

ICAD INC  
Form 8-K/A  
September 30, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**to**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 15, 2014**

**ICAD, INC.**

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

**Delaware**  
**(State or Other Jurisdiction**

**1-9341**  
**(Commission**

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

**of Incorporation)**

**File Number)**

**Identification No.)**

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

**03062**

**(Address of Principal Executive Offices)**

**(Zip Code)**

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

**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):

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- .. 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))

### **Explanatory Note**

On July 18, 2014, iCAD, Inc., a Delaware Corporation (the Registrant ), filed a Current Report on Form 8-K (the Initial Form 8-K ) reporting its entrance into an Asset Purchase Agreement (the Radion Purchase Agreement ) by and between the Registrant and Radion, Inc., a Delaware corporation ( Radion ) and its entrance into an Asset Purchase Agreement (the DermEbx Purchase Agreement and, together with the Radion Purchase Agreement, the Purchase Agreements ) by and among the Registrant, Radion Capital Partners, LLC, a California limited liability company ( RCP ) and DermEbx, a series of RCP ( DermEbx and, together with Radion, the Sellers ).

This Amendment No. 1 on Form 8-K/A amends and supplements the Initial Form 8-K and is being filed to provide the historical financial information required and the pro forma financial information required pursuant to Items 9.01(a) and 9.01(b) of Form 8-K, respectively. In accordance with the requirements of Item 9.01 of Form 8-K, this Amendment No. 1 on Form 8-K/A is being filed within 71 calendar days of the date that the Initial Form 8-K was required to be filed.

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

##### **(a) Financial Statements of Businesses Acquired.**

The following audited and unaudited financial statements as required by Item 9.01(a) are attached hereto as Exhibits to this Current Report on Form 8-K/A and are incorporated herein by reference.

- (i.) Report of Independent Auditor
- (ii.) Audited Financial Statements of Radion, Inc. and Affiliate for the year ended December 31, 2013
- (iii.) Unaudited Financial Statements of Radion, Inc. and Affiliate as of June 30, 2014 and for the six months ended June 30, 2014 and 2013

##### **(b) Pro Forma Financial Information.**

The following Unaudited Pro Forma financial statements include the Consolidated Balance Sheet as required by Item 9.01(b), giving operational assets and certain liabilities relating to the business and product lines of iCAD, Inc and subsidiaries as if the acquisition had been completed on June 30, 2014, and consolidated statement of operations for the year ended December 31, 2013 and the six months ended June 30, 2014, as if the acquisition had been completed on January 1, 2013 and are attached hereto as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated herein by reference.

- (i.) Unaudited Consolidated Pro Forma Balance Sheet as of June 30, 2014
- (ii.) Unaudited Consolidated Pro Forma Statement of Operations for the year ended December 31, 2013

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(iii.) Unaudited Consolidated Pro Forma Statement of Operations for the six months ended June 30, 2014

(iv.) Notes to unaudited consolidated Pro Forma financial statements

**(d) Exhibits.**

- 2.1\* Asset Purchase Agreement by and between iCAD, Inc. and Radion, Inc., dated as of July 15, 2014.
- 2.2\* Asset Purchase Agreement by and among iCAD, Inc., Radion Capital Partners, LLC and DermEbx, a series of Radion Capital Partners, LLC, dated as of July 15, 2014.
- 23.1 Consent of Independent Auditor
- 99.1 Report of Independent Auditor
- 99.2 Audited Consolidated Financial Statements of Radion, Inc. and Affiliate for the year ended December 31, 2013
- 99.3 Unaudited Consolidated Financial Statements of Radion, Inc. and Affiliate for the six months ended June 30, 2014 and 2013
- 99.4 Unaudited Pro Formas

\* The Registrant has omitted certain schedules and exhibits in accordance with Item 601(b)(2) of regulation S-K and shall furnish the omitted schedules and exhibits to the Commission upon request. Filed with the initial Form 8-K on July 18, 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 C. Burns  
Kevin Burns  
Chief Financial Officer and  
Chief Operating Officer

Date: September 29, 2014