

Edgar Filing: INTERCEPT GROUP INC - Form 8-K/A

INTERCEPT GROUP INC
Form 8-K/A
August 02, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 24, 2002

INTERCEPT, INC.

(Exact Name of Registrant
as Specified in its Charter)

| | | |
|--|-----------------------------|---|
| Georgia | 01-14213 | 58-2237359 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 3150 Holcomb Bridge Road, Suite 200, Norcross, Georgia | 30071 |
| ----- | ----- |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (770) 248-9600

N/A

(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

The registrant hereby amends its report on Form 8-K filed on June 5, 2002 by deleting the text under Item 7 and replacing it with the following text.

(a) Financial Statements of Business Acquired.

Included as Exhibit 99.1 and 99.2 hereto and incorporated herein by reference.

(b) Pro Forma Financial Information.

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Included as Exhibit 99.3 hereto and incorporated herein by reference.

(c) Exhibits.

| Item No. | Exhibit List |
|----------|---|
| 2.1 | Purchase Agreement (amended and restated) dated as of May 24, 2002, between InterCept, Inc. and Electronic Payment Exchange, Inc..* |
| 99.1 | <p>The following financial statements of Electronic Payment Exchange, Inc. together with the report by Grant Thornton for the periods stated therein:</p> <p>Balance Sheets as of December 31, 2000 and 2001.</p> <p>Statements of Operations for the years ended December 31, 2000 and 2001.</p> <p>Statements of Stockholders' Equity for the years ended December 31, 2000 and 2001.</p> <p>Statements of Cash Flows for the years ended December 31, 2000 and 2001.</p> <p>Notes to Financial Statements.</p> |
| 99.2 | <p>The following financial statements of Electronic Payment Exchange, Inc:</p> <p>Condensed Balance Sheet as of March 31, 2002.</p> <p>Condensed Statement of Operations for the three months ended March 31, 2002.</p> <p>Condensed Statement of Stockholders' Equity (Deficit) for the three months ended March 31, 2002.</p> <p>Condensed Statement of Cash Flows for the three months ended March 31, 2002.</p> <p>Notes to Condensed Financial Statements.</p> |
| 99.3 | <p>The following unaudited pro forma condensed consolidated financial statements of InterCept, Inc., and Electronic Payment Exchange, Inc.</p> <p>Pro Forma Condensed Consolidated Statement of Operations for the year ended</p> <p>December 31, 2001 and for the three months ended March 31, 2002.</p> <p>Pro Forma Condensed Consolidated Balance Sheet as of March 31, 2002.</p> |

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Notes to Pro Forma Condensed Consolidated Financial
Information.

* Previously filed with the registrant's Current Report on Form 8-K filed June
5, 2002.

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 hereunto duly authorized.

THE INTERCEPT GROUP, INC.

By: /s/ Scott R. Meyerhoff

Scott R. Meyerhoff
Chief Financial Officer

Dated: August 2, 2002