

**iCAD, Inc.**  
**98 Spit Brook Road, Suite 100**  
**Nashua, New Hampshire 03062**

April 10, 2014

Dear Fellow Stockholders:

You are cordially invited to attend iCAD, Inc.'s Annual Meeting of Stockholders which will be held on Thursday, May 15, 2014, at 10:00 A.M. (local time), at the offices of Blank Rome LLP, 24th Floor, Boardroom, 405 Lexington Avenue, New York, NY 10174.

The Notice of Annual Meeting and Proxy Statement, which follow, describe the business to be conducted at the meeting.

Your vote is very important. Whether or not you plan to attend the meeting in person, we will appreciate a prompt submission of your vote. We hope to see you at the meeting.

Cordially,

A handwritten signature in cursive script that reads "Ken Ferry". The signature is written in black ink and is positioned above the printed name and title.

Kenneth Ferry  
President and Chief Executive Officer

**iCAD, Inc.**  
**98 Spit Brook Road, Suite 100**  
**Nashua, New Hampshire 03062**  
**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON MAY 15, 2014**

To the Stockholders of iCAD, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of iCAD, Inc. (the "Company") will be held on Thursday, May 15, 2014, at 10:00 A.M. (local time), at the offices of Blank Rome LLP, 24th Floor, Boardroom, 405 Lexington Avenue, New York, NY 10174, for the following purposes:

1. To elect eight directors to serve until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified;
2. To consider and vote upon the proposal to amend the iCAD, Inc. 2012 Stock Incentive Plan to increase the number of shares of Common Stock available thereunder from 600,000 to 1,600,000 shares;
3. To approve, by non-binding advisory vote, the resolution approving named executive officer compensation ("Say on Pay Vote");
4. To ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; and
5. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only stockholders of record at the close of business on March 28, 2014 are entitled to notice of and to vote at the Annual Meeting or any adjournments thereof.

Your Board of Directors believes that the election of the nominees specified in the accompanying proxy statement as directors at the Annual Meeting is in the best interest of the Company and its stockholders and, accordingly, unanimously recommends a vote "**FOR**" such nominees. The Board of Directors recommends that you vote "**FOR**" approving the proposal to increase the number of shares authorized for issuance in the 2012 Stock Incentive Plan, and "**FOR**" the Say on Pay Vote. Further, the Board of Directors recommends a vote "**FOR**" ratifying the appointment of BDO USA, LLP ("BDO") as the Company's independent registered public accounting firm.

By Order of the Board of Directors,

Kevin C. Burns  
Chief Operating Officer, Executive Vice President and Chief  
Financial Officer, Treasurer and Secretary

April 10, 2014

**PLEASE NOTE THAT ATTENDANCE AT THE ANNUAL MEETING WILL BE LIMITED TO STOCKHOLDERS OF iCAD, INC. AS OF THE RECORD DATE (OR THEIR AUTHORIZED REPRESENTATIVES) HOLDING EVIDENCE OF OWNERSHIP. IF YOUR SHARES ARE HELD BY A BANK OR BROKER, PLEASE BRING TO THE MEETING YOUR BANK OR BROKER STATEMENT EVIDENCING YOUR BENEFICIAL OWNERSHIP OF iCAD, INC. STOCK TO GAIN ADMISSION TO THE MEETING.**

**iCAD, Inc.**  
**PROXY STATEMENT**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON MAY 15, 2014**

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (“Board”) of iCAD, Inc. (the “Company”, “iCAD”, “we”, “us”, or “our”) for use at the Annual Meeting of Stockholders (the “Annual Meeting”) to be held on May 15, 2014, including any adjournment or adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

Management intends to mail this proxy statement and the accompanying form of proxy to stockholders on or about April 10, 2014.

Proxies in the accompanying form, duly executed and returned to the management of the Company and not revoked, will be voted at the Annual Meeting. Any proxy given pursuant to such solicitation may be revoked by the stockholder at any time prior to the voting of the proxy by a subsequently dated proxy, by written notification to the Secretary of the Company, or by personally withdrawing the proxy at the meeting and voting in person.

