

INTRODUCTION

This Registration Statement on Form S-8 is filed by Capital City Bank Group, Inc., a Florida corporation (the “Registrant” or the “Company”), relating to the shares of the Company’s Common Stock to be offered pursuant to the Plans.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to the participants in the Plans as specified by Rule 428(b)(1) of the Securities Act. In accordance with the instructions in Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission are incorporated herein by reference:

(a) the Company’s latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”) or latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Company’s latest fiscal year for which such statements have been filed;

(b) all other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company’s latest annual report or prospectus referred to in (a) above; and

(c) the description of the Company’s Common Stock set forth under the heading “Description of Capital City Capital Stock”, included in the Company’s Registration Statement on Form S-4, filed with the Commission on January 9, 2001 (Registration No. 333-53398).

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act (other than Regulation FD disclosure furnished under either Item 2.02 or Item 7.01 of Form 8-K, including any exhibits relating to information furnished under either Item 2.02 or Item 7.01), prior to the filing of a post-effective amendment which indicates that all the securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or

superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Florida Business Corporation Act authorizes a company to indemnify its directors and officers in certain instances against certain liabilities that they may incur by virtue of their relationship with the company. A company may indemnify any director, officer, employee or agent against judgments, fines, penalties, amounts paid in settlement, and expenses incurred in any pending, threatened or completed civil, criminal, administrative, or investigative proceeding (except an action by the company) against him or her in his capacity as a director, officer, employee, or agent of the company, or another company if serving in such capacity at the company's request if he or she (i) acted in good faith; (ii) acted in a manner which he or she reasonably believed to be in or not opposed to the best interests of the company; and (iii) with respect to a criminal action, had no reasonable cause to believe his conduct was unlawful. Furthermore, a company may indemnify any director, officer, agent or employee against expenses incurred in defense or settlement of any proceeding brought by the company against him or her in his capacity as a director, officer, employee or agent of the company, or another company if serving in such capacity at the company's request, if he or she: (i) acted in good faith; (ii) acted in a manner which he or she reasonably believed to be in or not opposed to the best interests of the company; and (iii) is not adjudged to be liable to the company (unless the court finds that he or she is nevertheless reasonably entitled to indemnity for expenses which the court deems proper). A company must repay the expenses of any director, officer, employee or agent who is successful on the merits of an action against him or her in his capacity as such.

A Florida company is authorized to make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, except for acts or omissions which constitute (i) a violation of the criminal law (unless the individual had reasonable cause to believe it was lawful); (ii) a transaction in which the individual derived an improper personal benefit; (iii) in the case of a director, a circumstance under which certain liability provisions of the Florida Business Corporation Act are applicable (related to payment of dividends or other distributions or repurchases of shares in violation of such Act); or (iv) willful misconduct or a conscious disregard for the best interest of the company in a proceeding by the company, or a company shareholder. A Florida company also is authorized to purchase and maintain liability insurance for its directors, officers, employees and agents.

Under the Company's Bylaws, the Company may indemnify its directors and officers to the fullest extent permitted by applicable law. At present, the Company maintains directors' and officers' liability insurance covering its directors and officers against expenses and liabilities arising from certain actions to which they may become subject by reason of having served in such role. Such insurance is subject to the coverage amounts, exceptions, deductibles, and other conditions set forth in the policy.

Federal banking law, which is applicable to the Company as a bank holding company and to the Company's banking subsidiaries as insured depository institutions, limits the Company's and its banking subsidiaries' ability to indemnify their directors and officers. Neither the Company nor its banking

subsidiaries may make, or agree to make, indemnification payments to an institution-affiliated party such as an officer or director in connection with any administrative or civil action instituted by a federal banking agency if as a result of the banking agency action the indemnitee is assessed a civil money penalty, is removed from office or prohibited from participating in the conduct of the Company or its banking subsidiaries' affairs, or is subject to a cease and desist order. Prior to the resolution of any action instituted by the applicable banking agency, the Company or its banking subsidiaries, as applicable, may indemnify officers and directors only if the respective board of directors, as the case may be, (i) determines that the indemnified person acted in good faith, (ii) determines after investigation that making indemnification payments would not affect the Company's safety and soundness or the safety and soundness of its banking subsidiaries, as the case may be, and (iii) if the indemnified party agrees in writing to reimburse the Company or its banking subsidiaries, as the case may be, for any indemnity payments which turn out to be impermissible.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Company's directors, officers or controlling persons pursuant to the provisions described above, or otherwise, the Company has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement pursuant to Item 601 of Regulation S-K:

