

UNITED COMMUNITY BANKS INC
Form DEF 14A
March 24, 2009

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

SCHEDULE 14A INFORMATION

Consent Solicitation Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11c or Section 240.14a-12

UNITED COMMUNITY BANKS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the
Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

63 HIGHWAY 515
BLAIRSVILLE, GEORGIA 30514-0398

NOTICE OF ANNUAL MEETING OF
SHAREHOLDERS

To be Held on April 29, 2009

The Annual Meeting of Shareholders of United Community Banks, Inc. will be held on April 29, 2009 at 2:00 p.m. at Brasstown Valley Resort, Young Harris, Georgia:

1. To elect nine directors to constitute the Board of Directors to serve until the next annual meeting and until their successors are elected and qualified.
2. To approve an advisory resolution supporting the compensation plan for executive officers .
3. To ratify the appointment of Porter Keadle Moore, LLP as independent registered public accountant for 2009.
4. To consider and act upon any other matters that may properly come before the meeting and any adjournment thereof.

Only shareholders of record at the close of business on March 13, 2009 will be entitled to notice of, and to vote at, the meeting. A proxy statement and a proxy solicited by the Board of Directors are enclosed.

To ensure that your vote is recorded promptly, please vote as soon as possible. Most shareholders of record have three options for submitting their vote before the meeting. You may vote (1) by telephone if you reside in the United States, Canada or the U.S. territories, (2) via the Internet (see the instructions on the proxy card), or (3) by completing, signing and mailing the proxy card in the enclosed postage-paid envelope. If you have Internet access, we encourage you to record your vote on the Internet. It is convenient and it saves significant postage and processing costs. If you attend the meeting you may, if you wish, withdraw your proxy and vote in person.

If your shares are held in "street name", that is held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

BY ORDER OF THE BOARD OF DIRECTORS,

Jimmy C. Tallent,
President and Chief Executive Officer

March 23 , 2009

WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE ANNUAL MEETING, PLEASE VOTE BY TELEPHONE, INTERNET, OR COMPLETE AND RETURN THE ENCLOSED PROXY PROMPTLY SO THAT YOUR VOTE MAY BE RECORDED.

TABLE OF CONTENTS

	Page
QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING	1
What is the purpose of the Annual Meeting?	1
Who is entitled to vote?	1
How do I cast my vote?	1
What are the quorum and voting requirements?	2
How are votes counted?	2
Will other matters be voted on at the Annual Meeting?	3
Can I revoke my proxy instructions?	3
What other information should I review before voting?	3
NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS	4
PROPOSAL 1 - ELECTION OF DIRECTORS	5
Introduction	5
Information Regarding Nominees for Director	5
Director Emeritus	5
Board of Directors and Committees	6
Vote Required	7
Recommendation	7
CORPORATE GOVERNANCE	8
Director Nominations	8
Majority Vote Requirement	9
Code of Ethical Conduct	9
Shareholder Communication	9
Certain Relationships and Related Transactions	9
COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS	11
Compensation Discussion and Analysis	11
Executive Compensation	19
Agreements with Executive Officers and Post-Employment Compensation	23
Director Compensation	25
Compensation Committee Interlocks and Insider Participation	26
Compensation Committee Report	26
PRINCIPAL AND MANAGEMENT SHAREHOLDERS	27
SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE	28
AUDIT COMMITTEE REPORT	28
PROPSAL 2 – APPROVAL OF ADVISORY RESOLUTION SUPPORTING THE COMPENSATION PLAN FOR EXECUTIVE OFFICERS	30
General	30
Recommendation	30

PROPOSAL 3 - RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANT	30
General	30
Vote Required	30
Recommendation	31
OTHER MATTERS	31
Independent Registered Public Accountants	31
Expenses of Solicitation	31
Shareholder Proposals & Recommendations for Director Nominees	31
General	32

March 23 , 2009

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PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of United Community Banks, Inc. for use at the 2009 Annual Meeting of Shareholders to be held on Wednesday, April 29, 2009 at 2:00 p.m., at Brasstown Valley Resort, Young Harris, Georgia, and at any adjournments or postponements of the Annual Meeting.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING