

INTERCEPT INC
Form 8-K
May 21, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): May 20, 2004

INTERCEPT, INC.

(Exact name of registrant as specified in its charter)

GEORGIA
(State or other jurisdiction of
incorporation or organization)

01-14213
(Commission file number)

58-2237359
(I.R.S. Employer
Identification No.)

3150 Holcomb Bridge Road, Suite 200
Norcross, Georgia
(Address of Principal Executive Offices)

30071
(Zip Code)

(Registrant's telephone number, including area code): (770) 248-9600

N/A
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Required FD Disclosure

Letter to JANA Partners LLC

On May 20, 2004, John Collins, Chief Executive Officer of InterCept, Inc., sent a letter to JANA Partners LLC and JANA Master Fund, Ltd. on behalf of the InterCept board of directors. In the letter, the board offered a consensual resolution of the pending proxy contest and federal court litigation with JANA. A copy of the letter is attached as Exhibit 99.1 hereto.

Item 7. Financial Statements and Exhibits

(c) Exhibits.

99.1 Letter of John Collins, Chief Executive Officer of InterCept, Inc., dated May 20, 2004.

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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 thereunto duly authorized.

Dated: May 20, 2004

INTERCEPT, INC.
(Registrant)

By: /s/ John W. Collins
John W. Collins
Chief Executive Officer

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EXHIBIT INDEX

99.1 Letter of John Collins, Chief Executive Officer of InterCept, Inc. dated May 20, 2004.

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