

INTERCEPT INC  
Form 8-K  
June 25, 2004

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**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): June 23, 2004**

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**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)

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**Item 5. Other Events and Required FD Disclosure**

On June 24, 2004, InterCept issued a press release regarding the adjournment of its annual shareholders meeting to September 14, 2004; the expansion of its board of directors from six to nine directors and the election of three new directors; and the closing of the previously announced agreement in principle with Sprout Group to modify the terms of the \$10 million in preferred stock purchased by Sprout in September 2003. The press release is attached hereto as Exhibit 99.1, and the documents for the preferred stock transaction are attached hereto as Exhibits 3.1, 3.2, 10.1, and 10.2 as noted below.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits.

- 3.1 Amendment to Articles of Incorporation of InterCept, Inc. designating the rights and preferences of InterCept's Series B Preferred Stock, filed with the Georgia Secretary of State on June 23, 2004.
- 3.2 Amendment to Articles of Incorporation of InterCept, Inc. eliminating InterCept's Series A Preferred Stock, filed with the Georgia Secretary of State on June 24, 2004.
- 10.1 Exchange Agreement dated June 23, 2004 by and between InterCept, Inc., on one hand, and the investors named therein, on the other hand.
- 10.2 Amendment to Registration Rights Agreement dated June 23, 2004 by and between InterCept, Inc., on one hand, and the investors named therein, on the other hand.
- 99.1 Press Release dated June 24, 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: June 24, 2004

INTERCEPT, INC.  
(Registrant)

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

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**EXHIBIT INDEX**

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