

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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): August 31, 2016



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

(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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CAPITAL CITY BANK GROUP, INC.

**FORM 8-K
CURRENT REPORT**

Item 7.01 Regulation FD Disclosure

Capital City Bank Group, Inc. will make presentations to institutional and individual investors at various meetings during the months of August and September 2016.

A copy of the presentation materials is being furnished as Exhibit 99.1 to this report, substantially in the form intended to be used. Exhibit 99.1 is incorporated by reference under this Item 7.01.

In accordance with general instruction B.2 of Current Report on Form 8-K, this information (including Exhibit 99.1) is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits. The exhibits listed in the exhibit index are furnished pursuant to Regulation FD as part of this Current Report on Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934.

Item No. Description of Exhibit

- 99.1 Copy of presentation Capital City Bank Group, Inc. intends to provide to institutional and individual investors during the months of August and September 2016.
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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.

Date: August 31, 2016

By: /s/ J.Kimbrough Davis

J. Kimbrough Davis,

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

**Exhibit
Number** **Description**

99.1 Investor Presentation for August and September 2016.



Investor Presentation
August / September 2016

NASDAQ:CCBG



This presentation includes forward-looking statements, including statements about future results. These statements are subject to uncertainties and risks, which could cause the Company's future results to differ materially. The following factors, among others, could cause the Company's actual results to differ: the Company's need and ability to incur additional debt or equity financing; the accuracy of the Company's financial statement estimates and assumptions, including the estimate for the Company's loan loss provision and deferred tax asset valuation allowance; the frequency and magnitude of foreclosure of the Company's loans; the effects of the Company's lack of a diversified loan portfolio, including the risks of geographic and industry concentrations; the Company's ability to successfully manage interest rate risk, liquidity risk, and other risks inherent to the Company's industry; legislative or regulatory changes, including the Dodd-Frank Act, Basel III and the ability to repay and qualified mortgage standards; the strength of the U.S. economy and the local economies where the Company operates; the Company's ability to comply with the extensive laws and regulations to which we are subject, including the laws for each jurisdiction where we operate; the Company's ability to declare and pay dividends, the payment of which is now subject to our compliance with heightened capital requirements; harsh weather conditions and man-made disasters; fluctuations in inflation, interest rates, or monetary and fiscal policies of the U.S. Government; changes in the securities and real estate markets; customer acceptance of third-party products and services; increased competition and its effect on pricing; negative publicity and the impact on the Company's reputation; technological changes; growth and profitability of our noninterest income; the effects of security breaches and computer viruses that may affect the Company's computer systems or fraud related to debit card products; changes in consumer spending and savings habits; changes in accounting principles, policies, practices or guidelines; limited trading activity of our common stock; the concentration of ownership of our common stock; and the Company's ability to manage the risks involved in the foregoing. Additional factors can be found in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and the Company's other filings with the SEC, which are available at the SEC's internet site (<http://www.sec.gov>). Forward-looking statements in this presentation speak only as of the date of this presentation. The Company assumes no obligation to update forward-looking statements or the reasons why actual results could differ.

Corporate Profile

NASDAQ:CCBG

- Oldest Florida-based Publicly Traded Bank
- Managed Multiple Business Cycles Successfully
- \$2.8B Assets
- Loans: \$1.5B/Deposits: \$2.3B
- 80% Florida/20% Georgia
- 50/50 Mix of Consumer and Commercial Clients
- \$1.2B Assets Under Management

61 Offices in 3 MSA's





Florida on the Rise

NASDAQ:CCBG

- Highest Migration Rate in U.S. - Twice U.S. Average ~ 1,000 People Per Day
- 3rd Most Populous State - Projected Population Growth 2X National Average
- Several Growth Measures (Jobs, Personal Income, GDP, Tourism) Now Surpass Prior Peaks and National Average
- Business-friendly State with No Personal Income Tax
- State/Local Budgets Growing and Healthy
- CCBG Markets Will Benefit From Multiplier Effect



