

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1999-03-26** | Period of Report: **1999-03-22**  
SEC Accession No. **0000931763-99-000840**

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FILER

**INTERCEPT GROUP INC**

CIK: **1054930** | IRS No.: **582237359** | State of Incorpor.: **GA** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-14213** | Film No.: **99574530**  
SIC: **6099** Functions related to depository banking, nec

Mailing Address  
3150 HOLCOMB BRIDGE  
ROAD SUITE 200  
NORTCROSS GA 30071

Business Address  
3150 HOLCOMB BRIDGE  
ROAD SUITE 200  
NORTCROSS GA 30071  
7702489600

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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

Date of Report (Date of earliest event reported): March 22, 1999  
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THE INTERCEPT GROUP, INC.  
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(Exact Name of Registrant  
as Specified in its Charter)

Georgia

01-14213

58-2237359

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(State or Other  
Jurisdiction of  
Incorporation)

-----  
(Commission  
File Number)

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(I.R.S. Employer  
Identification No.)

3150 Holcomb Bridge Road, Suite 200, Norcross, Georgia

30071

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(Address of Principal Executive Offices)

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(Zip Code)

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

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

Item 5. Other Events.

On March 22, 1999, the Registrant issued the press release attached hereto as Exhibit 99.1, which is incorporated herein by reference. The press release relates to the announcement by Registrant that its common stock has been

approved for listing on The Nasdaq National Market.

Item 6. Financial Statements, ProForma Financial Information and Exhibits

(c) Exhibits

Item No. Exhibit List

99.1 Press release dated March 22, 1999 issued by the Registrant.

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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

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Scott R. Meyerhoff  
Chief Financial Officer

Dated: March 26, 1999

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EXHIBIT LIST

Exhibit No.	Description
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99.1	Press release dated March 22, 1999 issued by the Registrant.

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PRESS RELEASE

Contact: Scott R. Meyerhoff  
Chief Financial Officer  
(770) 840-2530

THE INTERCEPT GROUP, INC. COMMON STOCK TO BEGIN  
TRADING ON THE NASDAQ NATIONAL MARKET

NORCROSS, Georgia (March 22, 1999) \* The InterCept Group, Inc. (AMEX: ICG) today announced that its common stock has been approved for listing on The Nasdaq National Market. It is anticipated that on March 29, 1999, the Company's common stock will begin trading on Nasdaq under the symbol ICPT. InterCept currently has approximately 9.25 million shares of common stock outstanding.

"Listing on The Nasdaq National Market marks an important milestone for InterCept and highlights the strong growth the Company has achieved since our initial public offering," commented John W. Collins, chairman of the board and chief executive officer of The InterCept Group, Inc. "We believe that the listing on Nasdaq will broaden the exposure and liquidity of InterCept's shares and further enhance the value of our stock to our shareholders."

The InterCept Group, Inc. is a financial technology and services company that serves community financial institutions as a single source for a variety of services including EFT/ATM processing, core banking software & processing, data communications management, debit card programs, equipment sales & service, and merchant portfolio management. InterCept also offers InterCept Switch, "The Surcharge-Free Network", a surcharge free ATM network that allows members to waive their cardholders' ATM fees while retaining the ability to surcharge non-member customers. Each of these products and services helps keep community financial institutions competitive in today's marketplace. Additional information about The InterCept Group can be found on the Company's website at [www.intercept.net](http://www.intercept.net).

This release contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as

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amended. These statements appear in a number of places in this release and include all statements that are not statements of historical fact regarding the intent, belief or expectations of the Company and its management with respect

to, among other things: (i) the anticipated impact of certain events and circumstances; (ii) trends affecting the Company; and (iii) the Company's growth and operating strategy. Words like "may," "will," "anticipate," "believe," "intend," "plans," "allows," "strategy" and similar expressions are intended to identify forward-looking statements. Such forward-looking statements are not guarantees of future performance and actual results may differ materially from those projected in the forward-looking statements as a result of the Company's brief combined operating history, its ability to obtain and manage growth, risks related to acquisitions and the integration of acquired assets and businesses, acceptance and reliability of new technologies, customer attrition, competition and various other factors discussed in detail in the Company's filings with the Securities and Exchange Commission, including the "Risk Factors" section in InterCept's Registration Statement on Form S-1 (Registration No. 333-47197), as declared effective on June 9, 1998.

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