

UNITED COMMUNITY BANKS INC  
Form S-3/A  
March 20, 2012

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As filed with the Securities and Exchange Commission on March 20, 2012  
Registration No. 333-175226

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 2  
TO  
FORM S-1  
ON FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

Georgia  
(State or other jurisdiction of  
incorporation or organization)

58-1807304  
(I.R.S. Employer  
Identification Number)

United Community Banks, Inc.  
125 Highway 515 East  
Blairsville, Georgia 30512  
(706) 781-2265

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive  
offices)

Jimmy C. Tallent  
125 Highway 515 East  
Blairsville, Georgia 30512  
(706) 781-2265

(Name, address, including zip code, and telephone  
number,  
including area code, of agent for service)

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Copies to:

James W. Stevens  
Kilpatrick Townsend & Stockton LLP  
1100 Peachtree Street, Suite 2800  
Atlanta, Georgia 30309-4530  
(404) 815-6500

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Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definition 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 smaller reporting company)

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## CALCULATION OF REGISTRATION FEE

Title of Each Class 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 per share	24,085,777	\$10.10	\$243,266,347.70	\$28,243.22
Non-Voting Common Stock, \$1.00 par value per share	15,914,209	\$10.10	\$160,733,510.90	\$18,661.16
Common Stock, \$1.00 par value per share	15,914,209	\$8.92	\$141,954,744.30	\$16,268.01
Total:				\$63,172.39 *

\* Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission acting pursuant to said Section 8(a) may determine.

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, Dated March 20, 2012

## PROSPECTUS

UP TO 39,999,986 SHARES OF COMMON STOCK

UP TO 15,914,209 SHARES OF NON-VOTING COMMON STOCK  
(which converts into 15,914,209 shares of common stock)

This prospectus relates to the offer and sale by certain selling shareholders identified herein (the “Selling Shareholders”) of up to 39,999,986 shares of our common stock, par value \$1.00 per share (the “Common Stock”) and up to 15,914,209 shares of our non-voting common stock, par value \$1.00 per share (the “Non-Voting Common Stock”) (which immediately converts at any time and from time to time into 15,914,209 shares of our Common Stock, provided certain conditions are met, as described in this prospectus under “Description of Capital Stock—Non-Voting Common Stock”). We issued the Common Stock and the Non-Voting Common Stock (collectively, the “Securities”) in a private placement to the Selling Shareholders that closed on March 30, 2011 (the “Private Placement”). We are registering the resale of the Securities as required by the investment agreement and subscription agreements (collectively, the “Investment Agreements”) that we entered into with the Selling Shareholders.

The Selling Shareholders may sell all or a portion of the Common Stock from time to time, in amounts, at prices and on terms determined at the time of the offering. Until such time as a market develops for the Non-Voting Common Stock, if any, the Selling Shareholders may sell all or a portion of their shares of the Non-Voting Common Stock from time to time at a price per share that is equal to the lower of (i) the price per share that any Common Stock is being sold for in the same offering, or (ii) the then-prevailing market price of the Common Stock. Thereafter, the Selling Shareholders may sell all or a portion of their shares of the Non-Voting Common Stock from time to time in negotiated transactions or otherwise, and at prices and on terms that will be determined by the then-prevailing market price of the Non-Voting Common Stock or at negotiated prices. We will not receive any proceeds from the sale of the Securities by the Selling Shareholders. The Securities may be sold by any means described in the section of this prospectus entitled “Plan of Distribution” beginning on page 8.

Our Common Stock is currently traded on the Nasdaq Global Select Market under the symbol “UCBI”. On March 19, 2012, the last reported sale price of our Common Stock on the Nasdaq Global Select Market was \$ 9.55 per share. You are urged to obtain current market quotations of our Common Stock. The Non-Voting Common Stock is not listed on any stock exchange, and we do not intend to list any shares of such stock on a stock exchange. No market currently exists for the Non-Voting Common Stock. When and if a market develops, you are urged to obtain current market quotations of our Non-Voting Common Stock.

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Investing in the Securities involves a high degree of risk. See the section entitled “Risk Factors” beginning on page 3 and the section entitled “Risk Factors” in our most recent Annual Report on Form 10-K with the Securities and Exchange Commission, which is incorporated herein by reference.

Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of the Securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense. An investment in the Securities of United Community Banks, Inc. is not insured by the Federal Deposit Insurance Corporation or any other government agency.

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The Securities are not deposit accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

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The date of this prospectus is \_\_\_\_\_, 2012

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## ABOUT THIS PROSPECTUS

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information that is different from such information. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell Securities only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date on its cover page regardless of the time of delivery of this prospectus or any sale of the Securities. In case there are differences or inconsistencies between this prospectus and the information incorporated by reference, you should rely on the information in the document with the latest date.

We are issuing the Securities only in jurisdictions where such issuances are permitted. The distribution of this prospectus and the issuance of the Securities in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the issuance of the Securities and the distribution of this prospectus outside the United States. This prospectus does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, the Securities offered by this prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

It is important for you to read and consider all of the information contained in this prospectus in making your investment decision. To understand the offering fully and for a more complete description of the offering you should read this entire document carefully, including particularly the “Risk Factors” section beginning on page 3. You also should read and consider the information in the documents to which we have referred you in the sections entitled “Where You Can Find More Information” and “Incorporation of Certain Information by Reference”.

As used in this prospectus, unless the context requires otherwise, the terms “we”, “us”, “our”, “United” or “the Company” refer to United Community Banks, Inc. and its subsidiaries on a consolidated basis.

## PROSPECTUS SUMMARY

The following summary highlights selected information contained elsewhere in this prospectus and in the documents incorporated by reference in this prospectus and does not contain all the information you will need in making your investment decision. You should read carefully this entire prospectus and the documents incorporated by reference in this prospectus before making your investment decisions. This prospectus provides you with a general description of United, the Securities issuable under this prospectus and the offering.

### Business

We are the third largest bank holding company headquartered in Georgia, with total consolidated assets of \$6.98 billion, total loans of \$4.11 billion, total deposits of \$6.10 billion and shareholders' equity of \$575 million as of December 31, 2011. We conduct substantially all of our operations through our wholly-owned Georgia bank subsidiary, United Community Bank (the "bank"), which operates with decentralized management that is currently organized as 27 separate "community banks" at 106 locations in north Georgia, the Atlanta metropolitan statistical area (or MSA), the Gainesville, Georgia MSA, coastal Georgia, western North Carolina and eastern Tennessee. While we enjoy the efficiencies of a single bank charter, each of our "community banks" is led by a local president and management team who collectively have significant experience in and ties to their respective communities. Our community banks offer a full range of retail and corporate banking services, including checking, savings and time deposit accounts, secured and unsecured lending, wire transfers, brokerage services and other financial services.