TALLAHASSEE MSA

| | |
|----------------------------------|--|
| Total Deposits | \$973,895 |
| Market Share ⁽¹⁾ | 16.33% |
| Market Share Rank ⁽¹⁾ | #1 |
| Top 3 Industries | Government, Education, Professional |
| Projected Population Growth | 3.7% |
| Projected HH Income Growth | 6.6% |

GAINESVILLE MSA

| | |
|----------------------------------|---|
| Total Deposits | \$232,175 |
| Market Share ⁽¹⁾ | 5.97% |
| Market Share Rank ⁽¹⁾ | #6 |
| Top 3 Industries | Education, Healthcare, Retail Distribution |
| Projected Population Growth | 4.4% |
| Projected HH Income Growth | 3.6% |

MACON MSA

| | |
|----------------------------------|-----------------------------------|
| Total Deposits | \$93,169 |
| Market Share ⁽¹⁾ | 2.84% |
| Market Share Rank ⁽¹⁾ | #7 |
| Top 3 Industries | Education, Healthcare, Defense |
| Projected Population Growth | 0.6% |
| Projected HH Income Growth | 2.9% |

RURAL COMBINED ^{(15 Markets)⁽²⁾}

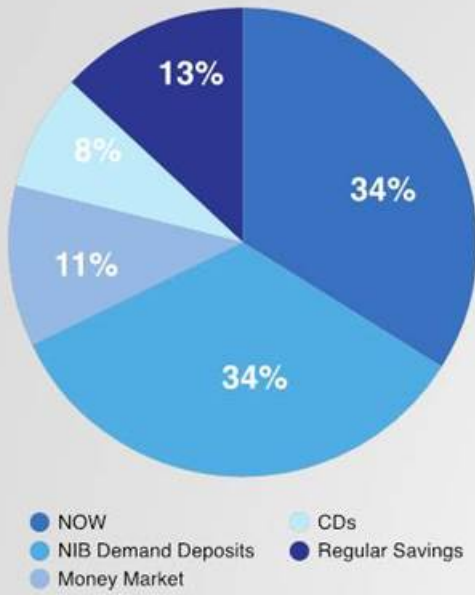
| | |
|--|---|
| Total Deposits | \$776,678 |
| Market Share ⁽¹⁾⁽²⁾ | 10.67% |
| Market Champions | Agriculture, Manufacturing, County Seat |
| - Top 3 Market Share in 8 of 15 Markets | |
| - Top 4 Market Share in 11 of 15 Markets | |

(1) Source: SNL Financial
 (2) Excludes markets with < 2% share

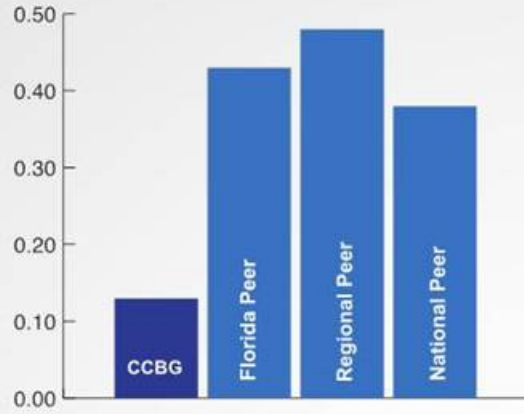
Core Deposit Advantage

NASDAQ:CCBG

AVERAGE DEPOSITS BY TYPE⁽¹⁾



COST OF FUNDS⁽¹⁾ (13bps)

