

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**TIB FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction of  
incorporation)

**599 9th Street North, Suite 101  
Naples, Florida**

(Address of principal executive offices)

**65-0655973**

(IRS employer identification number)

**34102-5624**

(Zip Code)

**2004 Equity Incentive Plan**

(Full title of the plan)

**Edward V. Lett  
President and Chief Executive Officer  
TIB Financial Corp.  
599 9<sup>th</sup> Street North, Suite 101  
Naples, Florida 34102-5624**

(Name and address of agent for service)

**(239) 263-3344**

(Telephone number, including area code, of agent for  
service)

Copies to:

**John P. Greeley, Esquire  
Smith Mackinnon, PA  
255 South Orange Avenue, Suite 800  
Orlando, Florida 32801**

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.10 per share	400,000 shares (1)	\$17.465	\$6,986,000	\$748

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers (i) an indeterminate amount of interest to be offered or sold to the employee benefit plan described herein, and (ii) an indeterminate number of shares which may be required to be issued or may be issued pursuant to the antidilution provisions of the plan for stock splits, stock dividends or similar transactions
- (2) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the closing price of the Common Stock on October 20, 2006.

## EXPLANATORY NOTE

On July 30, 2004, TIB Financial Corp. ("TIB" or "Registrant"), filed a Registration Statement on Form S-8 registering 400,000 shares of common stock, par value \$.10 per share of TIB ("TIB Common Stock"). The Registrant hereby files this Registration Statement to register an additional 400,000 shares of TIB Common Stock for issuance under the 2004 Equity Incentive Plan which were subject to the earlier Registration Statement. The contents of the earlier Registration Statement are incorporated by reference into this Registration Statement.

### Item 8. Exhibits.

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion and consent of Smith Mackinnon, PA, as to the validity of the shares being issued.</u></a>
23.1	<a href="#"><u>The consent of Crowe Chizek and Company LLC</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page to this Registration Statement).</u></a>

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of 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 Naples, State of Florida, on the 24<sup>th</sup> of October, 2006.

### TIB FINANCIAL CORP.

By: /s/ Edward V. Lett

Edward V. Lett

President and Chief Executive Officer

By: /s/ Stephen J. Gilhooly

Stephen J. Gilhooly

Executive Vice President and Chief Financial Officer

Each of the undersigned hereby constitutes and appoints Thomas J. Longe and Edward V. Lett, and each of them as attorneys for him and in his name, place and stead, and in any and all capacities, to execute and file any amendments, supplements or statements with respect to this Registration Statement, hereby giving and granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as he might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorney, or any of them, or their or his substitute or substitutes, may or shall lawfully do, or causes to be done, by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the 24<sup>th</sup> of October, 2006.

#### Signature

#### Title

/s/ Thomas J. Longe

Thomas J. Longe

Chairman of the Board

/s/ Edward V. Lett

Edward V. Lett

President and Chief Executive Officer of the Company; Director

/s/ Richard C. Bricker, Jr.

Richard C. Bricker, Jr.

Director

/s/ Paul O. Jones

Paul O. Jones

Director

/s/ John G. Parks, Jr.

John G. Parks, Jr.

Director

/s/ Marvin F. Schindler

Marvin F. Schindler

Director

/s/ Otis T. Wallace

Otis T. Wallace

Director

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion and consent of Smith Mackinnon, PA, as to the validity of the shares being issued.</a>
23.1	<a href="#">Consent of Crowe Chizek and Company LLC.</a>

---

**SMITH MACKINNON, PA**  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 800  
CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254  
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300  
FACSIMILE (407) 843-2448  
EMAIL: JPG7300@AOL.COM

JOHN P. GREELEY

October 24, 2006

TIB Financial Corp.  
599 9<sup>th</sup> Street, Suite 101  
Naples, Florida 34102-5624

Re: TIB Financial Corp.  
2004 Equity Incentive Plan

Gentlemen:

We have acted as counsel to TIB Financial Corp., a Florida corporation (the "Company"), in connection with the preparation and filing of a registration statement on Form S-8 under the Securities Act of 1933, as amended, with respect to 400,000 shares of the Company's Common Stock, \$0.10 par value (the "Shares"), to be offered pursuant to the above-referenced plan (the "Plan").

In rendering this opinion, we have relied upon, among other things, our examination of the Plan and such records of the Company and certificates of its officers and of public officials as we have deemed necessary.

Based upon the foregoing and the further qualifications stated below, we are of the opinion that:

1. The Company is duly incorporated, validly existing and in good standing under the laws of the State of Florida; and
2. The Shares have been duly authorized and, when purchased by the Plan in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to such registration statement.

Very truly yours,

Smith Mackinnon, PA

By: */s/ John P. Greeley*

\_\_\_\_\_  
John P. Greeley

JPG:erw

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of TIB Financial Corp of our reports dated February 23, 2006 with respect to the consolidated financial statements of TIB Financial Corp., and management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which reports appear in this Annual Report on Form 10-K of TIB Financial Corp. for the year ended December 31, 2005.

By: /s/ Crowe Chizek and Company LLC

Crowe Chizek and Company LLC

Fort Lauderdale, Florida

October 20, 2006