- 4.1 Capital City Bank Group, Inc. 2011 Director Stock Purchase Plan - incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K (filed 4/27/11) (No. 0-13358).
- 4.2 Capital City Bank Group, Inc. 2011 Associate Stock Purchase Plan - incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K (filed 4/27/11) (No. 0-13358).
- 4.3 Capital City Bank Group, Inc. 2011 Associate Incentive Plan - incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K (filed 4/27/11) (No. 0-13358).
- 5.1 Opinion of Gunster, Yoakley & Stewart, P.A.+
- 23.1 Consent of Ernst & Young LLP+
- 23.2 Consent of Gunster, Yoakley & Stewart, P.A. (contained in Exhibit 5.1)+

+ Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
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(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii), above, do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with and furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tallahassee, Florida, on May 18, 2011.

CAPITAL CITY BANK GROUP, INC.

By: /s/ J. Kimbrough Davis

J. Kimbrough Davis
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ William G. Smith, Jr.</u> William G. Smith, Jr.	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2011
<u>/s/ J. Kimbrough Davis</u> J. Kimbrough Davis	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 18, 2011
<u>/s/ DuBose Ausley</u> DuBose Ausley	Director	May 18, 2011
<u>/s/ Thomas A. Barron</u> Thomas A. Barron	Director	May 18, 2011
<u>/s/ Frederick Carroll, III</u> Frederick Carroll, III	Director	May 18, 2011
<u>/s/ Cader B. Cox, III</u> Cader B. Cox, III	Director	May 18, 2011
<u>/s/ J. Everitt Drew</u> J. Everitt Drew	Director	May 18, 2011
<u>/s/ John K. Humphress</u> John K. Humphress	Director	May 18, 2011
<u>/s/ Lina S. Knox</u> Lina S. Knox	Director	May 18, 2011
<u>/s/ Henry Lewis III</u> Henry Lewis III	Director	May 18, 2011

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- 23.1 Consent of Ernst & Young LLP+
- 23.2 Consent of Gunster, Yoakley & Stewart, P.A. (contained in Exhibit 5.1)+

+ Filed herewith.



May 20, 2011

Capital City Bank Group, Inc.
217 North Monroe Street
Tallahassee, FL 32301

Re: Capital City Bank Group, Inc. – Registration Statement on Form S-8 (File No. 333-_____)

Ladies and Gentlemen:

We have acted as legal counsel for Capital City Bank Group, Inc., a corporation organized under the laws of the State of Florida (the "Registrant"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Registrant's Registration Statement on Form S-8 (File No. 333-_____) on May 18, 2011 (the "Registration Statement"). The Registration Statement, under the Securities Act of 1933, as amended (the "Securities Act"), registers an aggregate of 1,618,750 shares of the Registrant's common stock, par value of \$0.01 per share (the "Common Stock"), that may be issued from time to time by the Registrant upon exercise of stock options (the "Options") or awards of restricted stock (the "Restricted Stock") or other equity awards, (collectively the "Equity Awards") pursuant to the Registrant's 2011 Associate Incentive Plan, or purchased pursuant to the Registrant's Employee 2011 Associate Stock Purchase Plan or 2011 Director Stock Purchase Plan (together with the 2011 Associate Incentive Plan, the "Plans").

We are members of the Bar of the State of Florida and our opinions expressed herein are based upon and limited to the internal laws of the State of Florida (without reference to the choice-of-law provisions, principles or decisions under Florida law) and we do not herein express any opinion with respect to the effect of any law other than the internal laws of the State of Florida.