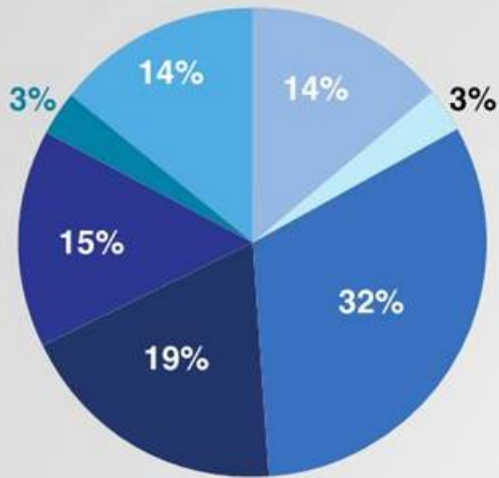


(1) YTD

Loan Portfolio Diversification

NASDAQ:CCBG

LOAN PORTFOLIO⁽¹⁾



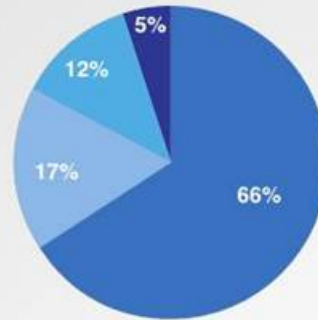
\$1,532,520

- Commercial Loans
- Construction R/E
- Commercial R/E
- Residential R/E
- Home Equity R/E
- Direct Consumer
- Indirect Auto

(1) 2Q2016-EOM

CRE COMPOSITION

133% of Tier 1 Capital



\$355,086

- Improved Property
- Vacant Land
- Construction
- Condos

IMPROVED PROPERTY COMPOSITION



\$227,876

- 1-4 Residential
- Hotel/Motel
- Retail
- Multi-Family
- Industrial/Warehouse
- Office
- Other
- Gas Station/C-Store

Credit Quality

NASDAQ:CCBG

- **NPA Reduction:** 14% Decrease in Q2 and 23% Decrease in 2016
- **Classified Loans:** 10% Decrease in Q2 and 16% Decrease in 2016
- **Continued Strong OREO Sales with Retail Disposition Strategy:** 16% Decrease in Q2 and 24% Decrease in 2016

CLASSIFIED LOANS (% of Total Loans)



NON-PERFORMING ASSETS (% of Assets)



