

CAPITAL CITY BANK GROUP INC  
Form 8-K  
December 30, 2010  
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): December 29, 2010

**CAPITAL CITY BANK GROUP, INC.**

(Exact name of registrant as specified in its charter)

|   |                          |                                   |
|---|--------------------------|-----------------------------------|
| Florida   | 0-13358                  | 59-2273542                        |
| (State of Incorporation)  | (Commission File Number) | (IRS Employer Identification No.) |
| 217 North Monroe Street, Tallahassee, Florida                             |                          | 32301                             |
| (Address of principal executive offices)                                  |                          | (Zip Code)                        |
| Registrant's telephone number, including area code: <u>(850) 671-0300</u> |                          |                                   |

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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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

On December 29, 2010, Capital City Bank Group, Inc. (the "Company") received notice from L. McGrath Keen, a Class I director of the Company, that he has resigned from the Company's Board of Directors, effective December 31, 2010. To the knowledge of the Company's executive officers, Mr. Keen's decision to resign was not the result of any disagreement between Mr. Keen and the Company that would require disclosure under Item 5.02(a) of Form 8-K.

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**SIGNATURES**

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

**CAPITAL CITY BANK GROUP, INC.**

Date: December 30, 2010

By: /s/ William G. Smith, Jr.  
William G. Smith, Jr.,  
Chairman, President, and  
Chief Executive Officer

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