

ICAD INC  
Form 8-K  
December 16, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**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): December 13, 2016**

**iCAD, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-9341**  
**(Commission**  
  
**File Number)**  
**98 Spit Brook Road, Suite 100**  
  
**Nashua, NH 03062**

**02-0377419**  
**(IRS Employer**  
  
**Identification No.)**

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**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (603) 882-5200**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

In December 2016, the members of iCAD's Board of Directors (the Board) agreed that they will receive stock options or restricted stock in lieu of the cash payments to which they would otherwise have been entitled for director services for 2017.

**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.

**iCAD, INC.**

Dated: December 16, 2016

/s/ Richard Christopher  
Richard Christopher

Chief Financial Officer