

Edgar Filing: INTERCEPT GROUP INC - Form S-8

INTERCEPT GROUP INC  
Form S-8  
April 09, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
-----

INTERCEPT, INC.  
-----

(Exact Name of Registrant as Specified in Its Charter)

Georgia  
-----

58-223759  
-----

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification Number)

3150 Holcomb Bridge Road, Suite 200  
Norcross, Georgia 30071  
-----

(Address of Principal Executive Offices)

The InterCept Group, Inc. Amended and Restated 1996 Stock Option Plan  
-----

(Full Title of the Plan)

John W. Collins  
Chief Executive Officer  
InterCept, Inc.  
3150 Holcomb Bridge Road, Suite 200  
Norcross, Georgia 30071  
(770) 840-2700  
-----

(Name, address, and telephone number of agent for service)

-----  
Copies of all communications to:

Jonathan R. Coe, Esq.  
InterCept, Inc.  
3150 Holcomb Bridge Road, Suite 200  
Norcross, Georgia 30071  
(770) 840-2700  
(770) 242-6803 (facsimile)  
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Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	R
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Common Stock, no par value                      1,931,514                      \$ 33.43(1)                      \$ 64,570,513(1)

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- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457 (c) and (h) on the basis of the average of the high and low prices of the Common Stock on April 3, 2002, as reported by the Nasdaq Stock Market.

### INCORPORATION BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 filed by the company under Registration Number 333-70237 with respect to securities offered pursuant to the registrant's Amended and Restated 1996 Stock Option Plan, as amended, are hereby incorporated by reference herein. (The registrant changed its name from The InterCept Group, Inc. to InterCept, Inc. on February 25, 2002.)

Part II, Item 8. Exhibits.

The following exhibits are filed with this Registration Statement:

Exhibit Number	Description
-----	-----
4.1	The InterCept Group, Inc. Amended and Restated 1996 Stock Option Plan*
4.2	Amendment to The InterCept Group, Inc. Amended and Restated 1996 Stock Option Plan of The Intercept Group, Inc. dated April 14, 2000**
4.3	Amendment No. 2 to The InterCept Group, Inc. Amended and Restated 1996 Stock Option Plan of The InterCept Group, Inc. dated November 2, 2001, as amended
5	Opinion of Nelson Mullins Riley & Scarborough, L.L.P. regarding legality
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Nelson Mullins Riley & Scarborough, L.L.P. (contained in their opinion filed as Exhibit 5)
24	Power of Attorney (contained within signature page)
*	Incorporated by reference to Exhibit 10.1 to InterCept's Registration Statement on Form S-1 (No. 333-47197) as declared effective by the Securities and Exchange Commission (the "SEC") on June 9, 1998.
**	Incorporated by reference to Exhibit A to InterCept's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 14, 2000.

The exhibit index appears after the signature page of this registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 4th day of April, 2002.

INTERCEPT, INC.

By: /s/ John W. Collins

-----  
John W. Collins  
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors of InterCept, Inc., a Georgia corporation, for himself and not for one another, does hereby constitute and appoint John W. Collins and Scott R. Meyerhoff, and each of them, a true and lawful attorney in his name, place and stead, in any and all capacities, to sign his name to any and all amendments, including post-effective amendments, to this Registration Statement, and to sign a Registration Statement pursuant to Section 462(b) of the Securities Act of 1933, and to cause the same (together with all Exhibits thereto) to be filed with the Securities and Exchange Commission, granting unto said attorneys and each of them full power and authority to do and perform any act and thing necessary and proper to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present, and each of the undersigned for himself hereby ratifies and confirms all that said attorneys or any one of them shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
-----	-----	----
/s/ John W. Collins ----- John W. Collins	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	April 9, 2002
/s/ Donny R. Jackson ----- Donny R. Jackson	Director	April 8, 2002
/s/ Scott R. Meyerhoff ----- Scott R. Meyerhoff	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	April 4, 2002
/s/ John R. Burke ----- John R. Burke	Director	April 4, 2002

Signatures -----	Title -----	Date -----
/s/ Boone A. Knox ----- Boone A. Knox	Director	April 4, 2002
/s/ John D. Schneider, Jr. ----- John D. Schneider, Jr.	Director	April 4, 2002
/s/ Glenn W. Sturm ----- Glenn W. Sturm	Director	April 4, 2002

EXHIBIT INDEX

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Proxy Statement on Schedule 14A filed with the SEC on April 14, 2000.