

UNITED COMMUNITY BANKS INC  
Form FWP  
July 31, 2015

**Filed Pursuant to Rule 433**

**Registration No. 333-203548**

**Supplementing the Preliminary Prospectus**

**Supplement dated July 30, 2015**

**(To Prospectus dated April 21, 2015)**

**United Community Banks, Inc.**

**\$35,000,000 Senior Fixed-to-Floating Rate Notes due February 14, 2027**

**Final Terms and Conditions**

**July 31, 2015**

<b>Issuer:</b>	United Community Banks, Inc.
<b>Security Type:</b>	Senior Notes
<b>Principal Amount:</b>	\$35,000,000
<b>Net Proceeds (before expenses):</b>	\$34,650,000
<b>Ratings*:</b>	BBB (Kroll Bond Rating Agency)
<b>Trade Date:</b>	July 31, 2015
<b>Settlement Date (Original Issue Date):</b>	August 14, 2015 (T+10)
<b>Maturity Date:</b>	February 14, 2027
<b>Issue Price to Investors:</b>	100%

**Annual Coupon:** From and including August 14, 2015 to but excluding August 14, 2025, 5.50% per annum, payable semi-annually in arrears. From and including August 14, 2025 to the maturity date or early redemption date an interest rate per annum equal to the three-month LIBOR rate plus 371 basis points, payable quarterly in arrears.

**Interest Payment Dates:**

February 14<sup>th</sup> and August 14<sup>th</sup> of each year, beginning February 14, 2016, through August 14, 2025 and quarterly thereafter February 14<sup>th</sup>, May 14<sup>th</sup>, August 14<sup>th</sup> and November 14<sup>th</sup> of each year through the maturity date or early redemption date.

**Optional Redemption:**

The issuer may, at its option, beginning with the interest payment date on August 14, 2025 and on any interest payment date thereafter, redeem the senior notes, in whole or in part, upon not fewer than 10 nor greater than 60 calendar days notice to holders, at a redemption price equal to 100% of the principal amount of the senior notes to be redeemed plus accrued and unpaid interest to the date of redemption.

**Use of Proceeds:**

The issuer intends to use the net proceeds from this offering for the financing of the cash consideration payable by United in connection with the Merger and for general corporate purposes, which may include the potential repayment or redemption of trust preferred securities and other indebtedness and other acquisitions.

**Denominations:**

\$1,000 per note, and integral multiples of \$1,000

**CUSIP / ISIN:**

90985FAF3 / US90985FAF36

**Sole Book-Running Manager:**

U.S. Bancorp Investments, Inc.

**Co-Managers:**

FIG Partners, LLC; SunTrust Robinson Humphrey, Inc.

The Senior Notes are not deposits or obligations of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or by any other government agency or instrumentality.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any underwriter will arrange to send you the prospectus if you request it by contacting U.S. Bancorp Investments, Inc. at 877-558-2607.**

\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.