

INTERCEPT INC  
Form DEFA14A  
April 13, 2004

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

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

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x Soliciting Material Pursuant to §240.14a-12

**INTERCEPT, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- .. Fee paid previously with preliminary materials.
  
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**PRESS RELEASE**

Contact: Carole Collins

Investor Relations Director

(770) 248-9600

**InterCept, Inc. Acknowledges Receipt of Shareholder Letter**

*Urges Shareholders to Use Caution*

ATLANTA, GA April 13, 2004 InterCept, Inc. (NASDAQ: ICPT) today announced that it has received a letter from JANA Partners LLC, a hedge fund manager that according to its filings with the SEC only recently became an InterCept shareholder, indicating that JANA intends to nominate and solicit votes for JANA's handpicked candidates at InterCept's 2004 Annual Meeting. InterCept Chairman and Chief Executive Officer, John W. Collins, stated, "Our Board of Directors is reviewing JANA's letter and will respond to it soon. In the meantime, we urge InterCept's shareholders not to be misled by JANA's self-serving version of recent events, and to avoid reaching any conclusions without the benefit of accurate and complete information."

InterCept, Inc. intends to make a preliminary filing with the SEC of proxy materials to be used to solicit votes for the election of the Board's nominees at its 2004 Annual Meeting of Shareholders.

**InterCept strongly advises all shareholders of the Company to read the proxy statement when it is available because it will contain important information. InterCept will send its proxy statement, along with its Annual Report, to all shareholders of record, and the proxy statement will also be available at no charge on the SEC's web site at <http://www.sec.gov>. In addition, InterCept will provide copies of the proxy statement and Annual Report without charge upon request. Requests for copies should be directed to the participants' proxy solicitor, Innisfree M&A Incorporated, at its toll-free number: 888-750-5834.**

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The participants in the anticipated proxy solicitation are InterCept and InterCept's directors, who beneficially own the number of shares indicated:

|  |           |
|--|-----------|
| John W. Collins, Chairman of the Board and Chief Executive Officer | 1,443,143 |
| James A. Verbrugge   | 11,667    |
| Mark Hawn  | 11,667    |
| John D. Schneider, Jr.   | 30,005    |
| Glenn W. Sturm   | 425,472   |
| Arthur G. Weiss  | 11,667    |

Additional information regarding these participants will be included in InterCept's proxy statement.

### About InterCept

InterCept, Inc. is a single-source provider of a broad range of technologies, products and services that work together to meet the technology and operating needs of financial institutions. InterCept's products and services include core data processing, check processing and imaging, electronic funds transfer, debit card processing, data communications management, and related products and services. For more information about InterCept, go to [www.intercept.net](http://www.intercept.net) or call 770.248.9600.

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