opening of trading on the Nasdaq Global Select Market on Monday, June 20, 2011.

The reclassification was previously approved by United's shareholders at the annual shareholder meeting held on June 16, 2011. No fractional shares of common stock or non-voting common stock are to be issued as a result of the reclassification. For each holder of common stock and non-voting common stock, the number of shares held upon the effectiveness of the reclassification will be divided by five, respectively, and, if the resulting number is not a whole number, such holder will be entitled to receive a cash payment in lieu of such fractional shares.

As a result of the reclassification and elimination of fractional shares, the number of outstanding common shares will be approximately 20.9 million after the close of business today. Additionally, there are no non-voting common shares outstanding. The reclassification will affect all holders of United's common shares uniformly and will not affect any shareholder's percentage ownership interest in United nor affect any shareholder's proportionate voting power.

About United Community Banks, Inc.

Headquartered in Blairsville, United Community Banks is the third-largest bank holding company in Georgia. United has assets of \$7.4 billion and operates 27 community banks with 106 banking offices throughout north Georgia, the Atlanta region, coastal Georgia, western North Carolina and eastern Tennessee. United specializes in providing personalized community banking services to individuals and small to mid-size businesses, and also offers the convenience of 24-hour access through a network of ATMs, telephone and on-line banking. United's common stock is listed on the Nasdaq Global Select Market under the symbol UCBI. Additional information may be found at United's web site at www.ucbi.com.



For Immediate Release

For more information:
Rex S. Schuette
Chief Financial Officer
(706) 781-2266
Rex_Schuette@ucbi.com

**UNITED COMMUNITY BANKS, INC. ANNOUNCES
CONVERSION OF PREFERRED STOCK INTO COMMON STOCK
AND AMENDMENT TO TAX BENEFITS PRESERVATION PLAN**

Preferred Stock Previously Issued as Part of \$380 Million Private Placement

BLAIRSVILLE, GA – (MARKET WIRE) – June 20, 2011 – United Community Banks, Inc. (NASDAQ: UCBI) (“United”) today announced that its \$195.9 million Series F Mandatorily Convertible Perpetual Preferred Stock and \$151.2 million Series G Mandatorily Convertible Perpetual Preferred Stock will convert into 20,618,090 shares of United’s common stock and 15,914,188 shares of United’s non-voting common stock, respectively, as of the close of business on June 20, 2011.

The preferred stock was originally issued to certain institutional investors as part of United’s \$380 million private placement completed on March 30, 2011. Pursuant to its terms, the preferred stock is subject to mandatory conversion following receipt of required shareholder approvals, which were received during United’s annual shareholder meeting held on June 16, 2011. Accordingly, the preferred stock will convert into common stock and non-voting common stock as of the close of business on June 20, 2011 at a conversion price of \$9.50 (as adjusted for United’s 1-for-5 reclassification of common stock and non-voting common stock effective as of June 17, 2011).

As a result of the conversion of the Series G preferred stock into 15.9 million shares of non-voting common stock, the market value of United's listed securities on Nasdaq will be understated by approximately \$163 million. Nasdaq excludes these non-voting shares since they are not registered and listed with Nasdaq. The market value of these unlisted shares of \$163 million is based on United's \$10.25 per share closing price of its common stock as reported on the Nasdaq Global Select Market on June 20, 2011.

United also announced that it has amended its Tax Benefits Preservation Plan (the "Plan") to account for the stock reclassification. United's Board of Directors proportionally adjusted the purchase price for the preferred share purchase rights from \$8.00 to \$40.00.

About United Community Banks, Inc.

Headquartered in Blairsville, United Community Banks is the third-largest bank holding company in Georgia. United has assets of \$8.0 billion and operates 27 community banks with 106 banking offices throughout north Georgia, the Atlanta region, coastal Georgia, western North Carolina and eastern Tennessee. United specializes in providing personalized community banking services to individuals and small to mid-size businesses, and also offers the convenience of 24-hour access through a network of ATMs, telephone and on-line banking. United's common stock is listed on the Nasdaq Global Select Market under the symbol UCBID reflecting the recently announced reverse stock split. United's symbol will revert back to UCBI on July 19, 2011. Additional information may be found at United's web site at www.ucbi.com.