TOTAL OREO BALANCES



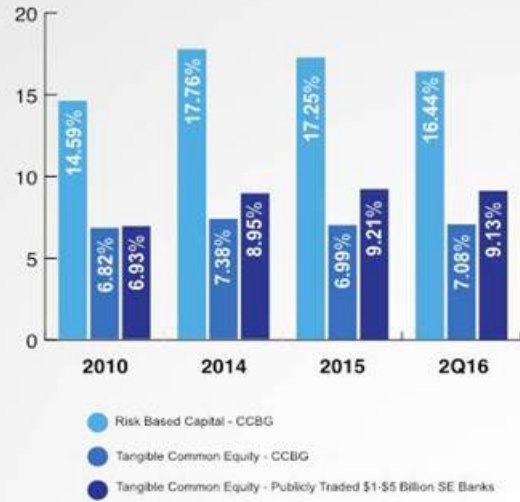
Strong Capital Position

NASDAQ:CCBG

CAPITAL TO EXECUTE



STAYING POWER

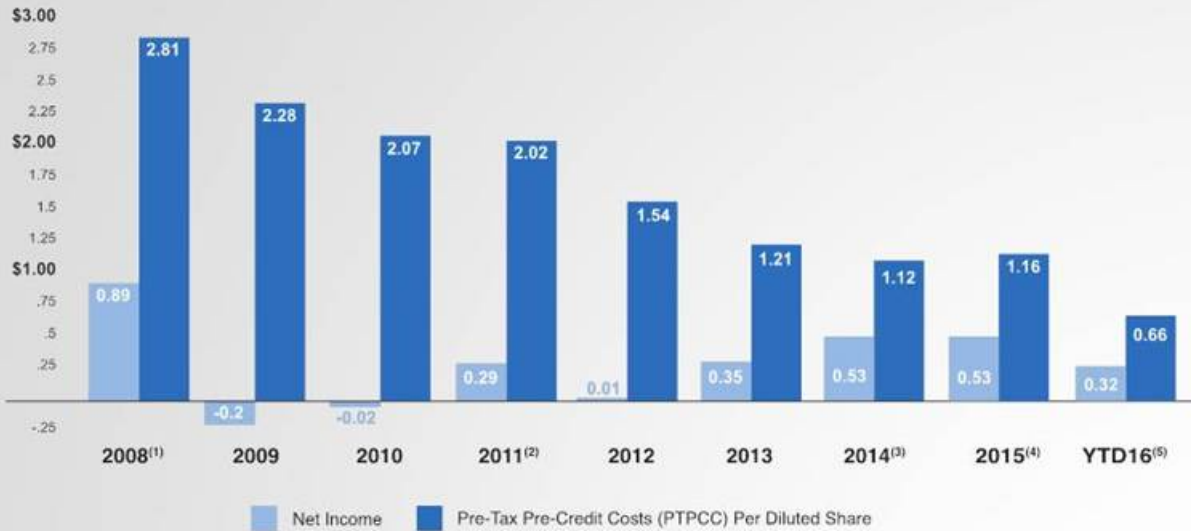


(1) Basel III became effective in 2015.

Strong Earnings Engine

NASDAQ:CCBG

- Cumulative profit through the cycle* = \$22M or \$1.32/share
- Growth will come from operating leverage



* 2008-2013

(1) Includes gain on sale of Merchant Services processing of \$0.22 per share.

(2) Includes gain on sale of Visa shares of \$0.09 per share.

(3) Includes one-time tax benefit of \$0.13 per share.

(4) Includes BOLI proceeds of \$0.10 per share.

(5) Includes TRUPs repurchase gain of \$0.09 per share.

Drive Revenues

Generate Loan Growth > Positioned to Win on Rates > Grow & Diversify Fee Income

Disciplined Expense Management

Committed to Expense Reduction > Efficiency Initiatives in Motion

Effectively Deploy Capital

Organic Growth > Return Capital > Leverage Capital

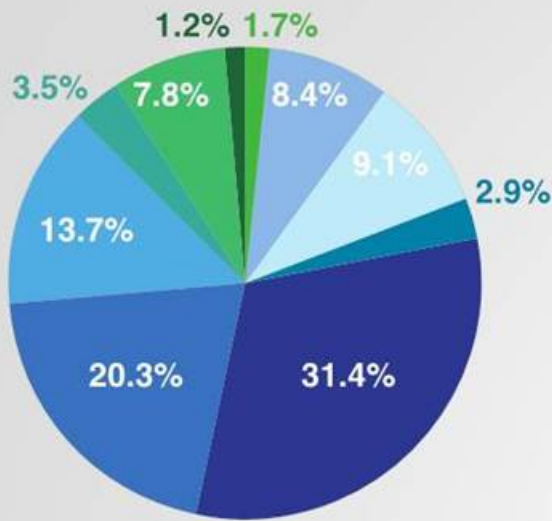
> *Executed Under A Strong Risk Management & Credit Culture* <

DRIVE REVENUES

Diversified Revenues

NASDAQ:CCBG

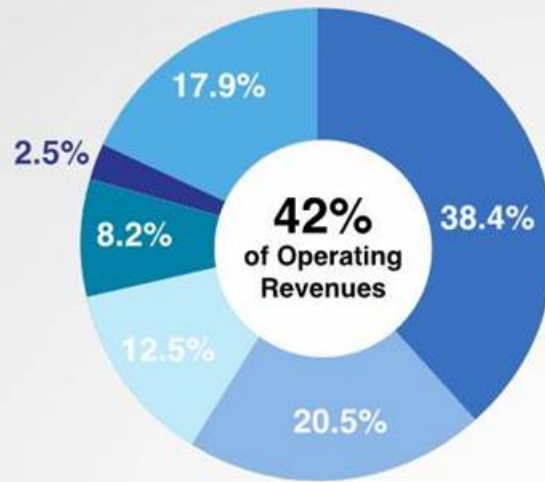
INTEREST INCOME⁽¹⁾



\$40.2 Million

- Funds Sold
- Investment Securities
- Commercial Loans
- Construction R/E
- Commercial R/E
- Residential R/E
- Home Equity R/E
- Direct Consumer
- Indirect Auto
- Fees On Loans