For a complete description of our business, financial condition, results of operations and other important information, we refer you to our filings with the Securities and Exchange Commission (the "SEC") that are incorporated by reference in this prospectus, including our Annual Report on Form 10-K for the year ended December 31, 2011. For instructions on how to find copies of these documents, see "Where You Can Find More Information".

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We were incorporated in 1987 as a Georgia corporation. Our principal executive offices are located at 125 Highway 515 East, Blairsville, Georgia 30512, and our telephone number is (706) 781-2265. Our website is <http://www.ucbi.com>. Information on our website is not incorporated into this prospectus by reference and is not a part hereof.



The Offering

Issuer United Community Banks, Inc.

Common Stock and Non-Voting Common Stock offered by us None.

Common Stock offered by Selling Shareholders Up to 39,999,986 shares of Common Stock.

Non-Voting Common Stock offered by Selling Shareholders Up to 15,914,209 shares of Non-Voting Common Stock.

Use of proceeds We will not receive any proceeds from the sale of the Securities.

Listing Our Common Stock is currently listed on the Nasdaq Global Select Market under the symbol "UCBI".

Risks You should consider carefully the matters set forth under Factors "Risk Factors" beginning on page 3 of this prospectus before deciding to purchase any of the Securities.

## RISK FACTORS

An investment in the Securities involves a significant degree of risk. You should carefully consider the risks described below and all other information contained in this prospectus and the documents incorporated herein by reference before deciding to invest in the Securities. These risks and uncertainties are not the only risks we face. It is possible that risks and uncertainties not listed below may arise or become material in the future and affect our business.

### Risks Associated with Our Business and Related to Regulatory Events

For the risks associated with our business and industry, as well as the risks related to legislative and regulatory events, see the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2011, which is incorporated in this prospectus by reference.

### Risks Related to the Ownership of the Securities

It is unlikely that an active trading market for the Non-Voting Common Stock will develop.

The Non-Voting Common Stock will not be a liquid investment because no public trading market currently exists for such security and it is unlikely that a market will develop. Potential purchasers of the Non-Voting Common Stock should consider carefully the limited liquidity of such investment before purchasing any shares of the Non-Voting Common Stock. We are not obligated, and do not intend, to apply for the listing of the Non-Voting Common Stock on any securities exchange. Even if a trading market for the Non-Voting Common Stock were to develop, it may not continue, and a purchaser of such securities may not be able to sell such securities at or above the price at which they were purchased.

The resale and transfer of the Non-Voting Common Stock is subject to significant restrictions.

Under the terms of the Investment Agreements, pursuant to which the Non-Voting Common Stock was initially sold to the Selling Shareholders, the Non-Voting Common Stock is restricted and may only be transferred in an “Approved Transfer”. An “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 United to be bound by the terms of the applicable Investor Agreement; (ii) in a widely distributed public offering registered pursuant to the Securities Act; (iii) to a person that is acquiring at least a majority of United’s outstanding “voting securities” (as defined in the Bank Holding Company Act of 1956, as amended (the “BHC Act”), 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 United that such holder believes that the transferee shall not, after giving effect to such transfer, own for purposes of the BHC Act, or the Change of Bank Control Act of 1978, as amended (the “Change of Bank Control Act”), and any rules and regulations promulgated thereunder, more than 2% of any class of voting securities of United outstanding at such time.

The restrictions on transfer applicable to the Non-Voting Common Stock may significantly impair the liquidity of the Non-Voting Common Stock. Investors in the Non-Voting Common Stock may not be able to resell their shares at a favorable price or may not be able to resell them at all. Therefore, holders of the Non-Voting Common Stock may be required to bear the economic risk of their investment for an indefinite period of time.

The transferability of our Common Stock is limited as a result of our Tax Benefits Preservation Plan.

In order to reduce the likelihood that future transactions in our Common Stock will result in an ownership change under Section 382, on February 22, 2011, we adopted a Tax Benefits Preservation Plan, which provides an economic disincentive for any person or group to become an owner, for relevant tax purposes, of 4.99% or more of our Common Stock. The Tax Benefits Preservation Plan has the effect of limiting transferability of our Common Stock because it makes it more difficult and more expensive to acquire our Common Stock under the circumstances described. If you acquire shares of our Common Stock, your ability to dispose of such shares may be limited due to the reduced class of potential purchasers for the shares.

Our Common Stock and Non-Voting Common Stock are equity and therefore are subordinate to our subsidiaries' indebtedness and our preferred stock.

Our Common Stock and Non-Voting Common Stock are equity interests and do not constitute indebtedness of United. Consequently, our Common Stock and Non-Voting Common Stock rank junior to all current and future indebtedness of United and other non-equity claims against us with respect to assets available to satisfy claims against us, including in the event of our liquidation or dissolution. We may, and the bank and our other subsidiaries may also, incur additional indebtedness from time to time and may increase our aggregate level of outstanding indebtedness.

Further, holders of our Common Stock and Non-Voting Common Stock are subject to the prior dividend and liquidation rights of any holders of our preferred stock that may be outstanding from time to time. Our Board of Directors is authorized to cause us to issue additional classes or series of preferred stock without any action on the part of our shareholders. If we issue preferred shares in the future that have a preference over our Common Stock and Non-Voting Common Stock with respect to the payment of dividends or distributions upon liquidation, or if we issue preferred shares with voting rights that dilute the voting power of our Common Stock, then the rights of holders of our Common Stock and Non-Voting Common Stock could be adversely affected. Further, the market price of our Common Stock and, to the extent a trading market exists, the market price of our Non-Voting Common Stock could be adversely affected.

We rely on dividends we receive from our subsidiary and are subject to restrictions on our ability to declare or pay dividends.

As a bank holding company, our ability to pay dividends depends primarily on the receipt of dividends from our wholly-owned bank subsidiary. Dividend payments from the bank are subject to legal and regulatory limitations, generally based on retained earnings, imposed by bank regulatory agencies. The ability of the bank to pay dividends is also subject to financial condition, regulatory capital requirements, capital expenditures and other cash flow requirements. As of December 31, 2011, pursuant to these restrictions, the bank did not have the ability to pay dividends to United without prior regulatory approval.

