

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Amendment No. 3
FORM 8-K/A

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 21, 2006

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.

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Item 4.01 Changes in Registrant's Certifying Accountant.

On March 21, 2007, Capital City Bank Group, Inc. (the "Company") filed Amendment No. 2 (the "Second Amendment") to its Current Report on Form 8-K dated December 21, 2006. The Second Amendment announced that (1) KPMG LLP ("KPMG") completed its audit of the Company's consolidated financial statements for the year ended December 31, 2006, (2) the Company filed its Form 10-K on March 15, 2007, and (3) as a result of the foregoing, the Company's previously reported dismissal of KPMG as its independent registered public accounting firm became effective on March 15, 2007 when the Company filed its Form 10-K for the year ended December 31, 2006.

In accordance with Item 4.01 of Form 8-K and Item 404 of Regulation S-K, the Company provided KPMG with a copy of its disclosures contained in the Second Amendment and requested that KPMG furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the statements made by the Company in the Second Amendment. On March 26, 2007, the Company received KPMG's response letter, a copy of that letter is attached hereto as Exhibit 16.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Item No.</u>	<u>Description of Exhibit</u>
16.1	Letter from KPMG LLP to the Securities and Exchange Commission dated March 21, 2007.

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: March 26, 2007

By: /s/ J. Kimbrough Davis

J. Kimbrough Davis,

Executive Vice President and Chief Financial Officer

March 21, 2007

Securities and Exchange Commission

Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Capital City Bank Group, Inc. (the Company) and, under the date of March 14, 2007, we reported on the consolidated financial statements of the Company as of and for the years ended December 31, 2006 and 2005, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006, and the effectiveness of internal control over financial reporting as of December 31, 2006. On December 21, 2006, we were notified that the Company engaged Ernst & Young LLP (E&Y) as its principal accountant for the year ending December 31, 2007 and that the auditor-client relationship with KPMG LLP will cease upon completion of the audit of the Company's consolidated financial statements as of and for the year ended December 31, 2006, management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006, and the effectiveness of internal control over financial reporting as of December 31, 2006, and the issuance of our reports thereon. On March 15, 2007, we completed our audit and the auditor-client relationship ceased. We have read the Company's statements included under Item 4.01 of its Form 8-K/A dated March 15, 2007, and we agree with such statements.

Very truly yours,

KPMG LLP