

ICAD INC  
Form 8-K  
December 09, 2015

**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) December 7, 2015**

**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**

**(Address of Principal Executive Offices)**

**(603) 882-5200**

**03062**

**(Zip Code)**

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

**(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 December 7, 2015, the Company increased the size of its Board of Directors to nine people. Following the increase in the size of the Board, the Board appointed Andrew Sassine to fill the vacancy created by such increase. There are no arrangements or understandings between Mr. Sassine and any other persons pursuant to which Mr. Sassine was appointed a director of the Company. There have been no transactions nor are there any proposed transactions between the Company and Mr. Sassine that would require disclosure pursuant to Item 404(a) of Regulation S-K.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 7, 2015, the Board of Directors approved by unanimous consent to amend the Company's Amended and Restated By-laws to increase the size of the Board from eight to nine.

**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 Operating Officer, President and  
Chief Financial Officer, Treasurer and  
Secretary

Date: December 9, 2015