Future dividend payments are restricted by the terms of Treasury's equity investment in us and an informal memorandum of understanding.

Beginning during the third quarter of 2008, we began to pay stock dividends in lieu of cash dividends to preserve capital and strengthen our tangible common equity levels. Under the terms of the Capital Purchase Program (the "CPP") of the United States Department of the Treasury ("Treasury"), until the earlier of December 5, 2011 or the date on which the Fixed Rate Cumulative Perpetual Preferred Stock, Series B (the "Series B Preferred Stock") we sold to Treasury under the CPP has been redeemed in whole or Treasury has transferred all of the Series B Preferred Stock to third parties, we are prohibited from increasing dividends on our Common Stock from the last quarterly cash dividend per share (\$.45) declared on our Common Stock prior to December 5, 2008, as adjusted for subsequent stock dividends and other similar actions, and from making certain repurchases of equity securities, including the Common Stock and Non-Voting Common Stock, without Treasury's consent.

Furthermore, as long as the Series B Preferred Stock is outstanding, dividend payments and repurchases or redemptions relating to certain equity securities, including the Common Stock and Non-Voting Common Stock, are prohibited until all accrued and unpaid dividends are paid on such Series B Preferred Stock, subject to certain limited exceptions. See "Item 1. Business—Payment of Dividends" in United's Annual Report on Form 10-K/A for the year ended December 31, 2010, which is incorporated herein by reference.

In addition, pursuant to an informal memorandum of understanding we entered into with the Federal Reserve Bank of Atlanta (the "Federal Reserve") and the Georgia Department of Banking and Finance, we may not incur additional indebtedness, pay cash dividends, make payments on our trust preferred securities or subordinated indebtedness or repurchase outstanding capital stock, including the Common Stock and Non-Voting Common Stock, without prior approval of the Federal Reserve.

The current dividend rates on our outstanding preferred stock are as follows: (i) 6% with respect to our Series A Preferred Stock (defined below); (ii) 5% with respect to our Series B Preferred Stock; and (iii) 9.96% with respect to our Series D Preferred Stock (defined below). The annual dividend accrual for our outstanding preferred stock is \$13,020 on our Series A Preferred Stock, \$9,000,000 on our Series B Preferred Stock and \$1,654,655 on our Series D

Preferred Stock. Other than shares of our Series C Preferred Stock (defined below) that may be purchased by one of our investors, Fletcher International, Ltd., we do not have any arrangement, agreement or understanding regarding the future issuance of additional preferred stock. Currently, no shares of the Series C Preferred Stock are outstanding.

If Fletcher acquires our Common Stock under existing agreements, our existing shareholders' interests may be diluted and the market price of our Common Stock may fall.

On April 1, 2010, we entered into a securities purchase agreement with Fletcher International, Ltd. ("Fletcher") and the bank entered into an asset purchase and sale agreement with Fletcher International, Inc. and certain affiliates thereof. As part of asset purchase agreement, Fletcher received a warrant to acquire United's Common Stock Equivalent Junior Preferred Stock (the "Junior Preferred Stock") that is convertible into 1,411,765 shares of our Common Stock at a price of \$21.25 per share. In accordance with the terms of the securities purchase agreement, prior to May 29, 2012, Fletcher has the right to purchase up to \$65 million of our Series C Preferred Stock, which is convertible by Fletcher into shares of our Common Stock at \$26.25 per share (2,476,191 shares). In addition, Fletcher will receive an additional warrant to purchase \$35 million of our Common Stock at \$30.10 per share (1,162,791 shares) when it purchases the last \$35 million of Series C Preferred Stock. All of the warrants settle on a cashless exercise basis and the net shares to be delivered upon cashless exercise will be less than what would have been issuable if the warrant had been exercised for cash.

Although all of the shares of Common Stock would be issued to Fletcher at a price that is significantly more than our tangible book value, the ownership interest of existing shareholders could be diluted if such stock is issued.

We may issue additional securities that could result in dilution of your investment.

Our Board of Directors may determine from time to time that there is a need to obtain additional capital through the issuance of additional shares of the Common Stock, Non-Voting Common Stock or other securities. These issuances would likely dilute the ownership interests of our investors and may dilute the per share book value of the Common Stock and Non-Voting Common Stock.

An entity holding as little as a 5% interest in our outstanding Common Stock could, under certain circumstances, be subject to regulation as a “bank holding company”.

Any entity, including a “group” composed of natural persons, owning or controlling with the power to vote 25% or more of our outstanding Common Stock, or 5% or more if the holder otherwise exercises a “controlling influence” over us, may be subject to regulation as a “bank holding company” in accordance with the BHC Act. In addition, (i) any bank holding company or foreign bank with a U.S. presence may be required to obtain the approval of the Federal Reserve under the BHC Act to acquire or retain 5% or more of our outstanding Common Stock and (ii) any person not otherwise defined as a company by the BHC Act and its implementing regulations may be required to obtain the approval of the Federal Reserve under the Change of Bank Control Act to acquire or retain 10% or more of our outstanding Common Stock.

A company that acquires “control” of a bank or a bank holding company will itself become a bank holding company. Although “control” for purposes of the BHC Act generally requires the acquisition of 25% or more of a class of voting shares or the ability to appoint a majority of the board of directors, the Federal Reserve has the authority to determine, after a hearing, that a company has the ability to exercise a controlling influence over a bank or a bank holding company. Becoming a bank holding company imposes statutory and regulatory restrictions and obligations, such as providing managerial and financial strength for any bank subsidiaries. Regulation as a bank holding company could require the holder to divest all or a portion of the holder’s investment in the Common Stock or those nonbanking investments that may be deemed impermissible or incompatible with bank holding company status, such as a material investment in a company unrelated to banking.

An investment in the Securities is not an insured deposit.

The Securities are not bank deposits and, therefore, are not insured against loss by the Federal Deposit Insurance Corporation (“FDIC”) or any other public or private entity. Investment in the Securities is inherently risky for the reasons described in this “Risk Factors” section and elsewhere in this prospectus, including any documents incorporated herein by reference, and is subject to the same market forces that affect the capital stock in any company. As a result, if you acquire the Securities, you may lose some or all of your investment.

