

FORM 10-K/A
Amendment Number 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 1999

Commission File Number 0-21656

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

GEORGIA 58-180-7304

(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)

63 Highway 51, Post Office Box 398
Blairsville, Georgia 30512

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (706) 745-2151

Securities registered pursuant to Section 12(b) of the Act: NONE

Name of exchange on which registered: NONE

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$1.00 Par Value

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ___

Aggregate market value of the voting stock held by non-affiliates of the Registrant as of May 1, 2000: \$228,925,490 based on 6,024,355 shares at \$38.00 per share, the last sale price known to the Registrant for the Common Stock, for which there is no established public trading market.

As of May 1, 2000, 8,442,990 shares of Common Stock were issued, including 140,000 shares deemed outstanding pursuant to debentures due 2006 and presently exercisable options to acquire 267,122 shares.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF UNITED.

The following information as of April 1, 2000 has been furnished by the respective nominees for director. Except as otherwise indicated, each nominee has been or was engaged in his present or last principal employment, in the same or a similar position, for more than five years.

Name (Age)	Information About Nominee	Director Of United Since
Jimmy C. Tallent (47)	President and Chief Executive Officer of United	1987
Robert H. Blalock (52)	Owner of Blalock Insurance Agency, Inc., Clayton, Georgia	Nominee
Billy M. Decker (56)	Senior Vice President and Secretary of United	1988
Thomas C. Gilliland (51)	Executive Vice President of United and President of Peoples Bank of Fannin County	1992
Robert L. Head, Jr. (60)	Chairman of the Board of Directors of United; Owner of Head Construction Company, Head-Westgate Corp., a commercial construction company, and Mountain Building Supply, Blairsville, Georgia	1988
Charles E. Hill (62)	Retired Director of Pharmacy at Union General Hospital, Blairsville, Georgia	1988
Hoyt O. Holloway (59)	Owner of H&H Farms, a poultry farm, Blue Ridge, Georgia	1993
Clarence W. Mason, Sr. (62)	Owner of Mason Lawn and Garden, Blue Ridge, Georgia	1992
Zell B. Miller (68)	Governor of Georgia from 1991 to 1999; director of Post	

	Properties, Inc., Georgia Power Company, and Gray Communications, Inc.	1999
W. C. Nelson, Jr. (55)	Vice Chairman of the Board of United; Owner of Nelson Tractor Company, Blairsville, Georgia	1988
Charles E. Parks (69)	Former Owner of Parks Lumber Co., Murrayville, Georgia	1997
Tim Wallis (48)	Owner of Wallis Printing Co., Rome, Georgia	1999

There are no family relationships between any director, executive officer, or nominee for director of United or any of its subsidiaries.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities and Exchange Act of 1934, requires United's executive officers, directors, and persons who own more than 10% of United's common stock to file with the Securities and Exchange Commission reports of ownership and changes in ownership. Based solely on its review of the forms filed with the SEC and representations of reporting persons, United believes that everyone who was an executive officer, director, or greater than 10% beneficial owner at any time during 1999 complied with all filing requirements applicable to them during 1999.

ITEM 11. EXECUTIVE COMPENSATION.

EXECUTIVE COMPENSATION

The following table provides information regarding the compensation paid or accrued by United and its subsidiaries for the fiscal years ended December 31, 1997, 1998, and 1999, to or on behalf of the Chief Executive Officer and the four other most highly compensated executive officers (the "named executive officers").

