

ICAD INC  
Form 8-K  
May 06, 2016

**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) May 4, 2016**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

At the Company's Annual Meeting of Stockholders held on May 4, 2016, the stockholders of the Company entitled to vote at the meeting voted to (i) elect the nine individuals named below to serve as directors of the Company to hold office until the Annual Meeting of Stockholders to be held in 2017 and until their successors have been duly elected and qualified, (ii) approve the Company's 2016 Stock Incentive Plan, (iii) not approve, by non-binding advisory vote, the Company's Say on Pay Vote and (iv) approve to ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

1) The votes cast by stockholders with respect to the election of directors were as follows:

| Names of Nominees   | Number of Votes For | Number of      |                  |
|---------------------|---------------------|----------------|------------------|
|                     |                     | Votes Withheld | Broker Non-Votes |
| Dr. Lawrence Howard | 7,256,564           | 115,748        | 6,300,516        |
| K Kenneth Ferry     | 7,255,499           | 116,813        | 6,300,516        |
| Dr. Rachel Brem     | 4,389,528           | 2,982,784      | 6,300,516        |
| Anthony Ecock       | 6,763,147           | 609,165        | 6,300,516        |
| Dr. Robert Goodman  | 7,083,195           | 289,117        | 6,300,516        |
| Steven Rappaport    | 7,254,044           | 118,268        | 6,300,516        |
| Andrew Sassine      | 7,284,023           | 88,289         | 6,300,516        |
| Somu Subramaniam    | 4,380,658           | 2,991,654      | 6,300,516        |
| Dr. Elliot Sussman  | 4,015,249           | 3,357,063      | 6,300,516        |

2) The votes cast by stockholders with respect to the iCAD, Inc. 2016 Stock Incentive Plan:

5,740,403 shares FOR the proposal, 1,595,685 shares AGAINST the proposal, 36,224 ABSTENTIONS and 6,300,516 BROKER NON-VOTES.

3) The votes cast by stockholders with respect to the non-binding advisory vote on executive officer compensation were as follows:

3,021,140 shares FOR the proposal, 4,286,271 shares AGAINST the proposal, 64,901 ABSTENTIONS and 6,300,516 BROKER NON-VOTES.

4) The votes cast by stockholders with respect to the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 were as follows:

13,520,374 shares FOR the proposal, 115,734 shares AGAINST the proposal and 36,730 ABSTENTIONS.

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  
President, Chief Financial Officer & Chief  
Operating Officer

Date: May 6, 2016