## A WARNING ABOUT FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), about United and its subsidiaries. These forward-looking statements are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact, and can be identified by the use of forward-looking terminology such as “believes”, “expects”, “may”, “will”, “could”, “should”, “projects”, “plans”, “goal”, “targets”, “potential”, “forma”, “seeks”, “intends”, or “anticipates” or the negative thereof or comparable terminology. Forward-looking statements include discussions of strategy, financial projections, guidance and estimates (including their underlying assumptions), statements regarding plans, objectives, expectations or consequences of various transactions, and statements about the future performance, operations, products and services of United and its subsidiaries. We caution our shareholders and other readers not to place undue reliance on such statements.

Our businesses and operations are and will be subject to a variety of risks, uncertainties and other factors. Consequently, actual results and experience may materially differ from those contained in any forward-looking statements. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the risk factors set forth in this prospectus and in our Annual Report on Form 10-K for the year ended December 31, 2011:

our ability to maintain profitability;

our ability to fully realize our deferred tax asset balances, including net operating loss carry-forwards;

the condition of the banking system and financial markets;

the results of our most recent internal stress test may not accurately predict the impact on our financial condition if the economy was to continue to deteriorate;

our ability to raise capital as may be necessary;

our ability to maintain liquidity or access other sources of funding;

changes in the cost and availability of funding;

the success of the local economies in which we operate;

our concentrations of residential and commercial construction and development loans and commercial real estate loans are subject to unique risks that could adversely affect our earnings;

changes in prevailing interest rates may negatively affect our net income and the value of our assets;

the accounting and reporting policies of United;

if our allowance for loan losses is not sufficient to cover actual loan losses;

we may be subject to losses due to fraudulent and negligent conduct of our loan customers, third party service providers or employees;

competition from financial institutions and other financial service providers;

Treasury may change the terms of our Series B Preferred Stock;

risks with respect to future expansion and acquisitions;



conditions in the stock market, the public debt market and other capital markets deteriorate;

the impact of the Dodd-Frank Act and related regulations and other changes in financial services laws and regulations;

the failure of other financial institutions;

a special assessment that may be imposed by the FDIC on all FDIC-insured institutions in the future, similar to the assessment in 2009 that decreased our earnings; and

regulatory or judicial proceedings, board resolutions, informal memorandums of understanding or formal enforcement actions imposed by regulators that occur, or any such proceedings or enforcement actions that is more severe than we anticipate.

All written or oral forward-looking statements attributable to us or any person acting on our behalf made after the date of this prospectus are expressly qualified in their entirety by the risk factors and cautionary statements contained in and incorporated by reference into this prospectus. Unless legally required, we do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

## USE OF PROCEEDS

We will not receive any of the proceeds from the sale of the Securities offered by the Selling Shareholders. All proceeds from the sale of the Securities will be solely for the accounts of the Selling Shareholders.

## PLAN OF DISTRIBUTION

We are registering the Securities covered by this prospectus to permit the Selling Shareholders to conduct public secondary trading of the Securities from time to time after the date of this prospectus. The aggregate proceeds to the Selling Shareholders from the sale of the Securities will be the purchase price of the Securities less any discounts and commissions. A Selling Shareholder reserves the right to accept and, together with their agents, to reject, any proposed purchases of the Securities to be made directly or through agents.

The Securities offered by this prospectus may be sold from time to time to purchasers:

directly by the Selling Shareholders and their successors, which include their donees, pledgees or transferees or their successors-in-interest; or

through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, commissions or agent's commissions or concessions, from the Selling Shareholders or the purchasers of the Securities.

The Selling Shareholders and any underwriters, broker-dealers or agents who participate in the sale or distribution of the Securities may be deemed to be "underwriters" within the meaning of the Securities Act. As a result, any profits on the sale of the Securities by such Selling Shareholders and any discounts, commissions or agent's commissions or concessions received by any such broker-dealer or agents may be deemed to be underwriting discounts and commissions under the Securities Act. Selling Shareholders who are deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act. Underwriters are subject to certain statutory liabilities, including, but not limited to, liabilities imposed pursuant to Sections 11, 12 and 17 of the Securities Act and Rule 10b-5 of the Exchange Act.

The Securities may be sold in one or more transactions at:

fixed prices;

prevailing market prices at the time of sale;

prices related to such prevailing market prices;

varying prices determined at the time of sale; or

negotiated prices.

The sales may be effected in one or more transactions:

on any national securities exchange or quotation service on which the Securities may be listed or quoted at the time of the sale;

in the over-the-counter market;

in transactions other than on such exchanges or services or in the over-the-counter market;

through the writing of options (including the issuance by the Selling Shareholders of derivative securities), whether the options or such other derivative securities are listed on an options exchange or otherwise;

in a public auction;

through the settlement of short sales; or

through any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

In connection with the sales of the Securities, the Selling Shareholders may enter into hedging transactions with broker-dealers or other financial institutions which in turn may:

engage in short sales of the Securities in the course of hedging their positions;

sell the Securities short and deliver the Securities to close out short positions;

loan or pledge the Securities to broker-dealers or other financial institutions that in turn may sell the Securities;

enter into option or other transactions with broker-dealers or other financial institutions that require the delivery to the broker-dealer or other financial institution of the Securities, which the broker-dealer or other financial institution may resell under the prospectus; or

enter into transactions in which a broker-dealer makes purchases as a principal for resale for its own account or through other types of transactions.

The Selling Shareholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

In effecting sales, broker-dealers or agents engaged by the Selling Shareholders may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the selling stockholders in amounts to be negotiated immediately prior to the sale; but, except as set forth in a supplement to this prospectus, in the case of an agency transaction will not be in excess of a customary brokerage commission in compliance with NASD Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with NASD IM-2440.

To our knowledge, there are currently no plans, arrangements or understandings between any Selling Shareholder and any underwriter, broker-dealer or agent regarding the sale of the Securities by the Selling Shareholders. In the event any underwriter, broker-dealer or agent is engaged regarding the sale of the Securities by the Selling Shareholders, we will file a post-effective amendment to the registration statement, of which this prospectus forms a part, to disclose such material change in the plan of distribution.

There can be no assurance that any Selling Shareholder will sell any or all of the Securities under this prospectus. Further, we cannot assure you that any such Selling Shareholder will not transfer, devise or gift the Securities by other means not described in this prospectus. The Securities covered by this prospectus may also be sold to non-U.S. persons outside the U.S. in accordance with Regulation S under the Securities Act rather than under this prospectus. The Securities may be sold in some states only through registered or licensed brokers or dealers. In

addition, in some states the Securities may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from registration or qualification is available and complied with.