FEE INCOME⁽¹⁾



\$27.9 Million

- Deposit Fees
- Bank Card Fees
- Wealth Management Fee
- Mortgage Banking Fees
- Data Processing Fees
- Other

42%
of Operating Revenues

(1) YTD

DRIVE REVENUES

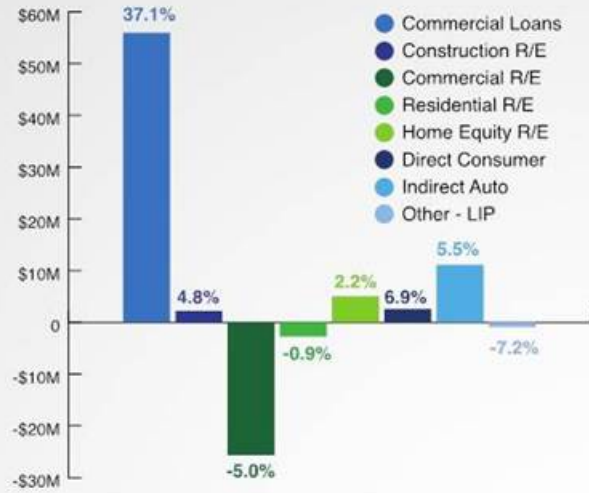
Generate Loan Growth

NASDAQ:CCBG

PERIOD END LOANS
(\$ in billions / % growth)



