

ICAD INC  
Form 8-K  
July 21, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): July 19, 2011**

**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)

**03062**

(Zip Code)

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

(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:

- 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 July 19, 2011 the stockholders of the Company entitled to vote at the meeting voted to (i) elect the eight individuals named below to serve as directors of the Company to hold office until the Annual Meeting of Stockholders to be held in 2012 and until their successors have been duly elected and qualified and (ii) ratify the appointment of BDO USA as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

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

| Names of Nominees   | Number of Votes | Number of      | Broker     |
|---------------------|-----------------|----------------|------------|
|                     | For             | Votes Withheld | Non-Votes  |
| Dr. Lawrence Howard | 25,104,473      | 1,214,991      | 21,004,920 |
| Kenneth Ferry       | 25,099,017      | 1,220,447      | 21,004,920 |
| Dr. Rachel Brem     | 25,106,051      | 1,213,413      | 21,004,920 |
| Anthony Ecock       | 25,106,081      | 1,213,383      | 21,004,920 |
| Michael Klein       | 20,381,411      | 5,938,053      | 21,004,920 |
| Steven Rappaport    | 25,038,409      | 1,281,055      | 21,044,920 |
| Somu Subramaniam    | 25,163,273      | 1,156,191      | 21,004,920 |
| Dr. Elliot Sussman  | 25,100,773      | 1,218,691      | 21,004,920 |

2) 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, 2011 were as follows:

46,943,036 shares For the proposal, 292,909 shares Against the proposal and there were 88,439 Abstentions. There were no broker non-votes with respect to this proposal.

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: Kevin C. Burns  
Kevin C. Burns  
Executive Vice President of Finance and  
Chief Financial Officer

Date: July 21, 2011