Name and Principal Offices Held During 1999	Year	Annual Compensation			Long-Term Compensation	
		Salary	Bonus	Other	Securities Underlying Options	All Other Compensation
Jimmy C. Tallent..... President and Chief Executive Officer of United	1999	\$236,500	\$150,000	\$ 45,100	8,750	\$ 22,293
	1998	\$231,125	\$100,000	\$ 36,900	8,750	\$ 29,118
	1997	\$215,000	\$ 90,000	\$ 32,875	8,750	\$ 27,058
Thomas C. Gilliland..... President and Chief Executive Officer of Peoples Bank of Fannin County; Executive Vice President of United	1999	\$167,500	\$ 55,000	\$ 9,400	5,250	\$ 15,075
	1998	\$165,000	\$ 45,000	\$ 5,400	5,250	\$ 8,250
	1997	\$157,500	\$ 42,500	\$ 5,400	5,250	\$ 13,388
Billy M. Decker..... Senior Vice President and Secretary of United	1999	\$122,700	\$ 32,000	\$ 18,600	2,000	\$ 11,043
	1998	\$121,450	\$ 30,000	\$ 18,600	2,500	\$ 14,817
	1997	\$117,700	\$ 30,000	\$ 18,600	3,500	\$ 14,359
Guy W. Freeman..... President and Chief Executive Officer of Carolina Community Bank; Senior Vice President of United	1999	\$165,000	\$ 75,000	\$ 7,300	4,000	\$ 14,850
	1998	\$158,550	\$ 50,000	\$ 7,300	4,000	\$ 19,343
	1997	\$139,200	\$ 40,000	\$ 7,000	10,000	\$ 16,892
Christopher J. Bledsoe..... Senior Vice President and Chief Financial Officer of United	1999	\$120,000	\$ 35,000	--	3,500	\$ 11,250
	1998	\$116,250	\$ 27,500	--	3,500	\$ 14,183
	1997	\$102,500	\$ 25,000	--	3,500	\$ 12,505

Directors' fees for service on United's bank subsidiaries' boards of directors. Other perquisites do not meet the Securities and Exchange Commission threshold for disclosure, which is the lesser of \$50,000 or 10% of the total salary and bonus for any named executive.

Represents a contribution by United of \$21,285 on behalf of Mr. Tallent to United's Profit Sharing Plan and insurance premiums of \$1,008 paid by United on behalf of Mr. Tallent on a life insurance policy.

Represents United's contribution on behalf of the named individual to United's Profit Sharing Plan, assuming a contribution equal to four percent of the individual base compensation. The final profit sharing percentage contributions in 1999 have not been finalized as of the date of this amendment to Form 10-K.

United has never granted restricted stock, stock appreciation rights, or similar awards to any of its present or past executive officers, other than awards of stock options under the 1995 United Community Banks, Inc. Key Employee Stock Option Plan.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The following table sets forth as of May 1, 2000 beneficial ownership of United's common stock by each director or nominee, by each named executive officer, and by all directors and officers as a group. As of April 1, 2000, there were no "persons" (as that term is defined by the SEC) known by United to be the beneficial owner of more than 5% of United's common stock other than indicated in the table below. Unless otherwise indicated, each person's address is 63 Highway 515, Blairsville, Georgia 30512.

Shareholder -----	Number of Shares Owned Beneficially -----	Percent of Class -----
Jimmy C. Tallent	166,036	1.97%
Billy M. Decker	138,122	1.64%
Thomas C. Gilliland	183,931	2.18%
Robert H. Blalock	41,260	0.49%
Robert L. Head, Jr.	672,743	7.97%
Charles E. Hill	156,332	1.85%
Hoyt O. Holloway	48,085	0.57%
Deral P. Horne	25,000	0.30%
John R. Martin	57,633	0.68%
Clarence W. Mason, Sr.	30,382	0.36%
Zell B. Miller	1,000	0.01%
W.C. Nelson, Jr.	672,622	7.97%
Charles E. Parks	102,259	1.21%
Tim Wallis	53,829	0.64%
Christopher J. Bledsoe	23,633	0.28%
Guy W. Freeman	41,018	0.49%
All Directors and Executive Officers (19 persons)	2,418,635	28.65%

Includes 10,000 shares beneficially owned by Mr. Tallent pursuant to debentures and 37,000 shares beneficially owned pursuant to stock options exercisable within 60 days of May 1, 2000.

Includes 10,000 shares beneficially owned by Mr. Decker pursuant to debentures and 13,600 shares beneficially owned pursuant to stock options exercisable within 60 days of May 1, 2000. Does not include 9,613 shares owned by Mr. Decker's wife, for which he disclaims beneficial ownership.

Includes 6,270 shares beneficially owned by Mr. Gilliland as custodian for his children, 10,000 shares beneficially owned pursuant to debentures, and 23,000 shares beneficially owned pursuant to stock options exercisable within 60 days of May 1, 2000.

