

Edgar Filing: JANA PARTNERS LLC - Form SC 13D/A

JANA PARTNERS LLC  
Form SC 13D/A  
May 03, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D/A  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13D-2(a)

(Amendment No.3)

INTERCEPT, INC.

-----  
(Name of Issuer)  
COMMON STOCK

-----  
(Title of Class of Securities)  
45845L107

-----  
(CUSIP Number)

Marc Weingarten, Esq.  
SCHULTE ROTH & ZABEL LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

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

May 3, 2004

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 13d-7 for other parties to whom copies are to be sent.

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1 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 1934 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).

(page 1 of 4 pages)

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

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)

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3 SEC USE ONLY

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4 SOURCE OF FUNDS\*

WC

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,639,937

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8	SHARED VOTING POWER
	-0-

-----

9	SOLE DISPOSITIVE POWER
	1,639,937

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10	SHARED DISPOSITIVE POWER
	-0-

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,639,937

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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)  
8.1%

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14 TYPE OF REPORTING PERSON\*  
IA

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SEE INSTRUCTIONS BEFORE FILLING OUT!\*

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The Schedule 13D filed on April 12, 2004 by Jana Partners LLC, a Delaware limited liability company (the "Reporting Person"), relating to the common stock, no par value (the "Shares"), of InterCept, Inc. (the "Issuer"), as amended by Amendment No. 1 relating to the Event Date of April 26, 2004 and Amendment No. 2 relating to the Event Date of April 29, 2004 (collectively, the "Schedule 13D") is hereby amended and supplemented as set forth below by this Amendment No. 3 to the Schedule 13D.

Item 4. Purpose of Transaction.  
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Item 4 of the Schedule 13D is hereby supplemented as follows:

On May 3, 2004, the Reporting Person delivered to the Issuer three proposals designed to increase shareholder democracy for inclusion among the proposals to be voted upon at the Issuer's 2004 Annual Meeting, which is scheduled for June 24, 2004. The delivery of these proposals follows the issuance by the Atlanta Division of the United States District Court for the Northern District of Georgia of an order requiring the Issuer to allow the Reporting Person to present shareholder proposals at the annual meeting. More information is available in the Reporting Person's May 3, 2004 press release and the May 3, 2004 letter to the Issuer, copies of which are attached as exhibits hereto.

Item 7. Material to be Filed as Exhibits.  
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Item 7 is hereby supplemented as follows:

Attached hereto as Exhibit 5 is a press release, dated May 3, 2004.

Attached hereto as Exhibit 6 is a letter, dated May 3, 2004, to the Issuer.

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SIGNATURES

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

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Dated: May 3, 2004

JANA PARTNERS LLC

By: /s/ Barry S. Rosenstein

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Barry S. Rosenstein  
Managing Director

By: /s/ Gary Claar

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Gary Claar  
Managing Director