The Selling Shareholders and any other person participating in the sale of the Securities will be subject to the Exchange Act. The Exchange Act rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the Securities by the Selling Shareholders and any other such person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the Securities to engage in market-making activities with respect to the Securities being distributed. This may affect the marketability of the Securities and the ability of any person or entity to engage in market-making activities with respect to the Securities.

We have agreed to indemnify the Selling Shareholders against certain liabilities, including liabilities under the Securities Act. We have agreed to pay substantially all of the expenses incidental to the registration of the Securities, including all registration, filing and listing fees, printing expenses, fees and disbursements of our counsel, blue sky fees and expenses, expenses incurred in connection with any "road show", the reasonable fees and disbursements of counsel for any Selling Shareholder, and expenses of our independent accountants in connection with reviews or audits in connection with the registration of the Securities. The Selling Shareholders will be required to pay all discounts, selling commissions and stock transfer taxes applicable to the sale of the Securities and fees and disbursements of counsel for any Selling Shareholder (other than fees and disbursements included in the registration expenses).

#### SELLING SHAREHOLDERS

The table below sets forth information concerning the resale of the Securities by the Selling Shareholders. The Selling Shareholders acquired the Securities in connection with the Private Placement. We will not receive any proceeds from the resale of the Securities by the Selling Shareholders. Except as discussed in footnote 5 below, the Selling Shareholders have not held any position or office or had any other material relationship with us or any of our predecessors or affiliates within the past three years.

The following table is based on information provided to us by the Selling Shareholders on or about February 15, 2012 and as of such date. Because the Selling Shareholders may sell all, some or none of the Securities, no estimate can be given as to the amount of shares that will be held by the Selling Shareholders upon termination of this offering. For purposes of the table below, we have assumed that no Securities will be held by the Selling Shareholders at such time.

Beneficial Ownership  
Prior to the Offering

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned (1)	Number of Shares of Non-Voting Common Stock Beneficially Owned(1)	Percent of Common Stock Beneficially Owned(2)	Percent of Non-Voting Common Stock Beneficially Owned(3)	Number of Shares of Common Stock Being Offered	Number of Shares of Non- Voting Common Stock Offered
Corsair Georgia, L.P. (5) c/o Corsair Capital LLC 717 Fifth Avenue, 24th Floor New York, NY 10022	4,109,630	8,821,995	9.86 %	55.43 %	4,109,630	8,821,995
K 422 Holdings South, L.L.C. (6) c/o King Street Capital Management, L.P. 65 East 55th Street, 30th Floor New York, NY 10022	2,815,097	213,324	6.75 %	1.34 %	2,815,097	213,324
K 422 Holdings, L.L.C. (7) c/o King Street Capital Management, L.P. 65 East 55th Street, 30th Floor New York, NY 10022	1,294,533	98,098	3.11 %	*	1,294,533	98,098
Maycomb Holdings III, LLC (8) c/o Siguler Guff DOF III GP, LLC 825 Third Avenue, 10th Floor New York, NY 10022	1,179,590	1,237,511	2.83 %	7.78 %	1,179,590	1,237,511
Maycomb Holdings II, LLC (9) c/o Siguler Guff DOF II GP, LLC 825 Third Avenue, 10th Floor New York, NY 10022	854,468	896,426	2.05 %	5.63 %	854,468	896,426
Maycomb Holdings IV, LLC (10) c/o Siguler Guff DOF IV GP, LLC 825 Third Avenue, 10th Floor New York, NY 10022	854,469	896,426	2.05 %	5.63 %	854,469	896,426
Maycomb RE, LLC (11) c/o Siguler Guff DREOF GP, LLC 825 Third Avenue, 10th Floor New York, NY 10022	770,555	808,392	1.85 %	5.08 %	770,555	808,392
	256,851	269,464	*	1.69 %	256,851	269,464

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Siguler Guff Hearst Opportunities Fund, LP  
(12)  
c/o Siguler Guff Hearst GP, LLC  
825 Third Avenue, 10th Floor  
New York, NY 10022

Bay Pond Partners, L.P. (13) c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	1,703,299	521,725	4.09 %	3.28 %	1,703,299	521,725
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Ithan Creek Investors USB, LLC (14) c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	600,904	281,836	1.44 %	1.77 %	600,904	281,836
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Bay Pond Investors USB, LLC (15) c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	894,042	273,848	2.15 %	1.72 %	894,042	273,848
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Wolf Creek Partners, L.P. (16) c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	261,874	80,213	*	*	261,874	80,213
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Wolf Creek Investors USB, LLC (17) c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	238,969	73,198	*	*	238,969	73,198
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Ithan Creek Investors II USB, LLC (18) c/o Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	63,614	27,972	*	*	63,614	27,972
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York Multi-Strategy Master Fund, L.P. (19) c/o York Capital Management 767 Fifth Avenue, 17th Floor New York, NY 10153	1,288,049	378,288	3.09 %	2.38 %	1,288,049	378,288
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York Capital Management, L.P. (20) c/o York Capital Management 767 Fifth Avenue, 17th Floor New York, NY 10153	746,114	219,127	1.79 %	1.38 %	746,114	219,127
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Perry Partners International Master, Inc. (21) c/o Perry Corp. 767 Fifth Avenue, 19th Floor New York, NY 10153	1,402,352	422,711	3.36 %	2.66 %	1,402,352	422,711
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Perry Partners, L.P. (22) c/o Perry Corp. 767 Fifth Avenue, 19th Floor New York, NY 10153	631,810	190,447	1.52 %	1.20 %	631,810	190,447
Waterstone Market Neutral Master Fund Ltd. (23) c/o Waterstone Capital Management, LP 2 Carlson Parkway, Suite 260 Plymouth, MN 55447	1,360,343	147,202	3.26 %	*	1,360,343	147,202
Waterstone MF Fund, Ltd. (24) c/o Waterstone Capital Management, LP 2 Carlson Parkway, Suite 260 Plymouth, MN 55447	301,101	32,582	*	*	301,101	32,582
Waterstone Market Neutral MAC 51 Ltd. (25) c/o Waterstone Capital Management, LP 2 Carlson Parkway, Suite 260 Plymouth, MN 55447	175,535	18,995	*	*	175,535	18,995
Prime Capital Master SPC - GOT WAT MAC Segregated Portfolio (26) c/o Waterstone Capital Management, LP 2 Carlson Parkway, Suite 260 Plymouth, MN 55447	40,921	4,429	*	*	40,921	4,429
Samlyn Offshore Master Fund, Ltd. (27) c/o Samlyn Capital, LLC 500 Park Avenue, 2nd Floor New York, NY 10022	544,380	—	1.31 %	—	544,380	—
Samlyn Onshore Fund, L.P. (28) c/o Samlyn Capital, LLC 500 Park Avenue, 2nd Floor New York, NY 10022	83,920	—	*	—	83,920	—

