

CAPITAL CITY BANK GROUP INC  
Form 8-K  
June 30, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 30, 2009

CAPITAL CITY BANK GROUP, INC.  
(Exact name of registrant as specified in its charter)

Florida  
(State of Incorporation)

0-13358  
(Commission File  
Number)

59-2273542  
(IRS Employer  
Identification No.)

217 North Monroe Street, Tallahassee, Florida  
(Address of principal executive offices)

32301  
(Zip Code)

Registrant's telephone number, including area code: (850) 671-0300

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed in the Form 10-Q of Capital City Bank Group, Inc. (“the Company”) filed on May 6, 2009, the Company’s Board of Directors, upon the recommendation of the Board’s Compensation Committee, approved the 2009 Stock-Based Incentive Plan (the "Plan") on March 26, 2009. The Plan was adopted in accordance with the 2005 Associate Stock Incentive Plan. The Compensation Committee has authorized the Company to enter into a Participant Agreement (the “Agreement”) with certain key officers of the Company, including each named executive officer.

A copy of the form Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Item No.	Description of Exhibit
10.1	Form of Participant Agreement for 2009 Stock-Based Incentive Plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAPITAL CITY BANK GROUP, INC.

CAPITAL CITY BANK GROUP, INC.

Date: June 30, 2009

By: /s/ J. Kimbrough Davis  
J. Kimbrough Davis,  
Executive Vice President  
and Chief Financial Officer

EXHIBIT INDEX

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