

Go Jonathan
Form 3
January 17, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Go Jonathan		(Month/Day/Year)	ICAD INC [icad]	
(Last)	(First)	(Middle)	01/15/2019	
C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NASHUA, NH 03062			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Technology Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value	119,270 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options	Â (2)	03/29/2021	Common Stock, \$0.01 par value 20,000	\$ 5.75	D	Â
Stock Options	Â (2)	11/10/2021	Common Stock, \$0.01 par value 30,000	\$ 3.15	D	Â
Stock Options	Â (2)	02/07/2022	Common Stock, \$0.01 par value 20,000	\$ 2.9	D	Â
Stock Options	Â (2)	09/25/2022	Common Stock, \$0.01 par value 45,000	\$ 2.27	D	Â
Stock Options	Â (2)	06/19/2024	Common Stock, \$0.01 par value 10,000	\$ 6.68	D	Â
Stock Options	Â (2)	02/05/2025	Common Stock, \$0.01 par value 12,500	\$ 9	D	Â
Stock Options	Â (3)	01/15/2029	Common Stock, \$0.01 par value 25,000	\$ 4.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Go Jonathan C/O ICAD, INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062	Â	Â	Â Chief Technology Officer	Â

Signatures

/s/Annette Heroux,
Attorney-in-Fact

01/17/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Includes (i) 16,667 shares vested under a Restricted Stock Award of 25,000 shares granted on August 15, 2016 and (ii) 10,000 shares under a Restricted Stock Award of 30,000 shares granted on September 18, 2017. Does not include 28,333 shares that remain subject to vesting.
- (1) Currently exercisable in full.
 - (2) Vesting in three equal installments on January 15, 2020, January 15, 2021 and January 15, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.