
**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):
December 27, 2013

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))

Item 8.01 Other Events.

Preferred Stock Redemptions

On December 30, 2013, United Community Banks, Inc. (the “Company”) issued a press release announcing that it has received the required regulatory approvals to redeem all of its \$196.8 million in outstanding preferred stock without issuing additional common stock.

The Company completed the first phase of its planned redemption by redeeming \$75 million of its Fixed Rate Cumulative Perpetual Preferred Stock, Series B (the “TARP Preferred Stock”), on December 27, 2013, and it intends to redeem the outstanding balance of \$105 million by mid-January 2014. The TARP Preferred Stock was issued under the U.S. Treasury’s Capital Purchase Program and is being redeemed from third parties that purchased the securities from the U.S. Treasury in a private placement earlier this year. The redemption price for shares of the TARP Preferred Stock called for redemption is the stated liquidation value of \$1,000 per share, plus any accrued and unpaid dividends that have been earned thereon to, but not including, the applicable date of redemption. The Company expects the total cost of redeeming the TARP Preferred Stock will be approximately \$181.3 million, which will be funded by utilizing cash on hand, cash dividends of \$119 million from the Company’s wholly-owned banking subsidiary, United Community Bank (the “Bank”), and issuing \$40 million of short-term debt. Following completion of the planned TARP Preferred Stock redemption, no shares of the TARP Preferred Stock will remain outstanding.

The press release further mentions the Company’s intention to redeem all of its \$16.8 million in outstanding Series A Non-Cumulative Preferred Stock and Cumulative Perpetual Preferred Stock, Series D, in accordance with the optional redemption provisions of the respective stock designations for each series.

Termination of MOU

In the press release, the Company also announced that the Georgia Department of Banking and Finance (the “GDBF”) and the Federal Deposit Insurance Corporation (the “FDIC”) terminated their informal memorandum of understanding (the “Bank MOU”) with the Bank. The Bank MOU, which was entered into in April 2010, required, among other things, that the Bank maintain a Tier 1 leverage ratio of at least 8% and a total risk-based capital ratio of at least 10% and prohibited the Bank from declaring or paying any cash dividends to the Company without the prior approval of the GDBF and the FDIC.

The Company temporarily remains subject to its informal memorandum of understanding (the “Holding Company MOU”) with the Federal Reserve Bank of Atlanta (the “Federal Reserve”) and the GDBF; however, based on current discussions with the Federal Reserve and the GDBF, the Company expects that the Holding Company MOU will be terminated in the near future. The Holding Company MOU, which the Company entered into in November 2011, provides, among other things, that the Company may not to incur additional indebtedness, pay cash dividends, make payments on its trust preferred securities or subordinated indebtedness or repurchase outstanding stock without prior approval of the Federal Reserve and the GDBF.

A copy of the Company's press release issued on December 30, 2013 discussing the planned preferred stock redemptions as well as the termination of the Bank MOU is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 30, 2013

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: December 30, 2013

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 30, 2013



For Immediate Release

For more information:

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

**UNITED COMMUNITY BANKS, INC. REPORTS
POSITIVE DEVELOPMENTS REGARDING CAPITAL STRUCTURE AND
REGULATORY MATTERS**

*TARP and other preferred stock to be redeemed
Termination of informal regulatory MOUs*

BLAIRSVILLE, GA – December 30, 2013 – United Community Banks, Inc. (NASDAQ: UCBI) (“United”) today reported two beneficial developments regarding its capital structure and regulatory matters: the imminent redemption of its TARP and other preferred stock and the termination of its informal regulatory memorandums of understanding.

United has received the required regulatory approvals to redeem all of its \$196.8 million in preferred stock. United will be able to complete the redemption without issuing additional common stock. Included in this total is \$180 million in Series B preferred stock issued under the U.S. Treasury’s TARP Program (which were remarketed earlier this year by the Treasury) and \$16.8 million in Series A and Series D preferred stock.

United plans to utilize its cash on hand, bank dividends of \$119 million and \$40 million of short-term debt to redeem the preferred stock. United completed the first phase of this plan by redeeming \$75 million of the TARP preferred stock on December 27, 2013, and intends to redeem the remaining balance of \$105 million by mid-January 2014.

Separately, the Federal Deposit Insurance Corporation and Georgia Department of Banking and Finance (GDBF) have terminated their joint informal memorandum of understanding (MOU) with United Community Bank. Furthermore, based on discussions with the regulators, United expects the Federal Reserve Bank of Atlanta and the GDBF to terminate their joint informal MOU with the company in the near future.

“Five years after the beginning of the economic crisis, these positive developments speak to the restoration of solid credit metrics, strong capital levels and core profitability at United,” said President and Chief Executive Officer Jimmy Tallent. “They reflect relentless hard work by remarkably talented and dedicated bankers throughout our organization.”

“These developments are consistent with the momentum that United continues to demonstrate as we strategically position ourselves well for business opportunities that enhance value for customers and shareholders,” Tallent said. “The redemption of our outstanding preferred stock, without issuing additional common equity, is important to that end as are the terminations of the MOUs. We are very pleased with these developments and excited about our opportunities as we turn the calendar to 2014.”

About United Community Banks, Inc.

United Community Banks, Inc. is the third-largest Georgia-based bank holding company. Based in Blairsville, the company has assets of \$7.2 billion and operates 102 banking offices throughout north Georgia, the Atlanta region, coastal Georgia, western North Carolina, east Tennessee and western South Carolina. United specializes in personalized community banking services for 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 website at www.ucbi.com.

Safe Harbor

This news release contains forward-looking statements, as defined by federal securities laws, including statements about United's financial outlook and business environment. These statements are based on current expectations and are provided to assist in the understanding of future financial performance. Such performance involves risks and uncertainties that may cause actual results to differ materially from those expressed or implied in any such statements. For a discussion of some of the risks and other factors that may cause such forward-looking statements to differ materially from actual results, please refer to United's filings with the Securities and Exchange Commission including its 2012 Annual Report on Form 10-K and Quarterly Reports on Form 10-Q for the first, second and third quarters of 2013 under the sections entitled "Forward-Looking Statements" and "Risk Factors." Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update or revise forward-looking statements.