The address and telephone number of the principal executive offices of the Company are:

98 Spit Brook Road,  
Suite 100  
Nashua, NH 03062  
Telephone No.:  
(603) 882-5200

**If your shares are held in street name through a broker, bank, or other nominee, you need to contact the record holder of your shares regarding how to revoke your proxy.**

At the Annual Meeting, the stockholders of the Company will vote on proposals (1) to elect eight individuals to serve as directors, (2) to approve an amendment to the Company’s 2012 Stock Incentive Plan to increase the shares available thereunder from 600,000 to 1,600,000, (3) to approve by non-binding advisory vote on the resolution regarding named executive compensation, (4) to ratify the appointment of BDO USA, LLP as the Company’s independent accountants for the fiscal year ending December 31, 2014 and (5) any other matters properly brought before the Annual Meeting or any adjournment or adjournments thereof.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on May 15, 2014: This Proxy Statement and the Company’s Annual Report to Stockholders are available for review on the Internet at <http://www.cstproxy.com/icadmed/2014>.**

**Your Vote is Important**

Please vote as promptly as possible by signing, dating and returning the enclosed Proxy Card. You may also vote by attending the meeting Annual Meeting and voting in person.

## **OUTSTANDING STOCK AND VOTING RIGHTS**

Only holders of the Company's Common Stock at the close of business on March 28, 2014, (the "Record Date") are entitled to receive notice of and to vote at the Annual Meeting. As of the Record Date, the Company had 13,773,352 shares of Common Stock outstanding. Each share of Common Stock is entitled to one vote on all matters. There are no cumulative voting rights.

### **VOTING PROCEDURES**

The directors will be elected by the affirmative vote of the holders of a plurality of the shares of Common Stock that are present in person or represented by proxy at the Annual Meeting, provided a quorum is present. Therefore, the nominees receiving the greatest number of votes cast at the meeting will be elected as directors of the Company. All other matters at the Annual Meeting will be decided by the affirmative vote of the holders of a majority of the votes represented by the shares of Common Stock cast with respect thereto, provided a quorum is present. A quorum is present if, as of the Record Date, at least a majority of the shares entitled to vote at the Annual Meeting are present in person or represented by proxy at the Annual Meeting.

Votes will be counted and certified by one or more Inspectors of Election who are expected to be an employee of either Continental Stock Transfer & Trust Company, the transfer agent for the Common Stock or a representative of the Company's legal counsel. In accordance with Delaware law, abstentions and "broker non-votes" (*i.e.*, proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owner or other person entitled to vote shares as to a matter with respect to which the brokers or nominees do not have discretionary power to vote) will be treated as present for purposes of determining the presence of a quorum. Abstentions and broker non-votes will have no effect on the election of directors. For purposes of determining approval of any other matter presented at the meeting, abstentions will be deemed present and entitled to vote and will, therefore, have the same legal effect as a vote "against" a matter presented at the meeting. Broker non-votes will be deemed not entitled to vote on the subject matter as to which the non-vote is indicated and will, therefore, have no legal effect on the vote on that particular matter.

Proxies will be voted in accordance with the instructions thereon. Unless otherwise stated, all shares represented by a proxy will be voted as instructed. If a proxy is executed but no instructions as to how to vote are given, the persons named as proxies in the accompanying proxy card intend to vote to ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 described below. The other matters to be voted upon at this meeting are considered "non-routine" and brokers may not vote such matters in their discretion in the absence of specific instructions from the stockholder.

### **PROPOSAL I ELECTION OF DIRECTORS**

The Company's Certificate of Incorporation provides for the annual election of all of its directors. Currently, at each Annual Meeting of Stockholders, directors are elected to serve until the next Annual Meeting of Stockholders and until their respective successors are elected and qualified or until the director's earlier resignation or removal.