\* Less than 1 percent

(1) In accordance with Rule 13d-3 under the Exchange Act, a person is deemed to be the beneficial owner, for purposes of this table, of any shares of the Common Stock or Non-Voting Common Stock over which such person has voting or investment power and of which such person has the right to acquire beneficial ownership within 60 days of the date of this prospectus. The table includes shares owned by spouses, other immediate family members, in trust, shares held in retirement accounts or funds for the benefit of the named individuals, shares held as restricted stock and other forms of ownership, over which shares the persons named in the table may possess voting and/or investment power.

(2) Based on shares outstanding at February 15, 2012 of 41,676,520.

(3) Based on shares outstanding at February 15, 2012 of 15,914,209.

- (4) Because the Selling Shareholders may sell all, some or none of the Securities, no estimate can be given as to the amount of shares that will be held by the Selling Shareholders upon termination of this offering. For purposes of this table, we have assumed that no Securities will be held by the Selling Shareholders upon termination of this offering.
- (5) Corsair IV Management GP, Ltd. (“Corsair GP”) is the general partner of Corsair Georgia, L.P. (“Corsair Georgia”). Corsair IV Financial Services Capital Partners, L.P. (“Corsair LP”) is a limited partner of Corsair Georgia. Corsair IV Management, L.P. (“Corsair IV Management”) is the general partner of Corsair LP. Corsair Capital, LLC is the general partner of Corsair IV Management. Corsair GP is controlled by Nicholas B. Paumgarten (“Paumgarten”). Corsair Capital is controlled by Paumgarten. The other limited partner of Corsair Georgia is Crescent International Holdings Limited (“Crescent”). Crescent’s ultimate beneficial owners are Khaled S. Olayan, Hayat S. Olayan, Lubna S. Olayan, Mary P. Olayan and Hutham S. Olayan. Each limited partner of Corsair Georgia has the right to withdraw from Corsair Georgia by delivering written notice to Corsair GP requesting that Corsair GP dispose of such limited partners pro rata share of the Common Stock held by Corsair Georgia. In addition, Crescent has the right to direct Corsair GP with respect to the voting of 836,307.4983 shares of the Common Stock.

Clifford V. Brokaw was appointed to the Board of Directors of United Community Banks, Inc. (“United”) following regulatory approval and its subsidiary bank, United Community Bank, on January 19, 2012. Mr. Brokaw was nominated for the Board positions by Corsair Georgia, in accordance with Corsair Georgia’s contractual rights under the investment agreement entered into with United on March 16, 2011.

- (6) James P. Jenkins, as President of K 422 Holdings South, L.L.C., makes investment and voting decisions with respect to the Securities held by K 422 Holdings South, L.L.C.
- (7) James P. Jenkins, as President of K 422 Holdings, L.L.C., makes investment and voting decisions with respect to the Securities held by K 422 Holdings, L.L.C.
- (8) Pursuant to an investment management agreement, Siguler Guff Advisers, LLC (“Advisers”), an investment adviser registered under the Investment Advisers Act of 1940, has the authority to make investment and voting decisions with respect to shares owned by Maycomb Holdings III, LLC. Siguler Guff & Company, LP (“SGC”) owns 100% of Advisers, and Siguler Guff Holdings GP, LLC (“Holdings”) is the general partner of SGC. George W. Siguler and Drew J. Guff are Managing Directors of Advisers, SGC and Holdings, and own controlling interests in SGC and Holdings. Messrs. Siguler and Guff may be deemed to be the beneficial owners of the shares through their control of Advisers and its affiliates, but disclaim such beneficial ownership except to the extent of their pecuniary interest in the shares.
- (9) Pursuant to an investment management agreement, Siguler Guff Advisers, LLC (“Advisers”), an investment adviser registered under the Investment Advisers Act of 1940, has the authority to make investment and voting decisions with respect to shares owned by Maycomb Holdings II, LLC. Siguler Guff & Company, LP (“SGC”) owns 100% of Advisers, and Siguler Guff Holdings GP, LLC (“Holdings”) is the general partner of SGC. George W. Siguler and Drew J. Guff are Managing Directors of Advisers, SGC and Holdings, and own controlling interests in SGC and Holdings. Messrs. Siguler and Guff may be deemed to be the beneficial owners of the shares through their control of Advisers and its affiliates, but disclaim such beneficial ownership except to the extent of their pecuniary interest in the shares.
- (10) Pursuant to an investment management agreement, Siguler Guff Advisers, LLC (“Advisers”), an investment adviser registered under the Investment Advisers Act of 1940, has the authority to make investment and voting decisions with respect to shares owned by Maycomb Holdings IV, LLC. Siguler Guff & Company, LP (“SGC”) owns 100% of Advisers, and Siguler Guff Holdings GP, LLC (“Holdings”) is the general partner of SGC. George W. Siguler and Drew J. Guff are Managing Directors of Advisers, SGC and Holdings, and own controlling interests in SGC and Holdings. Messrs. Siguler and Guff may be deemed to be the beneficial owners of the shares through their control of Advisers and its affiliates, but disclaim such beneficial ownership except to the extent of their pecuniary interest in the shares.
- (11) Pursuant to an investment management agreement, Siguler Guff Advisers, LLC (“Advisers”), an investment adviser registered under the Investment Advisers Act of 1940, has the authority to make investment and voting decisions with respect to shares owned by Maycomb RE, LLC. Siguler Guff & Company, LP (“SGC”) owns 100% of Advisers, and Siguler Guff Holdings GP, LLC (“Holdings”) is the general partner of SGC. George W. Siguler and Drew J. Guff are Managing Directors of Advisers, SGC and Holdings, and own controlling interests in SGC and Holdings. Messrs. Siguler and Guff may be deemed to be the beneficial owners of the shares through their control of Advisers and its affiliates, but disclaim such beneficial ownership except to the extent of their pecuniary interest in the shares.
- (12) Pursuant to an investment management agreement, Siguler Guff Advisers, LLC (“Advisers”), an investment adviser registered under the Investment Advisers Act of 1940, has the authority to make investment and voting decisions with respect to shares owned by Siguler Guff Hearst Opportunities Fund, LP. Siguler Guff & Company, LP (“SGC”) owns 100% of Advisers, and Siguler Guff Holdings GP, LLC (“Holdings”) is the general partner of SGC. George W. Siguler and Drew J. Guff are Managing Directors of Advisers, SGC and Holdings, and own controlling interests in SGC and Holdings. Messrs. Siguler and Guff may be deemed to be the beneficial owners of the shares through their control of Advisers and its affiliates, but disclaim such beneficial

ownership except to the extent of their pecuniary interest in the shares.

