
Section 1: SC 13D/A

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

Amendment No. 1
to
SCHEDULE 13D
[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS TO THERETO FILED PURSUANT TO
Exchange Act of 1934
§ 240.13d-2(a)**

Capital City Bank Group, Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

13974105

(CUSIP Number)

**J. Kimbrough Davis
P.O. Box 11248
Tallahassee, Florida 32302-3248
(850) 402-7820**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 27, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

| | | |
|--|---|-------------------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). 2S Partnership 59-2984539 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) WC, AF | |
| 5. | Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) Not applicable. | |
| 6. | Citizenship or Place of Organization Florida | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7. | Sole Voting Power 0 |
| | 8. | Shared Voting Power 0 |
| | 9. | Sole Dispositive Power 0 |
| | 10. | Shared Dispositive Power 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 0 | |
| 12. | Check box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> | |
| 13. | Percent of Class Represented by Amount in Row (11) 0.0% | |
| 14. | Type of Reporting Person PN | |

Item 1. Security and Issuer

This filing pertains to the Common Stock, \$0.01 par value per share (“Common Stock”), of Capital City Bank Group, Inc., a Florida corporation (the “Issuer”). The principal executive offices of the Issuer are located at 217 North Monroe St., Tallahassee, FL 32301. The percentage of shares of Common Stock reported owned by the persons named herein is based upon 17,044,066 shares of Common Stock outstanding as of March 31, 2018 as set forth in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2018. The holdings reported herein are as of the close of business on July 20, 2018.

Item 2. Identity and Background

- (a) This statement is being filed by 2S Partnership (the “Reporting Person”).
- (b) The business address of the Reporting Person was 217 North Monroe St., Tallahassee, Florida 32301.
- (c) The Reporting Person’s principal business was holding shares of Capital City Bank Group, Inc. The Reporting Person is now dissolved.
- (d) During the last five years, the Reporting Person has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons has during the last five years been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in the Reporting Person being subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Not applicable.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Person was organized under Florida law on January 1, 1990 and has acquired Shares of the Issuer for investment from time to time. The Reporting Person evaluates his investment in the Shares on a continual basis. Below is a listing of the Reporting Person’s transaction in the Issuer’s Common Stock for the period January 1, 1990 through the date of this report.

| Date | Purchase(P)/Sales (S) | Number of Shares | Price Per Share | Source of Funds |
|--------------|-----------------------|------------------|-----------------|--|
| 7/10/92 | P | 2,512 | N/A | Gift from partners’ father |
| 6/1/93 | P | 80,000 | N/A | Gift from partners’ father |
| 12/29/93 | P | 20,000 | \$24.00 | Working capital/Partners contributions |
| 10/3/94 | P | 4,000 | 29.00 | Working capital/Partners contributions |
| 12/7/94 | P | 5,000 | 29.00 | Working capital/Partners contributions |
| 4/1/97 | P | 111,512 | N/A | Stock split |
| 6/1/98 | P | 111,512 | N/A | Stock split |
| 11/20/98 | P | 400 | 26.00 | Working capital/Partners contributions |
| 11/20/98 | P | 600 | 28.25 | Working capital/Partners contributions |
| 12/28/98 | P | 500 | 27.60 | Working capital/Partners contributions |
| 12/28/98 | P | 500 | 27.85 | Working capital/Partners contributions |
| 5/26/99 | P | 500 | 22.75 | Working capital/Partners contributions |
| 9/7/99 | P | 15,000 | 23.00 | Working capital/Partners contributions |
| 9/21/99 | P | 15,000 | 23.62 | Working capital/Partners contributions |
| 3/3/00 | P | 1,000 | 19.00 | Working capital/Partners contributions |
| 6/13/03 | P | 92,009 | N/A | Stock split |
| 7/1/05 | P | 115,011 | N/A | Stock split |
| 9/15/05 | P | 40,000 | 35.00 | Working capital/Partners contributions |
| 2/12/07 | P | 1,500 | 34.43 | Working capital/Partners contributions |
| 9/22/10 | P | 431,526 | N/A | Partners contributions |
| Various | P | 1,296 | Various | Dividend Reinvestment Plan |
| 3/27/18 | S | 524,666.5 | N/A | Distribution in liquidation of Partners interest |
| 3/27/18 | S | 524,694.313 | N/A | Distribution upon Partnership dissolution |
| Total | | 0 | | |

Item 4. Purpose of Transaction

The Reporting Person distributed 524,666.5 shares of Common Stock to the Estate of Robert Hill Smith (the "Estate") in exchange for the Estate's 50% interest in 2S Partnership, on March 27, 2018. In connection with the distribution to the Estate, 2S Partnership was dissolved by operation of law and the remaining shares held by it were distributed to SSX2.