At the Annual Meeting, proxies granted by stockholders will be voted individually for the election, as directors of the Company, of the eight persons listed below, unless a proxy specifies that it is not to be voted in favor of a nominee for director. In the event any of the nominees listed below is unable to serve, it is intended that the proxy will be voted for such other nominees as are designated by the Board of Directors. Each of the persons named below, who are presently members of the Company's Board of Directors, has indicated to the Board of Directors of the Company that he or she will be available to serve.

All nominees have been recommended by the Company's Nominating and Corporate Governance Committee.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES SPECIFIED BELOW.**

The following table sets forth the name, age and principal occupation of the nominees for election at this Annual Meeting and the length of continuous service as a director of the Company. In addition to the information presented below regarding each director’s specific experience, qualifications, attributes and skills that led our Board to the conclusion that he or she should serve as a director, we also believe that all of our directors have a reputation for integrity, honesty and adherence to high ethical standards. They each have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to iCAD and our Board.

<u>Name</u>	<u>Age</u>	<u>Principal Occupation or Employment</u>	<u>Director Since</u>
Dr. Lawrence Howard	61	General Partner of Hudson Ventures, LP	2006
Kenneth Ferry	60	President and Chief Executive Officer, iCAD, Inc.	2006
Rachel Brem, MD	55	Professor and Vice Chair, Department of Radiology, The George Washington University, Washington, DC, Associate Director of the George Washington Cancer Institute	2004
Anthony Ecock	52	General Partner, Welsh, Carson, Anderson & Stowe	2008
Robert Goodman, MD	73	Physician, Jersey City Radiation Oncology	Nominated in March 2014
Steven Rappaport	65	Partner, RZ Capital, LLC	2006
Somu Subramaniam	59	Managing Partner, New Science Ventures	2010
Elliot Sussman, MD	62	Chairman of the Villages Health and Professor of Medicine, University of South Florida College of Medicine	2002

*Dr. Lawrence Howard* was appointed Chairman of the Board in 2007 and has been a director of the Company since November 2006. Dr. Howard has been, since March 1997, a general partner of Hudson Ventures, L.P. (formerly known as Hudson Partners, L.P.), a limited partnership that is the general partner of Hudson Venture Partners, L.P. (“HVP”), a limited partnership that is qualified as a small business investment company. Since March 1997, Dr. Howard has also been a managing member of Hudson Management Associates LLC, a limited liability company that provides management services to HVP. Since November 2000, Dr. Howard has been a General Partner of Hudson Venture Partners II, and a limited partner of Hudson Venture II, L.P. We believe Dr. Howard’s qualifications to serve on our Board of Directors include his financial expertise and his understanding of our products and market.

*Kenneth Ferry* has served as the Company’s President and Chief Executive Officer since May 2006. He has over 25 years of experience in the healthcare technology field, with more than 10 years’ experience in senior management positions. Prior to joining the Company, from October 2003 to May 2006, Mr. Ferry was Senior Vice President and General Manager for the Global Patient Monitoring business for Philips Medical Systems, a leader in the medical imaging and patient monitoring systems business. In this role he was responsible for Research & Development, Marketing, Business Development, Supply Chain and Manufacturing, Quality and Regulatory, Finance and Human Resources. From September 2001 to October 2003, Mr. Ferry served as a Senior Vice President in the

North America Field Organization of Philips Medical Systems. From 1983 to 2001, Mr. Ferry served in a number of management positions with Hewlett Packard Company, a global provider of products, technologies, software solutions and services to individual consumers and businesses and Agilent Technologies, Inc., a provider of core bio-analytical and electronic measurement solutions to the communications, electronics, life sciences and chemical analysis industries. We believe Mr. Ferry's qualifications to serve on our Board of Directors include his global executive leadership skills and significant experience as an executive in the healthcare industry.