- (13) Wellington Management Company, LLP (“Wellington Management”) is an investment adviser registered under the Investment Advisers Act of 1940, as amended. Wellington, in such capacity, may be deemed to share beneficial ownership over the shares held by its client accounts. Bay Pond Partners, L.P. has indicated that it may be deemed to be an affiliate of a registered broker-dealer. Bay Pond Partners, L.P. has represented that it acquired its Securities in the ordinary course of business and, at the time of the acquisition of the Securities, had no agreements or understandings, directly or indirectly, with any person to distribute the Securities.
- (14) Wellington Management is an investment adviser registered under the Investment Advisers Act of 1940, as amended. Wellington, in such capacity, may be deemed to share beneficial ownership over the shares held by its client accounts. Ithan Creek Investors USB, LLC has indicated that it may be deemed to be an affiliate of a registered broker-dealer. Ithan Creek Investors USB, LLC has represented that it acquired its Securities in the ordinary course of business and, at the time of the acquisition of the Securities, had no agreements or understandings, directly or indirectly, with any person to distribute the Securities.
- (15) Wellington Management is an investment adviser registered under the Investment Advisers Act of 1940, as amended. Wellington, in such capacity, may be deemed to share beneficial ownership over the shares held by its client accounts. Bay Pond Investors USB, LLC has indicated that it may be deemed to be an affiliate of a registered broker-dealer. Bay Pond Investors USB, LLC has represented that it acquired its Securities in the ordinary course of business and, at the time of the acquisition of the Securities, had no agreements or understandings, directly or indirectly, with any person to distribute the Securities.
- (16) Wellington Management is an investment adviser registered under the Investment Advisers Act of 1940, as amended. Wellington, in such capacity, may be deemed to share beneficial ownership over the shares held by its client accounts. Wolf Creek Partners, L.P. has indicated that it may be deemed to be an affiliate of a registered broker-dealer. Wolf Creek Partners, L.P. has represented that it acquired its Securities in the ordinary course of business and, at the time of the acquisition of the Securities, had no agreements or understandings, directly or indirectly, with any person to distribute the Securities.
- (17) Wellington Management is an investment adviser registered under the Investment Advisers Act of 1940, as amended. Wellington, in such capacity, may be deemed to share beneficial ownership over the shares held by its client accounts. Wolf Creek Investors USB, LLC has indicated that it may be deemed to be an affiliate of a registered broker-dealer. Wolf Creek Investors USB, LLC has represented that it acquired its Securities in the ordinary course of business and, at the time of the acquisition of the Securities, had no agreements or understandings, directly or indirectly, with any person to distribute the Securities.
- (18) Wellington Management is an investment adviser registered under the Investment Advisers Act of 1940, as amended. Wellington, in such capacity, may be deemed to share beneficial ownership over the shares held by its client accounts. Ithan Creek Master Investors II USB, LLC has indicated that it may be deemed to be an affiliate of a registered broker-dealer. Ithan Creek Master Investors II USB, LLC has represented that it acquired its Securities in the ordinary course of business and, at the time of the acquisition of the Securities, had no agreements or understandings, directly or indirectly, with any person to distribute the Securities.
- (19) York Capital Management Global Advisors, LLC, a New York limited liability company, indirectly exercises discretion over York Multi-Strategy Master Fund, L.P. and accordingly has the indirect power to vote or dispose of the Securities held by York Multi-Strategy Master Fund, L.P.

- (20) York Capital Management Global Advisors, LLC, a New York limited liability company, indirectly exercises investment discretion over York Capital Management, L.P. and accordingly has the indirect power to vote or dispose of the Securities held by York Capital Management, L.P.
- (21) Richard C. Perry is the President, sole director, and sole stockholder of Perry Corp., the investment manager of Perry Partners International Master, Inc. Mr. Perry and Perry Corp., in such capacities, may be deemed to have voting and dispositive power with respect to the Securities held by Perry Partners International Master, Inc. Each of Mr. Perry and Perry Corp. disclaims beneficial ownership of such Securities, except to the extent of his or its pecuniary interest therein, if any.
- (22) Richard C. Perry is the President, sole director, and sole stockholder of Perry Corp., the managing general partner of Perry Partners, L.P. Mr. Perry and Perry Corp., in such capacities, may be deemed to have voting and dispositive power with respect to the Securities held by Perry Partners, L.P. Each of Mr. Perry and Perry Corp. disclaims beneficial ownership of such Securities, except to the extent of his or its pecuniary interest therein, if any.
- (23) Shawn Bergerson has voting and dispositive power with respect to the Securities held by Waterstone Market Neutral Master Fund Ltd.
- (24) Shawn Bergerson has voting and dispositive power with respect to the Securities held by Waterstone MF Fund, Ltd.
- (25) Shawn Bergerson has voting and dispositive power with respect to the Securities held by Waterstone Market Neutral MAC 51 Ltd.
- (26) Shawn Bergerson has voting and dispositive power with respect to the Securities held by Prime Capital Master SPC - GOT WAT MAC Segregated Portfolio.
- (27) Robert Pohly, as managing member of Samlyn Capital, LLC (“Samlyn Capital”), the Investment Manager to Samlyn Offshore Master Fund, Ltd., makes investment and voting decisions with respect to the Securities held by Samlyn Offshore Master Fund, Ltd. Each of Mr. Pohly and Samlyn Capital disclaims beneficial ownership of such Securities, except to the extent of their pecuniary interest.
- (28) Samlyn Capital, LLC (“Samlyn Capital”) is the Investment Manager to, and Samlyn Partners, LLC (“Samlyn Partners”) is the General Partner of, Samlyn Onshore Fund, LP. Robert Pohly, as managing member of Samlyn Capital and Samlyn Partners, makes investment and voting decisions with respect to the Securities held by Samlyn Onshore Fund, LP. Each of Mr. Pohly, Samlyn Capital and Samlyn Partners disclaims beneficial ownership of such Securities, except to the extent of their pecuniary interest.