Includes 80 shares owned by Mr. Blalock's minor children and 30,993 shares owned by Blalock Insurance Agency, Inc., a company owned by Mr. Blalock.

Includes 96,555 shares beneficially owned by a trust over which Mr. Head has voting power and 10,000 shares owned pursuant to debentures. Does not include 18,465 shares owned by Mr. Head's wife, for which he disclaims beneficial ownership. Mr. Head's address is Post Office Box 147, Blairsville, Georgia 30514.

Includes 10,000 shares beneficially owned by Mr. Hill pursuant to debentures. Does not include 77,455 shares owned by Mr. Hill's wife, for which he disclaims beneficial ownership.

Includes 10,000 shares beneficially owned pursuant to debentures and 35,565 shares beneficially owned by Holloway Motors, Inc., a company Mr. Holloway owns; but not 485 shares Mr. Holloway's wife owns, for which he disclaims beneficial ownership.

Includes 10,000 shares beneficially owned by Mr. Horne pursuant to debentures. Does not include 1,920 shares owned by Mr. Horne's wife, for which he disclaims beneficial interest.

Includes 10,000 shares beneficially owned by Mr. Mason pursuant to debentures. Does not include 16,958 shares owned by Mr. Mason's wife, for which he disclaims beneficial ownership.

Includes 11,250 shares beneficially owned by a trust over which Mr. Nelson has voting power and 10,000 shares owned pursuant to debentures. Does not include 15,005 shares owned by Mr. Nelson's wife, for which he disclaims beneficial ownership. Mr. Nelson's address is Post Office Box 127, Blairsville, Georgia 30514.

Includes 10,000 shares beneficially owned by Mr. Parks pursuant to debentures.

Includes 6,000 shares beneficially owned by Mr. Bledsoe pursuant to debentures and 10,500 shares beneficially owned pursuant to stock options exercisable within 60 days of May 1, 2000.

Includes 6,000 shares beneficially owned by Mr. Freeman pursuant to debentures and 21,500 shares beneficially owned pursuant to stock options exercisable within 60 days of May 1, 2000.

Includes 110,600 shares beneficially owned pursuant to stock options exercisable within 60 days of May 1, 2000, and 112,000 shares beneficially owned pursuant to debentures.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Mr. Robert L. Head, Jr., chairman of the board of directors of United, is the owner of a construction company that United and two of its bank subsidiaries hired during the course of the year to perform various construction projects totaling approximately \$1.1 million.

The banks have had, and expect to have in the future, banking transactions in the ordinary course of business with directors and officers of United and their associates, including corporations in which such officers or directors are shareholders, directors, and/or officers, on the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with unaffiliated third parties. Such transactions have not involved more than the normal risk of collectability or presented other unfavorable features.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(a) of the Securities Exchange Act of 1934, United has duly caused this Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Blairsville, State of Georgia, on the 17th of May, 2000.

UNITED COMMUNITY BANKS, INC.
(REGISTRANT)

By: /s/ Jimmy C. Tallent

Jimmy C. Tallent
Title: President and Chief
Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of United in the capacities set forth and on the 17th day of May, 2000.

/s/ Jimmy C. Tallent

Jimmy C. Tallent
President, Chief Executive Officer, and Director
(Principal Executive Officer)

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Christopher J. Bledsoe
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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Patrick J. Rusnak
Vice President and Controller (Principal Accounting Officer)

Robert L. Head, Jr.
Chairman of the Board

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Billy M. Decker
Director

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Thomas C. Gilliland
Director

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Charles Hill
Director

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Hoyt O. Holloway
Director

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P. Deral Horne
Director

*

John R. Martin
Director

*

Clarence William Mason, Sr.
Director

*

Zell B. Miller
Director

*

W. C. Nelson, Jr.
Director

*

Charles E. Parks
Director

*

Tim Wallis
Director

By: /s/ Jimmy C. Tallent

Jimmy C. Tallent
as attorney-in-fact

By: /s/ Robert L. Head, Jr.

Robert L. Head, Jr.
as attorney-in-fact