

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

JANA PARTNERS LLC
Form SC 13D/A
May 28, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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.6)

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 26, 2004

(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.

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).

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

JANA PARTNERS LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

| | | |
|---|---|-------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 1,914,737 |

| | |
|---|---------------------|
| 8 | SHARED VOTING POWER |
| | -0- |

| | |
|---|------------------------|
| 9 | SOLE DISPOSITIVE POWER |
| | 1,914,737 |

| | |
|----|--------------------------|
| 10 | SHARED DISPOSITIVE POWER |
| | -0- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,914,737

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.4%

14 TYPE OF REPORTING PERSON*

IA

=====

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, Amendment No. 2 relating to the Event Date of April 29, 2004, Amendments No. 3 and No. 4 relating to the Event Date of May 3, 2004 (collectively, the "Schedule 13D"), and Amendment No. 5 relating to the Event Date of May 20, 2004 is hereby amended and supplemented as set forth below by this Amendment No. 6 to the Schedule 13D.

Item 4. Purpose of Transaction.

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

On May 26, 2004, the Reporting Person filed a Memorandum of Law in Support of Expedited Treatment and For Entry of Declaratory Judgment (the "Memorandum") in Georgia federal court seeking a declaration that the Reporting Person's proposal to amend Section 3.3 of the Issuer's bylaws, to be considered at the Issuer's 2004 Annual Meeting, is valid and may be adopted by the shareholders. More information is available in the Memorandum, a copy of which is attached as exhibit 7 hereto.

Item 5. Interest in Securities of the Issuer.

Item 5(a) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The aggregate percentage of Shares of Common Stock reported owned beneficially by the Reporting Person is based upon 20,288,562 Shares outstanding, which is the total number of Shares of Common Stock outstanding as of May 7, 2004, as reported in the Issuer's Form 10-Q for the quarter ending March 31, 2004, filed by the Issuer on May 10, 2004.

As of the close of business on May 27, 2004, JANA Partners LLC beneficially owned 1,914,737 Shares of Common Stock, constituting approximately 9.4% of the Shares outstanding.

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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.

Dated: May 28, 2004

JANA PARTNERS LLC

By: /s/ Barry S. Rosenstein

Barry S. Rosenstein
Managing Director

By: /s/ Gary Claar

Gary Claar
Managing Director

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

JANA PARTNERS LLC

| Shares of Common Stock Purchased (Sold) ----- | Price Per Share (\$) ----- | Date of Purchase (Sale) ----- |
|---|----------------------------------|-------------------------------------|
| 218, 610 | \$12.3390 | 03/10/04 |
| 160,000 | \$12.7084 | 03/11/04 |
| 50,000 | \$12.4533 | 03/12/04 |
| 80,000 | \$11.9757 | 03/15/04 |
| 67,600 | \$11.4782 | 02/23/04 |
| 201,027 | \$10.7546 | 03/24/04 |
| 50,000 | \$10.8500 | 03/25/04 |
| 112,700 | \$11.6988 | 03/30/04 |
| 95,400 | \$12.0020 | 03/31/04 |
| 176,200 | \$12.2856 | 04/01/04 |
| 173,900 | \$12.4782 | 04/02/04 |
| 150,500 | \$12.4860 | 04/05/04 |
| 84,000 | \$12.8200 | 04/07/04 |
| 20,000 | \$12.9000 | 04/12/04 |
| 156,500 | \$14.7800 | 05/11/04 |
| 14,200 | \$13.7296 | 05/19/04 |
| 48,000 | \$13.5900 | 05/20/04 |
| 31,100 | \$14.4834 | 05/21/04 |
| 25,000 | \$15.0011 | 05/25/04 |