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CAPITAL CITY BANK GROUP INC

Form 10-Q/A

August 11, 2004

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

FORM 10-Q/A
Amendment No. 2
(Amending Part II-Item 6)

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the Quarterly Period Ended:
June 30, 2004

Commission File Number 0-13358

CAPITAL CITY BANK GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of
incorporation or organization)

59-2273542

(I.R.S. Employer Identification No.)

217 North Monroe Street, Tallahassee, Florida 32301

(Address of principal executive offices) (Zip Code)

(850) 671-0300

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

At July 31, 2004, 13,281,707 shares of the Registrant's Common Stock, \$.01 par value, were outstanding.

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Explanatory Note

This Amendment No. 2 on Form 10-Q/A is being filed to rectify clerical errors in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed on August 9, 2004 and Amendment No. 1 to Form 10-Q, filed August 10, 2004. This second amendment does not alter any of the disclosures set forth in the Original 10-Q or the first amendment and is effective for all purposes as of the date of the filing of the Original 10-Q

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) Exhibits

2. Agreement and Plan of Merger, dated as of May 12, 2004, by and among Capital City Bank Group, Inc., Capital City Bank, and Farmers and Merchants Bank.
- 31.1 Certification of William G. Smith, Jr., Chairman, President and Chief Executive Officer of Capital City Bank Group, Inc., Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 - incorporated herein by reference to Exhibit 31.1 of the Registrant's Form 10-Q (filed 8/9/04) (No. 0-13358).
- 31.2 Certification of J. Kimbrough Davis, Executive Vice President and Chief Financial Officer of Capital City Bank Group, Inc., Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 - incorporated herein by reference to Exhibit 31.1 of the Registrant's Form 10-Q (filed 8/9/04) (No. 0-13358).
- 32.1 Certification of William G. Smith, Jr., Chairman, President and Chief Executive Officer of Capital City Bank Group, Inc., Pursuant to 18 U.S.C. Section 1350 - incorporated herein by reference to Exhibit 31.1 of the Registrant's Form 10-Q (filed 8/9/04) (No. 0-13358).
- 32.2 Certification of J. Kimbrough Davis, Executive Vice President and Chief Financial Officer of Capital City Bank Group, Inc., Pursuant to 18 U.S.C. Section 1350 - incorporated herein by reference to Exhibit 31.1 of the Registrant's Form 10-Q (filed 8/9/04) (No. 0-13358).

(B) Reports on Form 8-K

On April 27, 2004, the Company furnished to the SEC on Form 8-K a press release reporting earnings for the quarter ended March 31, 2004.

On May 14, 2004, the Company filed with the SEC on Form 8-K a press release announcing the execution of an agreement and plan of merger, by and among the Company, Capital City Bank, and Farmers & Merchants Bank.

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 Chief Financial Officer hereunto duly authorized.

CAPITAL CITY BANK GROUP, INC.
(Registrant)

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By: /s/ J. Kimbrough Davis

J. Kimbrough Davis
Executive Vice President and
Chief Financial Officer

Date: August 11, 2004