

Edgar Filing: NETZEE INC - Form SC 13G

NETZEE INC  
Form SC 13G  
February 14, 2002

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/          OMB APPROVAL          /
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT  
TO 13d-2(b)

Under the Securities Exchange Act of 1934

Netzee, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

64122W306

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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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 CUSIP NO. 64122W306  
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Page 2 of 6 Pages

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 1 NAMES OF REPORTING PERSONS. The InterCept Group, Inc.  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

58-2237359

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

-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION Georgia

-----  
 5 SOLE VOTING POWER 944,709

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 6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER 0

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 7 SOLE DISPOSITIVE POWER 944,709

-----  
 8 SHARED DISPOSITIVE POWER 0

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 944,709

-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (SEE INSTRUCTIONS)

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 28.1%

-----  
 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 CO

=====  
 Item 1

- (a) Name of Issuer:  
     Netzee, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
     6190 Powers Ferry Road, Suite 400  
     Atlanta, Georgia 30339

Item 2

- (a) Name of Person Filing:

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The InterCept Group, Inc.

- (b) Address of Principal Business Office or, if none, Residence:  
3150 Holcomb Bridge Road, Suite 200  
Norcross, Georgia 30071
- (c) Citizenship:  
Georgia, United States
- (d) Title of Class of Securities:  
Common Stock
- (e) CUSIP Number:  
64122W306

Item 3. If this statement is filed pursuant to (S)240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with (S)240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with (S)240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with (S)240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with (S)240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
944,709
- (b) Percent of class:  
28.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 944,709
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 944,709
  - (iv) Shared power to dispose or to direct the disposition of 0

Instruction. For computations regarding securities which represent a right to acquire an underlying security see (S)240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the  
Not Applicable.

Item 8. Identification and Classification of Members of the Group.  
Not Applicable.

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Item 9. Notice of Dissolution of a Group  
Not Applicable.

Item 10. Certification  
Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2002

-----  
Date

The InterCept Group, Inc.

/s/ Scott R. Meyerhoff

-----  
Signature

Scott R. Meyerhoff,  
Chief Financial Officer and  
Secretary

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Name/Title