

COLONY BANKCORP INC  
Form 10-K/A  
March 19, 2008

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

FORM 10-K/A

---

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Fee Required)  
For the Fiscal Year Ended December 31, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
(No Fee Required)  
For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-12436

---

COLONY BANKCORP, INC.  
(Exact Name of Registrant Specified in its Charter)

---

Georgia  
(State or Other Jurisdiction of Incorporation or  
Organization)

58-1492391  
(I.R.S. Employer Identification Number)

115 South Grant Street  
Fitzgerald, Georgia  
(Address of Principal Executive Offices)

31750  
(Zip Code)

(229) 426-6000  
Issuer's Telephone Number, Including Area Code

Securities Registered Pursuant to Section 12(b) of the Act: None.

Securities Registered Pursuant to Section 12(g) of the Act:

COMMON STOCK, \$1.00 PAR VALUE  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a nonaccelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):  
Large Accelerated Filer  Accelerated Filer  Nonaccelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes  No

State the aggregate market value of the voting stock held by nonaffiliates computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of June 30, 2007: \$104,778,888 based on stock price of \$19.48.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 7,216,113 shares of \$1.00 par value common stock as of March 10, 2008.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the information required by Part III of this Annual Report are incorporated by reference from the Registrant's definitive Proxy Statement to be filed with Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report.

---

---

EXPLANATORY NOTE

Colony Bankcorp, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2007, as filed with the Securities and Exchange Commission on March 14, 2008 (the “Original Filing”). The purpose of this Amendment No. 1 is to amend and restate Item 9A of the Original Filing to make certain corrections and clarifications to the information presented in the Original Filing. This Amendment No. 1 does not otherwise update information in the Original Filing to reflect facts or events occurring subsequent to the date of the Original Filing.

Part II  
Item 9A

Management's Report on Internal Control Over Financial Reporting

Colony's management is responsible for establishing and maintaining adequate internal control over financial reporting. Colony's internal control over financial reporting is a process designed under the supervision of the Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Colony's financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Colony's management assessed the effectiveness of Colony's internal control over financial reporting as of December 31, 2007 based on the criteria for effective internal control over financial reporting established in Internal Control-Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment, management determined that Colony maintained effective internal control over financial reporting as of December 31, 2007.

McNair, McLemore, Middlebrooks & Co., LLP, the independent registered public accounting firm that audited the consolidated financial statements of Colony included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of Colony's internal control over financial reporting as of December 31, 2007. The report, which expresses an unqualified opinion on the effectiveness of Colony's internal control over financial reporting as of December 31, 2007, is included in Item 8 of this Report under the heading "Report of Independent Registered Public Accounting Firm."

Colony Bankcorp, Inc.  
March 18, 2008

Part IV  
Item 15  
Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

A list of the exhibits required by Item 601 of Regulation S-K to be filed as a part of this report is shown on the "Exhibit Index" filed herewith.

Exhibit Index

31.1 Certificate of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certificate of Chief Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32 Certificate of the Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Colony Bankcorp, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

COLONY BANKCORP, INC.

/s/ Al D. Ross  
Al D. Ross  
President/Director/Chief Executive Officer

March 18, 2008  
Date

/s/ Terry L. Hester  
Terry L. Hester  
Executive Vice-President/Chief Financial Officer/Director

March 18, 2008  
Date

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Terry Coleman Terry Coleman, Director	March 18, 2008 Date
--	------------------------

/s/ L. Morris Downing L. Morris Downing, Director	March 18, 2008 Date
--	------------------------

/s/ Edward J. Harrell Edward J. Harrell, Director	March 18, 2008 Date
--	------------------------

/s/ Mark H. Masee Mark H. Masee, Director	March 18, 2008 Date
--	------------------------

/s/ James D. Minix James D, Minix, Director	March 18, 2008 Date
--	------------------------

/s/ Charles E. Myler  
Charles E. Myler, Director

March 18, 2008  
Date

/s/ W. B. Roberts, Jr.  
W. B. Roberts, Jr., Director

March 18, 2008  
Date

/s/ Jonathan W. R. Ross  
Jonathan W. R. Ross, Director

March 18, 2008  
Date

/s/ B. Gene Waldron  
B. Gene Waldron, Director

March 18, 2008  
Date