GROWTH BY SEGMENT⁽¹⁾



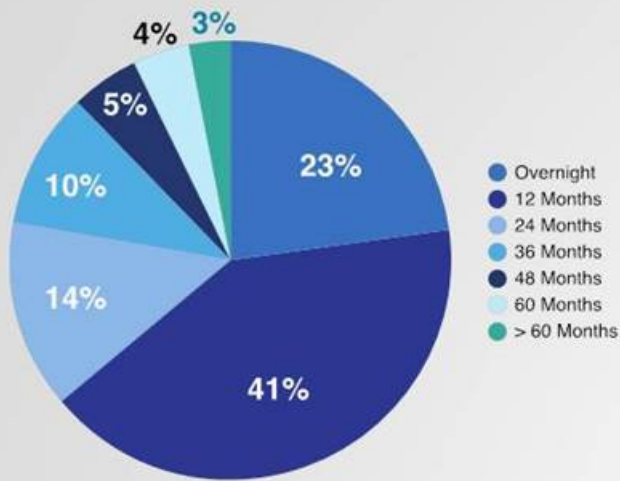
* Annualized
(1) 2Q16 vs. 2Q15

DRIVE REVENUES

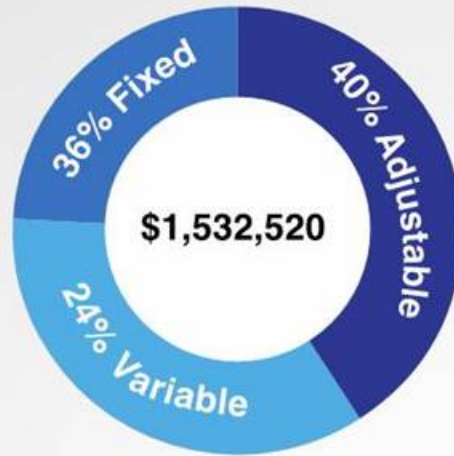
Positioned to Win on Rates

NASDAQ:CCBG

LOAN REPRICING



RATE MIX



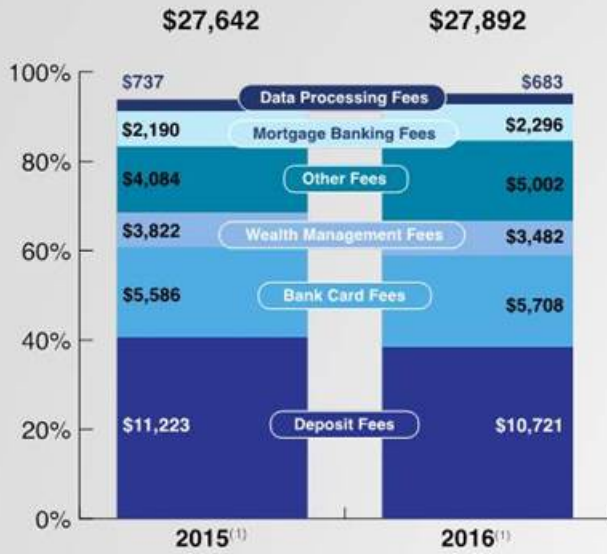
- 64% of Loan Portfolio is Variable or Adjustable
- ~ 2/3 of Loan Portfolio Re-Prices Within One Year
- 50 BP Rate Rise = Favorable Annual Impact in excess of \$2.0 Million

DRIVE REVENUES

Grow and Diversify Fee Income

NASDAQ:CCBG

FEE INCOME MIX



GROWTH INITIATIVES



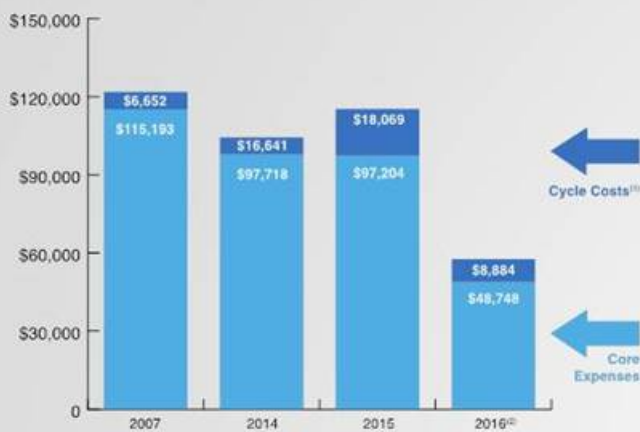
(1) YTD

EXPENSE MANAGEMENT

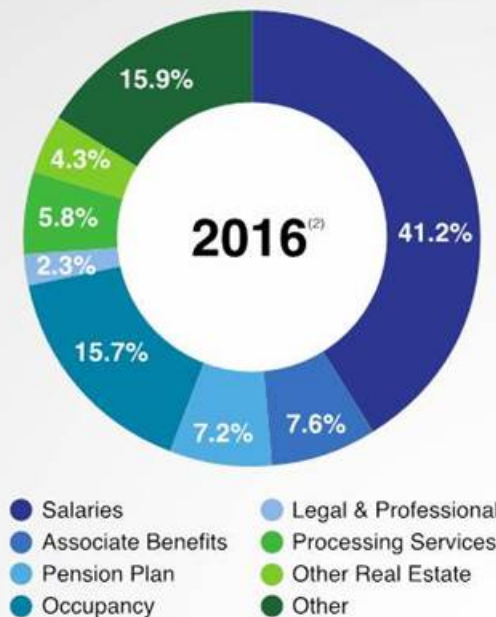
Committed to Expense Reduction

NASDAQ:CCBG

NONINTEREST EXPENSE TREND



NONINTEREST EXPENSE MIX



(1) OREO, Legal (Loan Collections), FDIC Insurance & Pension Costs
 (2) YTD

EXPENSE MANAGEMENT

Initiatives in Motion

NASDAQ:CCBG

Channel Optimization

Self-Service Teller

Mobile & Online

Website Enhancements

Office/Market ROA Reviews

Process Improvement

Consolidate Platforms

Electronic Documents

Eliminate Non-Value-Added Tasks

Reduce Cycle Costs

OREO

Legal

Pension

FDIC

Support Growth

Onboarding

Client Segmentation

Organic Growth

- Technology Investments
- Leverage Infrastructure

Return Capital

- Dividend
- Share Repurchase Program

Leverage Capital

- M&A Opportunities
- Non-Bank Businesses

Acquisition Opportunity

NASDAQ:CCBG

Profile

- Banks with \$100-500M assets
~300 total banks
- TBV pricing attractive

Targets

- Strong core deposit base
- Lack of scale to absorb regulatory cost
- Succession plan unclear