This letter has been prepared and is to be construed in accordance with Sections I, II, and IV of the Report on Standards For Opinions of Florida Legal Counsel, dated April 8, 1991, issued by the Business Law Section of The Florida Bar, as updated September 4, 1998 (collectively, the "Report"). The Report is incorporated by reference into this letter. For purposes of construing the Report, the "client" as referenced in the Report is the Registrant.

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Documents Reviewed

In rendering the opinions set forth below, we have reviewed, among other things, originals or copies of documents that have been represented to us as true copies of the following documents (the "Documents"):

- (A) An Officer's Certificate furnished to us by an executive officer of the Registrant, dated as of the date of this opinion letter;
- (B) A copy of the Registrant's Amended and Restated Articles of Incorporation ("Articles");
- (C) A copy of the Registrant's Amended and Restated Bylaws ("Bylaws");
- (D) Resolutions of the Registrant's Board of Directors (the "Board") authorizing and approving the preparation and filing of the Registration Statement ("Authorizing Resolutions");
- (E) Certificate of Status obtained from the Secretary of State of the State of Florida on May 19, 2011 ("Certificate of Status"); and
- (E) The Plans.

Assumptions

In rendering the opinions set forth herein, we have relied, with your approval, as to factual matters that affect the opinions, solely on our examination of the Documents, and the statements, representations and warranties contained in the Documents and have made no independent verification or investigation of or inquiry regarding the facts contained or asserted to be true or correct in any of the Documents. Without limiting the foregoing, with your approval: (i) we have made no examination or investigation to verify the accuracy or completeness of any financial, accounting, statistical or other similar information set forth in the Documents, or with respect to any other accounting or financial matter, information and accounts, and express no opinion with respect thereto; (ii) except for the Articles, the Bylaws, the Authorizing Resolutions, and the Certificate of Status, we have not verified whether or not all of the steps in the organization, the elections of officers or directors, the issuances and transfers of shares, or stock certificates, and/or the adoption of and/or amendments to any of the Articles or Bylaws of the Registrant or comparable matters applicable at the time of or since the formation of the Registrant were performed in accordance with applicable law in effect when the actions were taken (and/or were taken in a regular and continuous manner), and we have relied on the presumption of regularity and continuity of such steps in rendering our opinions set forth in this letter; and (iii) we have not conducted a search or investigation of the records of any court or governmental authority for litigation, suits, proceedings, orders, judgments, decrees, filings or otherwise.

In our examinations of the Documents and in rendering the opinions set forth in this letter, in addition to those assumptions and qualifications set forth in the Report and the assumptions and qualifications contained elsewhere in this letter, we have, with your consent, assumed, without investigation (and we express no opinion regarding) the following:

- (i) the genuineness of all signatures;
- (ii) the authenticity of all documents submitted to us as originals;
- (iii) the conformity to original documents of all documents submitted to us as certified, telecopies, or photostatic copies;
- (iv) the authenticity of the originals of such copies;
- (v) all signatories were and are legally competent and authorized to execute and deliver the documents executed by each of them;
- (vi) the certificates evidencing the shares of Common Stock will be signed by one of the authorized officers of the Registrant and registered by the transfer agent;
- (vii) the shares of Common Stock have been properly recorded in the books and records of the Registrant pursuant to the terms of the Bylaws;

(viii) at the time each Equity Award was, or is, granted or awarded, such grant or award, and the execution, delivery and performance of the agreement or agreements evidencing the grant or award of such Equity Award (each, an "Equity Award Agreement") has been, or will be, authorized and approved in accordance with the terms of the Plans;

(ix) at the time each Equity Award was, or is, granted or awarded and at all times subsequent thereto, neither the grant or award of such Equity Award nor the execution, delivery and performance of any related Equity Award Agreement, violated, resulted in a breach of, or conflicted with, or will violate, result in a breach of, or conflict with, any law, rule, regulation, order, judgment, or decree, in each case whether then or subsequently in effect;