## DESCRIPTION OF CAPITAL STOCK

The following is a brief description of the terms of the Securities. This summary does not purport to be complete in all respects. This description is subject to and qualified in its entirety by reference to our Articles and our Amended and Restated Bylaws, as amended (the "Bylaws"), the applicable provisions of the Georgia Business Corporation Code and the Tax Benefits Preservation Plan, dated as of February 22, 2011, as amended. Our Articles are filed as an exhibit to our Quarterly Report on Form 10-Q for the period ended June 30, 2011 and our Bylaws are filed as an exhibit to our Quarterly Report on Form 10-Q for the period ended March 31, 2011. The Tax Benefits Preservation Plan, dated as of February 22, 2011, is filed as an exhibit to our Current Report on Form 8-K filed on February 24, 2011. The amendments to the Tax Benefits Preservation Plan, dated as of March 29, 2011 and June 17, 2011, respectively, are filed as exhibits to our Current Reports on Form 8-K filed on March 31, 2011 and June 21, 2011, respectively.

### Common Stock

Following the Reclassification, which was effective as of June 17, 2011, our authorized Common Stock consists of 100,000,000 shares, \$1.00 par value per share. Each holder of Common Stock is entitled to one vote per share on any issue requiring a vote at any meeting. The shares of Common Stock do not have cumulative voting rights. Upon liquidation, holders of our Common Stock, together with holders of the Company's Non-Voting Common Stock, Junior Preferred Stock and Junior Participating Preferred Stock, Series E (the "Series E Preferred Stock"), will be entitled to receive on a pro rata basis, after payment or provision for payment of all our debts and liabilities, and after all distributions payments are made to holders of our Series A Non-Cumulative Preferred Stock (the "Series A Preferred Stock"), our Series B Preferred Stock, our Series C Preferred Stock, our Cumulative Perpetual Preferred Stock, Series D (the "Series D Preferred Stock"), our Mandatorily Convertible Cumulative Non-Voting Perpetual Preferred Stock, Series F (the "Series F Preferred Stock") and our Mandatorily Convertible Cumulative Non-Voting Perpetual Preferred Stock, Series G (the "Series G Preferred Stock"), all of our assets available for distribution, in cash or in kind.

Subject to the rights of holders of our Series A Preferred Stock, our Series B Preferred Stock, our Series C Preferred Stock, our Series D Preferred Stock, our Series F Preferred Stock and our Series G Preferred Stock to receive dividends, all shares of our Common Stock, together with all shares of our Non-Voting Common Stock, Junior Preferred Stock and Series E Preferred Stock, are entitled to share equally in any dividends that our Board of Directors may declare on our Common Stock, our Non-Voting Common Stock, our Junior Preferred Stock and our Series E Preferred Stock from sources legally available for distribution. We have informally committed to the Federal Reserve that we will not declare or pay dividends on any of our capital stock without Federal Reserve approval.

As of March 16, 2012, 41,687,965 shares of the Common Stock and 15,914,209 shares of the Non-Voting Common were issued and outstanding, exclusive of 90,126 shares of Common Stock issuable under United's deferred compensation plan; 404,281 shares of Common Stock that may be issued upon the vesting of restricted stock and restricted stock units; 572,034 shares of Common Stock that may be issued upon the exercise of options outstanding, with a weighted average exercise price of \$94.38 per share; 129,670 shares of Common Stock reserved for issuance upon the exercise of warrants issued in connection with the issuance of trust preferred securities, with a conversion price of \$100.00 per share; 219,909 shares of Common Stock reserved for issuance upon the exercise of warrants issued in connection with the issuance of preferred stock to Treasury with a conversion price of \$61.40 per share; 1,411,765 shares of Common Stock reserved for issuance upon the conversion of Junior Preferred Stock received upon the exercise of a warrant issued to Fletcher, with an exercise price of \$21.25 per share; 2,476,191 shares of Common Stock reserved for issuance upon the conversion of our Junior Preferred Stock or our Series C Preferred Stock that may be purchased by Fletcher, with a potential conversion price of \$26.25 per share (such conversion price may be higher in certain circumstances); 1,162,791 shares of Common Stock reserved for issuance upon the

conversion of Junior Preferred Stock reserved for issuance upon the exercise of a warrant that will be issued to Fletcher in connection with its purchase of Series C Preferred Stock, with an exercise price of \$30.10 per share; 1,551,126 shares of Common Stock reserved for issuance upon the exercise of warrants issued to two of our investors, Elm Ridge Offshore Master Fund, Ltd. and Elm Ridge Value Partners, L.P.; and 15,914,209 shares of Common Stock reserved for issuance upon conversion of the Non-Voting Common Stock (provided certain conditions are met).

### Tax Benefits Preservation Plan

As of February 22, 2011, we adopted a Tax Benefits Preservation Plan designed to protect our ability to utilize our substantial tax assets. Our tax attributes include net operating losses that we could utilize in certain circumstances to offset taxable income and reduce our federal income tax liability. Our ability to use these tax benefits would be substantially limited if we were to experience an “ownership change” as defined under Section 382 of the Internal Revenue Code of 1986, as amended, and related Internal Revenue Service pronouncements. In general, an “ownership change” would occur if our “5-percent shareholders”, as defined under Section 382, collectively increased their ownership in United by more than 50% over a rolling three-year period. The Tax Benefits Preservation Plan is designed to reduce the likelihood that we will experience an ownership change by discouraging any person or group from becoming a beneficial owner of 4.99% or more of the Common Stock of United then outstanding (referred to herein as a “Threshold Holder”).

In connection with the Tax Benefits Preservation Plan, our Board of Directors declared a dividend of one preferred share purchase right (individually, a “Right”, and collectively the “Rights”) in respect of each share of Common Stock outstanding at the close of business on February 23, 2011 and in respect of each share of Common Stock to become outstanding during the term of the plan. Each Right represents the right to purchase for an initial purchase price of \$40.00, one-hundredth of a share of our Series E Preferred Stock. The Rights become exercisable by holders of those rights (other than a Threshold Holder) upon certain triggering events. Prior to such a triggering event, our Board of Directors may, at its option, exchange all or part of the then outstanding and exercisable Rights at an exchange ratio of one share of Common Stock per Right, subject to the adjustments and limitations described in the Tax Benefits Preservation Plan.