

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S-1  
 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)	6712 (Primary Standard Industrial Classification Code Number)	58-1807304 (I.R.S. Employer Identification Number)
P.O. Box 398 59 Highway 515 Blairsville, Georgia 30512 (706) 745-2151 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)	Mr. Christopher J. Bledsoe Chief Financial Officer United Community Banks, Inc. P.O. Box 398 59 Highway 515 Blairsville, Georgia 30512 (706) 745-2151 (Name, address, including zip code, and telephone number, including area code, of agent for service)	

With copies to:  
 Richard R. Cheatham, Esq.  
 Kilpatrick & Cody, L.L.P.  
 Suite 2800  
 1100 Peachtree Street  
 Atlanta, Georgia 30309  
 (404) 815-6500

Approximate date of commencement of the proposed sale to the public: AS SOON AS PRACTICABLE AFTER THIS REGISTRATION STATEMENT BECOMES EFFECTIVE.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. /x/ 333-20887

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434 please check the following box.

Offering Price Per Share	Aggregate Offering Price	Registration Fee
Common Stock, par value \$1.00 per share	50,000	\$22.00
	1,100,000	\$333.33

Estimated solely for the purpose of computing the registration fee

EXPLANATORY NOTE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, United Community Banks, Inc. (the "Company") hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-20887) declared effective March 7, 1997 by the Commission, including each of the documents filed by the Company with the Commission and included therein or deemed to be a part thereof.

PART II

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

All exhibits filed with Registration Statement File No. 333-20887 are incorporated by reference into and shall be deemed a part of this Registration Statement, except the following, which are filed herewith:

- 5. Opinion of Kilpatrick Stockton LLP.
- 23.1 Consent of Porter Keadle Moore, LLP.
- 23.5 Consent of Kilpatrick Stockton LLP (included as part of Exhibit 5)
- 24 Power of Attorney (See Signature Page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, United Community Banks, Inc. 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 March 27, 1997.

UNITED COMMUNITY BANKS, INC.

By:/s/ Jimmy C. Tallent  
Jimmy C. Tallent  
President

POWER OF ATTORNEY

Know all men by these presents, that each person whose signature appears below constitutes and appoints Jimmy C. Tallent or Robert L. Head, or either of them, as attorney-in-fact, with each having the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-1 and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on March 27, 1997.

Signature

Title

/s/ Jimmy C. Tallent Jimmy C. Tallent	President and Director (Principal Executive Officer)
/s/ Robert L. Head, Jr. Robert L. Head, Jr.	Chairman of the Board of Directors
/s/ Christopher J. Bledsoe Christopher J. Bledsoe	Chief Financial Officer (Principal Accounting and Financial Officer)
/s/ James A. Brackett James A. Brackett	Director
/s/ Billy M. Decker Billy M. Decker	Director

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

/s/ Thomas C. Gilliland Thomas C. Gilliland	Director
/s/ Charles E. Hill Charles E. Hill	Director
/s/ Hoyt O. Holloway Hoyt O. Holloway	Director
/s/ P. Deral Home P. Deral Horne	Director
/s/ Clarence W. Mason, Sr. Clarence W. Mason, Sr.	Director
/s/ W. C. Nelson, Jr. W. C. Nelson, Jr.	Director

EXHIBIT INDEX

Exhibit No. -----	Description of Exhibit -----
5.	Opinion of Kilpatrick Stockton LLP.
23.1	Consent of Porter Keadle Moore, LLP.
23.5	Consent of Kilpatrick Stockton LLP (included as part of Exhibit 5)
24	Power of Attorney (See Signature Page)

KILPATRICK STOCKTON LLP  
1100 PEACHTREE STREET  
SUITE 2800  
ATLANTA, GEORGIA 30309  
DIRECT DIAL: 404-815-6302  
FAX: 404-815-6555

MARCH 27, 1997

United Community Banks, Inc.  
P.O. Box 398  
Blairsville, Georgia 30512

Re: United Community Banks, Inc.  
Registration Statement on Form S-1 filed pursuant to  
Rule 462(b)  
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Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 filed by United Community Banks, Inc. (the "Company"), a Georgia corporation, with the Securities and Exchange Commission pursuant to Rule 462 under the Securities Act of 1933, as amended with respect to the registration under the Securities Act of 1933, as amended, of 50,000 shares of common stock, par value \$1.00 per share, of the Company (the "Common Stock"), to be sold to the public.

As your counsel, and in connection with the preparation of the Registration Statement, we have examined the originals or copies of such documents, corporate records, certificates or public officials, 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 opinions expressed herein. Based upon the foregoing, it is our opinion that the shares of Common Stock to be issued and sold by the Company to the public will be, upon issuance, sale and delivery in the manner and under the terms and conditions described in the Registration Statement, validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name in the "Legal Matters" section of the Registration Statement, including the Prospectus constituting a part thereof, and any amendments thereto.

Very truly yours,

KILPATRICK STOCKTON LLP

By: /s/ F. Sheffield Hale  
F. Sheffield Hale  
A Partner

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated February 16, 1996, accompanying the consolidated financial statements of United Community Banks, Inc. and Subsidiaries contained in the Registration Statement (Form S-1 No. 333-20887) and Prospectus and incorporated by reference in this Registration Statement (abbreviated Form S-1, filed pursuant to Rule 462(b)). We consent to the use of the aforementioned report in the Registration Statements (Form S-1, No. 333-20887 and this Registration Statement filed pursuant to Rule 462(b) on Form S-1) and related Prospectus, and to the use of our name as it appears under the caption "Experts".

PORTER KEADLE MOORE, LLP

/S/ PORTER KEADLE MOORE, LLP

Successor to the practice of  
Evans, Porter, Bryan & Co.

Atlanta, Georgia  
March 27, 1997