

ICAD INC  
Form 8-K  
October 21, 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): October 18, 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**

**02-0377419**  
**(IRS Employer**

**Identification No.)**

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**Nashua, NH 03062**

**(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 18, 2016, iCAD, Inc. (the Company ) granted restricted shares of Company common stock (the Restricted Shares ) to Kenneth Ferry and Stacey Stevens. Mr. Ferry received 75,000 Restricted Shares that will vest in equal quantities over a three year period from the grant date of such shares. Mr. Ferry also received 75,000 Restricted Shares that will vest in accordance with performance criteria based on revenue growth. Ms. Stevens received 37,500 Restricted Shares that will vest in equal quantities over a three year period from the grant date and 37,500 Restricted Shares that vest in accordance with performance criteria based on revenue growth.

**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: October 21, 2016

/s/ Kenneth Ferry  
Kenneth Ferry  
Chief Executive Officer