**Broader Based
Loan Growth**

- Small Business Lending, WCF/ABL and Participations

**Implement Fee
Income Initiatives**

- Including our new checking account platform and strategies to drive interchange revenues

**Focus on Problem
Asset Resolution**

- Will lower our NPAs and reduce our credit costs

**Evaluate Acquisition
Opportunities**

- Evaluate both bank and non-bank opportunities

Why CCBG?

- Florida is Back
Growth Measures Nearing Prior Peaks
- Stable Markets
Strong Deposit Franchise
- Strong Capital – Ability to Deploy
- Insider Ownership
- Seasoned and Experienced Bankers
Low Execution Risk
- CCBG is One of the Few Remaining
“Pure Plays” in Florida



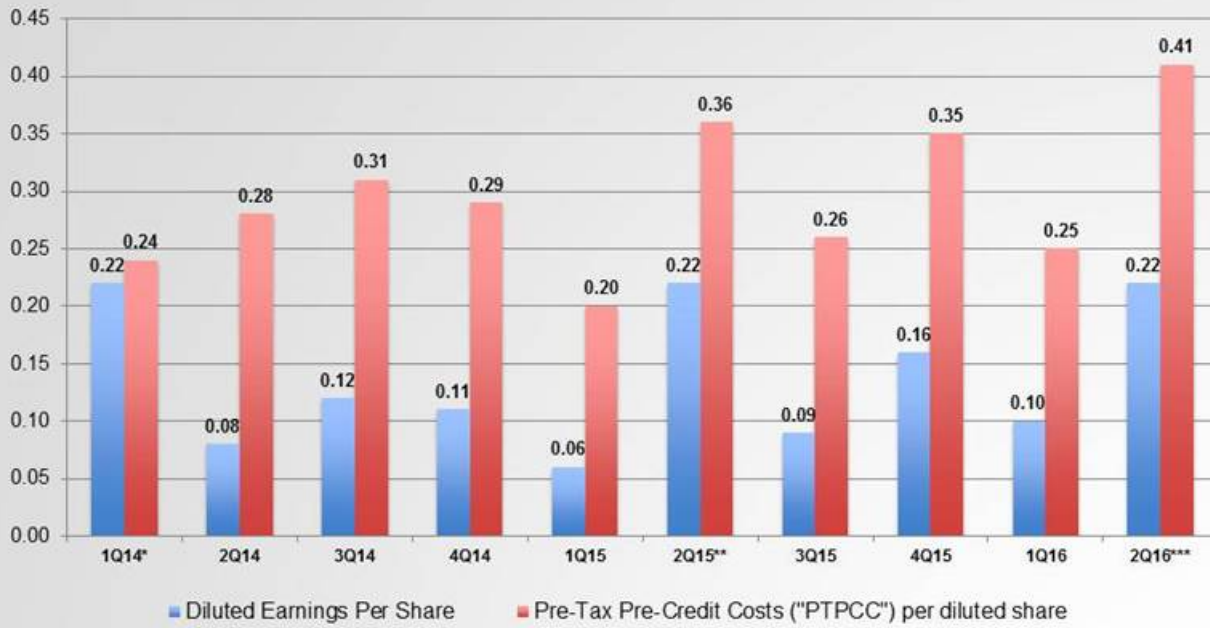


Appendix



Quarterly Results

NASDAQ:CCBG



*Includes one-time tax benefit of \$0.13 per share.

