

ICAD INC  
Form 8-K  
March 05, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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) March 5, 2014**

**iCAD, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-9341**  
**(Commission**  
**File Number)**

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

**98 Spit Brook Road, Suite 100, Nashua, New  
Hampshire**

**03062**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**(603) 882-5200**

**(Registrant's Telephone Number, Including Area Code)**

**Not applicable**

**(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 7.01. Regulation FD Disclosure.**

On March 5, 2014, iCAD, Inc. issued a press release announcing that it intends to offer 2,000,000 shares of its common stock in a firm commitment underwritten public offering, subject to market and other conditions. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit No.	Description of Exhibit
99.1	Press Release of iCAD, Inc., dated March 5, 2014

**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 thereunto duly authorized.

iCAD, Inc.  
(Registrant)

By: /s/ Kevin Burns  
Kevin Burns  
Chief Financial Officer and Chief  
Operating Officer  
Date: March 5, 2014

EXHIBIT INDEX

Exhibit	Description of Exhibit
No.	
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