

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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): May 7, 1999

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 office)	(Zip Code)

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

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

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Item 2. Acquisition or Disposition of Assets

On May 7, 1999, Capital City Bank Group, Inc. (the "Company") completed its acquisition of Grady Holding Company ("GHC"). In the acquisition, GHC's subsidiary national bank, First National Bank of Grady County ("FNBGC"), merged into the Company's newly formed national bank subsidiary, CCBG Interim National Bank ("Interim"). Immediately following the merger, Interim changed its name to First National Bank of Grady County.

As of March 31, 1999, GHC had consolidated total assets of approximately \$112 million, consolidated loans of approximately \$92 million, consolidated deposits of approximately \$93 million and consolidated stockholders' equity of approximately \$17 million. FNBGC operates two banking offices in Cairo and one in Whigham, Georgia.

GHC shareholders received 115.885 shares of the Company's common stock for each share of GHC common stock, and FNBGC shareholders (other than GHC) received 21.5 shares of the Company's common stock for each share of FNBGC common stock. As a result, the Company issued approximately 1,309,565 million shares of its common stock for all the shares of GHC and FNBGC common stock. The acquisition was accounted for as a tax-free pooling of interests.

See Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Business Acquired.

Not applicable. Pursuant to the requirements of Regulation S-X, no historical financial statements are required or included herein.

(b) Pro Forma Financial Information.

Not applicable. Pursuant to the requirements of Regulation S-X, no historical financial statements are required or included herein.

(c) Exhibits.

99.1 Copy of the Company's Press Release issued May 10, 1999.

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: May 20, 1999

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

CAPITAL CITY BANK GROUP, INC.

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Exhibit Index

Exhibit No.	Description
99.1	Copy of the Company's Press Release issued May 10, 1999.

Exhibit 99.1

CCBG, Inc., Completes Acquisition of Grady Holding Company and First National Bank of Grady County

TALLAHASSEE, FLORIDA - Capital City Bank Group, Inc., (NASDAQ: CCBG) completed its acquisition of Grady Holding Company and its majority-owned subsidiary First National Bank of Grady County, Cairo, Georgia on May 7, 1999.

The transaction, accounted for as a pooling-of-interests, represents Capital City's first Georgia acquisition.

First National Bank shareowners received 21.5 shares and Grady Holding Company shareowners received 115.885 shares of CCBG common stock in exchange for each of their respective shares. A total of 1,309,565 shares of CCBG were issued in the transaction.

First National Bank, with \$112 million in assets at March 31, 1999, has two offices located in Cairo and one in Whigham. Cairo, Georgia is approximately 35 miles north of Tallahassee, Florida.

Capital City Bank Group President and Chief Executive Officer, William G. Smith, Jr., said, "I am excited about Capital City's expansion into south Georgia and having John Wight, majority owner of Grady Holding Company, join the Capital City Bank Group Board. John is a successful businessman who will bring great talents to Capital City." Smith further commented, "Chuck Stafford, President of First National Bank of Grady County, is a superb banker and I look forward to working with Chuck and having their team join the Capital City family." John Wight was equally enthusiastic in his praise for Capital City. "I am pleased to continue with a company which shares the same feelings about community banking and can bring an array of products and services to south Georgia."

Capital City Bank Group, Inc., based in Tallahassee, Florida, has \$1.4 billion in assets, operates 47 banking offices, 43 ATMs, and 9 Bank 'N Shop locations in 18 counties.