(x) at the time each Option is exercised, neither the exercise of such Option nor the execution, delivery and performance of any agreement or document executed and delivered connection with such exercise (the "Exercise Documents") will violate, result in a breach of, or conflict with, any law, rule, regulation, order, judgment, or decree, then in effect;

(xi) at the time thereof and at all times subsequent thereto, the persons who authorized, or will authorize, the grant or award of each Equity Award, or the execution, delivery and performance of each Equity Award Agreement, did not, or will not, violate any fiduciary or other duty owed by them;

(xii) at the time thereof, the persons who will authorize or effectuate the exercise of an Option and the execution, delivery and performance of the related Exercise Documents will not violate any fiduciary or other duty owed by them;

(xiii) no event has taken place, or will take place, subsequent to the grant or award of each Equity Award and the execution, delivery and performance of the Equity Award Agreements that would permit the Registrant or any other party to cancel, rescind, void or otherwise avoid such Equity Award or Equity Award Agreements;

(xiv) no misrepresentation, omission, fraud or deceit has been or will be made or committed by the Registrant or any other party in connection with the grant or award of any Equity Award, the execution, delivery and performance of the related Equity Award Agreements, the exercise of any Option and the execution, delivery and performance of the related Exercise Documents;

(xv) each Option will be exercised in accordance with its terms, the terms of the Plans and the terms of the Equity Award Agreement; and

(xvi) upon exercise of each Option, the Registrant will receive the consideration called for by the terms of the Equity Award Agreement and the terms of the Plans.

Opinions

Based upon and subject to the assumptions, qualifications, limitations and restrictions set forth in this letter and/or the Report, as of the date hereof, we are of the opinion that the Common Stock, when issued and delivered by the Registrant in accordance with the terms and conditions of the Plans, will be validly issued, fully paid and nonassessable.

Nothing contained in this letter shall be deemed to be an opinion other than that set forth in the immediately preceding paragraph.

Qualifications and Limitations

The opinions expressed herein are subject in all respects to the following additional assumptions, qualifications, limitations and exclusions:

(1) We express no opinion with respect to the statutes, ordinances, administrative decisions, rules and regulations of counties, towns, municipalities and special political subdivisions (whether created or enabled through legislative action at the federal, state or regional level) to the extent that they deal with any of the opinions set forth in this letter.

(2) We express no opinion with respect to any Federal laws, rules or regulations, or the effect of such laws, rules or regulations.

(3) We express no opinion as to any tax, employment, environmental, energy, land use, banking, or antitrust matters under Federal, state or local laws, regulations or judicial or administrative decisions.

This letter is furnished solely in connection with the offering and sale of the Common Stock while the Registration Statement is in effect. The opinions expressed in this letter are rendered as of the date hereof and is based on facts in existence and statutes, rules, regulations and judicial decisions in effect on the date hereof and we express no opinion as to circumstances or events that may occur subsequent to such date. In addition, we specifically disclaim any undertaking or obligation to advise you of changes that hereafter may be brought to our attention. Furthermore, the opinions provided herein are provided as legal opinions only and not as a guarantee or warranty of the matters discussed herein.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

The opinion set forth in this opinion letter is limited to the matters expressly set forth and no opinion is to be implied or may be inferred beyond the matters expressly stated.

Very truly yours,

GUNSTER, YOAKLEY & STEWART, P.A.

/s/ GUNSTER, YOAKLEY & STEWART, P.A.

DCS/MB

Gunster, Yoakley & Stewart, P.A.
ATTORNEYS AT LAW

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-000) pertaining to the 2011 Director Stock Purchase Plan, 2011 Associate Stock Purchase Plan, and the 2011 Associate Incentive Plan of Capital City Banking Group, Inc. of our reports dated March 7, 2011, with respect to the consolidated financial statements of Capital City Banking Group, Inc. and the effectiveness of internal control over financial reporting of Capital City Banking Group, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Birmingham, Alabama
May 19, 2011
