ICAD INC Form 4 February 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Go Jonathan	2. Issuer Name and Ticker or Trading Symbol ICAD INC [ICAD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
98 SPIT BROOK RD. STE. 100	(Month/Day/Year) 02/05/2015	Director 10% Owner Officer (give title Other (specify below) SVP Research and Development		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_Form filed by One Reporting Person		
NASHUA, NH 03062		Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
			Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned

					• •		•
1.Title of	2. Transaction Date		3.	4. Securities Acquired		6. Ownership	
Security	(Month/Day/Year)	Execution Date, if		on(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
				or	(Instr. 3 and 4)		
			Code V	Amount (D) Price	(msu. 3 and 4)		
Common Stock	02/05/2015		A	$\frac{12,500}{(1)}$ A \$0	69,500	D	

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share		
Option (right to buy)	\$9	02/05/2015		A	12,500	02/05/2016(2)	02/05/2025	Common Stock	12,500		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Go Jonathan 98 SPIT BROOK RD. STE. 100 NASHUA, NH 03062

SVP Research and Development

Signatures

/s/Annette Heroux, Attorney-in-fact

02/09/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Restricted stock awards will vest in three equal annual installments beginning 12 months from the date of grant.
- (2) The options are exercisable annually in three equal increments beginning twelve months from the date of grant.

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.

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