**Includes BOLI proceeds of \$0.10 per share.

*** Includes TRUPs repurchase gain of \$0.09 per share

Financial Highlights

NASDAQ:CCBG

| <i>Dollars in Thousands, except Earnings per Share</i> | 2011 | 2012 | 2013 | 2014 | 2015 | YTD 2016 |
|--|----------|----------|----------|----------|----------|----------|
| Interest Income | \$99,459 | \$89,680 | \$82,152 | \$78,221 | \$79,658 | \$40,218 |
| Interest Expense | 7,537 | 5,368 | 4,416 | 3,580 | 3,307 | 1,632 |
| Net Interest Income | 91,922 | 84,312 | 77,736 | 74,641 | 76,351 | 38,586 |
| Provision | 18,996 | 16,166 | 3,472 | 1,905 | 1,594 | 355 |
| Noninterest Income | 58,848 | 55,185 | 56,416 | 52,536 | 54,091 | 27,892 |
| Noninterest Expense | 126,248 | 124,559 | 122,710 | 114,358 | 115,273 | 57,632 |
| Income Taxes | 629 | (1,336) | 1,925 | 1,654 | 4,459 | 2,914 |
| Net Income | 4,897 | 108 | 6,045 | 9,260 | 9,116 | 5,577 |
| Diluted Earnings Per Share | .29 | .01 | .35 | .53 | .53 | .32 |
| RATIOS | | | | | | |
| Return on Average Assets | .19% | .00% | .24% | .36% | .34% | .41% |
| Return on Average Equity | 1.86 | .04 | 2.40 | 3.27 | 3.31 | 4.03 |
| Net Interest Margin | 4.18 | 3.81 | 3.54 | 3.36 | 3.31 | 3.21 |
| Net Charge-offs to Average Loans | 1.39 | 1.16 | .66 | .53 | .35 | .08 |
| Efficiency Ratio (FTE) | 82.79 | 88.72 | 91.09 | 89.68 | 87.94 | 86.11 |
| Dividend Payout Ratio | 103.45 | N/M | N/M | 16.98 | 24.53 | 24.86 |

Financial Highlights

NASDAQ:CCBG

| As of Period-End <i>Dollars in Thousands</i> | 2011 | 2012 | 2013 | 2014 | 2015 | 2Q16 |
|---|-----------|-----------|-----------|-----------|-----------|-----------|
| Investments | \$307,149 | \$296,985 | \$399,631 | \$505,129 | \$638,920 | \$690,322 |
| Loans | 1,628,683 | 1,521,302 | 1,399,668 | 1,442,062 | 1,503,907 | 1,532,520 |
| Total Assets | 2,641,312 | 2,633,984 | 2,611,903 | 2,627,169 | 2,797,860 | 2,767,636 |
| Noninterest Bearing Deposits | 618,317 | 609,235 | 641,463 | 659,115 | 758,283 | 798,220 |
| Interest Bearing Deposits | 1,554,202 | 1,535,761 | 1,494,784 | 1,487,679 | 1,544,566 | 1,526,586 |
| Total Deposits | 2,172,519 | 2,144,996 | 2,136,248 | 2,146,794 | 2,302,849 | 2,324,806 |
| Capital | 251,942 | 246,889 | 276,400 | 272,540 | 274,352 | 274,824 |
| RATIOS | | | | | | |
| Risk Based Capital | 15.32% | 15.72% | 17.94% | 17.76% | 17.25% | 16.44% |
| Tangible Equity | 6.51 | 6.35 | 7.58 | 7.38 | 6.99 | 7.08 |
| Nonperforming Assets to Total Assets | 5.21 | 4.47 | 3.26 | 2.00 | 1.06 | 0.83 |
| Reserve to Loans | 1.91 | 1.93 | 1.65 | 1.22 | 0.93 | 0.89 |
| Reserve to Nonperforming Loans | 41.37 | 45.42 | 62.48 | 104.60 | 135.40 | 166.50 |