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INTERCEPT INC
Form SC 13D/A
September 13, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934*
(Amendment No. 2)*

InterCept, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

45845L107

(CUSIP Number of Class of Securities)

Daniel S. Loeb
Third Point Management Company L.L.C.
360 Madison Avenue, 24th Floor
New York, NY 10017
(212) 224-7400

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:
Daniel Schloendorn, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

September 9, 2004

(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

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1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 45845L107

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Daniel S. Loeb	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
	0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D

CUSIP No. 45845L107

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Third Point Management Company L.L.C. I.D. #13-3922602

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

0

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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0%
14	TYPE OF REPORTING PERSON*	OO

This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") is being filed on behalf of Third Point Management Company L.L.C., a Delaware limited liability company (the "Management Company"), and Daniel S. Loeb, an individual ("Mr. Loeb" and, together with the Management Company, the "Reporting Persons"). This Amendment No. 2 relates to the common stock, no par value, of InterCept, Inc., a Georgia corporation (the "Company"), and further amends the Schedule 13D filed by the Reporting Persons with respect to the Company on May 27, 2004 (together with amendments thereto prior to this Amendment No. 2, the "Schedule 13D"). Unless the context otherwise requires, references herein to the "Common Stock" are to such common stock of the Company. This Amendment No. 2 is being filed to report a change in beneficial ownership of in excess of 1% of the total outstanding Common Stock and a decrease below 5% of the beneficial ownership of such Common Stock by the Reporting Persons. The Management Company is the investment manager or adviser to a variety of hedge funds and managed accounts (such funds and accounts, collectively, the "Funds"). The Funds previously had direct ownership of the Common Stock to which this Amendment No. 2 relates, and the Reporting Persons may be deemed to have had beneficial ownership over such Common Stock by virtue of the authority granted to them by the Funds to vote and to dispose of the securities held by the Funds, including the Common Stock. Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The Funds effect purchases of securities primarily through margin accounts maintained for them with Bear, Stearns Securities Corp. and Goldman, Sachs & Co. (the "Primary Brokers") which may extend margin credit to the Funds as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and restated as follows:

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The purpose of the acquisition of shares of the Common Stock by the Funds was for investment. Sale of the Shares by the Funds reported in this Amendment No. 2 was for the purpose of liquidating the Funds' positions in the Shares.

The Reporting Persons are engaged in the investment business. In pursuing this business, the Reporting Persons analyze the operations, capital structure and markets of companies, including the Company, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). From time to time, one or more of the Reporting Persons may hold discussions with third parties or with management of such companies in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act, including, without limitation, such matters as disposing of or selling all or a portion of the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Except as set forth above, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Company and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

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Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) As of the date of this Amendment No. 2, the Management Company beneficially owns 0 shares of Common Stock. If the Management Company owned shares, it would share voting and dispositive power over such holdings with Mr. Loeb and with the Funds. As of September 10, 2004, the Shares represented 0% of the total 20,683,874 shares of Common Stock outstanding at September 7, 2004 as reported in the Company's quarterly report on Form 10-Q/A for the quarterly period ended June 30, 2004. None of the individual Funds owns a number of shares of Common Stock equal to or greater than 5% of such total Common Stock outstanding.

(b) If the Management Company owned shares, the Management Company and Mr. Loeb would share voting and dispositive power over the Common Stock held directly by the Funds.

(c) Schedule A hereto sets forth certain information with respect to transactions by the Funds, at the direction of the Reporting Persons, in the shares of Common Stock since June 24, 2004, the date of the most recent filing on Schedule 13D.

All of the transactions set forth on Schedule A, except as may be otherwise noted therein, were effected in open market purchases on NASDAQ through the Primary Brokers.

Except as set forth above, since September 10, 2004, there were no

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transactions in the Common Stock effected by the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members.

(d) Other than the Funds which previously held Shares directly, and except as set forth in this Item 5, no person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) The Reporting Persons ceased being the beneficial owners of more than five percent of the Company on September 9, 2004.

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Schedule A

(Transactions by the Funds in Common Stock
during the sixty days prior to the date requiring filing)

Date	Shares Purchased	Shares Sold	Price Per Share
----	-----	-----	-----
07/30/04	BUY	35,850	\$16.3800
07/30/04	SELL	(35,850)	\$16.3800
08/31/04	BUY	12,100	\$17.3600
08/31/04	SELL	(12,100)	\$17.3600
09/09/04	SELL	(100,000)	\$18.5000
09/09/04	SELL	(50,000)	\$18.5000
09/09/04	SELL	(100,000)	\$18.5000
09/09/04	SELL	(200,000)	\$18.5000
09/09/04	SELL	(100,000)	\$18.5000
09/09/04	SELL	(200,000)	\$18.5000
09/09/04	SELL	(800,000)	\$18.5012
09/09/04	SELL	(200,000)	\$18.5103
09/09/04	SELL	(100,000)	\$18.5000

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 13, 2004

THIRD POINT MANAGEMENT
COMPANY L.L.C.

By: /s/ Daniel S. Loeb

Name: Daniel S. Loeb
Title: Managing Member

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/s/ Daniel S. Loeb

Daniel S. Loeb

[SIGNATURE PAGE TO AMENDMENT NO. 2 TO SCHEDULE 13D
WITH RESPECT TO
INTERCEPT, INC.]