Item 5. Interest in Securities of the Issuer

- (a) The Reporting Person has been dissolved and is no longer in existence and thus beneficially owns an aggregate of 0 shares of Common Stock, constituting 0.0% of the shares of Common Stock outstanding.
- (b) The Reporting Person owns 0 shares of Common Stock.
- (c) None.
- (d) Not applicable.
- (e) On March 27, 2018, the Reporting Person dissolved and therefore ceased to be the beneficial owner of more than 5% of the Common Stock of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than the 2S Partnership Agreement between Robert Hill Smith (deceased) and William G. Smith, Jr., dated January 1, 1990, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company, including, but not limited to transfer of voting of any other securities, finder's fees, joint ventures, loan or options arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits

Exhibit 1: Power of Attorney

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 23, 2018

2S Partnership

By: /s/ David S. Scileppi
 David S. Scileppi,
 Attorney in Fact

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Section 2: EX-24

**LIMITED POWER OF ATTORNEY FOR
 SECTIONS 13 AND 16 REPORTING OBLIGATIONS
 FOR
 CAPITAL CITY BANK GROUP, INC.**

KNOW ALL MEN BY THESE PRESENTS, that I, Robert H. Smith, as Partner of 2S Partnership on behalf of 2S Partnership (the "Partnership"), hereby make, constitute and appoint each of David C. Scileppi, Esq., and Michael V. Mitrione, Esq., acting jointly and individually, as the Partnership's true and lawful attorneys-in-fact, with full power and authority, including full power of substitution, as hereinafter described on behalf of and in the Partnership's name, place and stead to:

(1) prepare, execute in the Partnership's name and on the Partnership's behalf, acknowledge, deliver and submit to the United States Securities and Exchange Commission ("SEC") a Form ID (including any amendments thereto), and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the Partnership to make electronic filings with the SEC of reports required by Sections 13 and 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act");

(2) prepare, execute in the Partnership's name and on the Partnership's behalf, acknowledge, deliver and file Forms 3, 4, 5 and Schedule 13 D (including any amendments thereto) with respect to the securities of Capital City Bank Group, Inc., a Florida corporation (the "Company"), with the SEC, any applicable national securities exchange, trading associations, over the counter trading market, or similar entity as considered necessary or advisable under the Exchange Act;

(3) seek or obtain, as the Partnership's representative and on the Partnership's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and I hereby authorize any such person to release any such information to me on behalf of the Partnership and approve and ratify any such release of information; and

(4) do and perform any and all other acts, which in the discretion of such attorney-in-fact, are necessary or desirable for and on the Partnership's behalf in connection with the foregoing.

I acknowledge that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by any such attorney-in-fact on the Partnership's behalf pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his discretion, deems necessary or desirable;

(3) neither the Company nor any of such attorneys-in-fact assumes (i) any liability for the Partnership's responsibility to comply with the requirement of the Exchange Act, (ii) any of the Partnership's liability for any failure to comply with such requirements, or (iii) any of the Partnership's obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the Partnership from responsibility for compliance with the Partnership's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act.

I, on behalf of the Partnership, hereby give and grant each of the attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as I, on behalf of the Partnership, might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the Partnership, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

The attorneys-in-fact will not be liable for any acts or decisions made by such attorneys-in-fact in good faith and under the terms of this Limited Power of Attorney.

Any photocopy of this Limited Power of Attorney shall have the same force and effect as the original.

This Power of Attorney shall remain in full force and effect until revoked by the Partnership in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, I, on behalf of the Partnership, have caused this Limited Power of Attorney to be executed as of this 21st day of September, 2010.

2 S PARTNERSHIP

/s/ ROBERT H. SMITH

ROBERT H. SMITH, Partner

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