*Dr. Rachel Brem* is currently the Professor and Vice Chairman in the Department of Radiology at The George Washington University Medical Center and Associate Director of the George Washington Cancer Institute. Dr. Brem has been at the George Washington University since 2000. From 1991 to 1999 Dr. Brem was at the Johns Hopkins Medical Institution where she introduced image guided minimally invasive surgery and previously was the Director of Breast Imaging. Dr. Brem is a nationally and internationally recognized expert in new technologies for the improved diagnosis of breast cancer and has published over 80 manuscripts. We believe Dr. Brem's qualifications to serve on our Board of Directors include her expertise in the medical field specifically the diagnosis of breast cancer as well as her understanding of our products and market.

*Anthony Ecock* is a General Partner with the private equity investment firm of Welsh, Carson, Anderson & Stowe ("WCAS"), which he joined in 2007. He has over 25 years of experience in the healthcare field with 8 years in senior management positions at leading healthcare technology companies. At WCAS, Mr. Ecock leads the Resources Group, a team responsible for helping its 30 portfolio companies identify and implement initiatives to increase growth, earnings and cash flow. Before joining WCAS, he served as Vice President and General Manager of GE Healthcare's Enterprise Sales organization from 2003 to 2007. From 1999 to 2003, he served as Senior Vice President and Global General Manager of Hewlett Packard's, then Agilent's and finally Philips' Patient Monitoring divisions. Mr. Ecock spent his early career at the consulting firm of Bain & Company, where he was a Partner in the healthcare and technology practices and Program Director for Consultant Training. We believe Mr. Ecock's qualifications to serve on our Board of Directors include his financial expertise and his years of experience in the healthcare and technology markets.

*Dr. Robert Goodman* is a radiation oncologist who oversees all aspects of care at Jersey City Radiation Oncology. Dr. Goodman has served with Jersey Radiation Oncology since 2001. Prior to joining Jersey City Radiation Oncology, from 1998-2011, Dr. Goodman served as the chair of Radiation Oncology at St. Barnabas Medical Center. From 1977 to 1990, Dr. Goodman served as the Pancoast Professor and Chair of the Department of Radiation Oncology at the University of Pennsylvania. Dr. Goodman also has served as Acting Executive Director of the Hospital of the University of Pennsylvania. He has published extensively in the oncology literature in highly respected peer-reviewed journals and has co-authored a textbook on breast cancer. We believe Dr. Goodman's qualifications to serve on our Board of Directors include his extensive clinical background and his business leadership experience.

*Steven Rappaport* has been a partner of RZ Capital, LLC since July 2002, a private investment firm that also provides administrative services for a limited number of clients. From March 1995 to July 2002, Mr. Rappaport was Director, President and Principal of Loanet, Inc., an online real-time accounting service used by brokers and institutions to support domestic and international securities borrowing and lending activities. Loanet, Inc. was acquired by SunGard Data Systems in May 2001. From March 1992 to December 1994, Mr. Rappaport was Executive Vice President of Metallurg, Inc. ("Metallurg"), a producer and seller of high quality specialty metals and alloys, and President of Metallurg's subsidiary, Shieldalloy Corporation. He served as Director of Metallurg from 1985 to 1998. From March 1987 to March 1992, Mr. Rappaport was Director, Executive Vice President and Secretary of Telerate, Inc. ("Telerate"), an electronic distributor of financial information. Telerate was acquired by Dow Jones over a number of years commencing in 1985 and culminating in January 1990, when it became a wholly-owned subsidiary. Mr. Rappaport practiced corporate and tax law at the New York law firm of Hartman & Craven from August 1974 to March 1987. He became a partner in the firm in 1979. Mr. Rappaport is currently serving as an independent director of a number of open and closed end American Stock Exchange funds of which Credit Suisse serves as the investment adviser and a number of closed end mutual funds of which Aberdeen Investment Trust serves as the adviser. In addition, Mr. Rappaport serves as a director of several privately owned businesses and a few not for profit organizations. We believe Mr. Rappaport's qualifications to serve on our Board of Directors include his extensive financial and legal expertise combined with his experience as an executive officer, partner and director.

*Somu Subramaniam*, is currently a Managing Partner and co-founder of New Science Ventures, a New York-

based venture capital firm that invests in both early and late stage companies, using novel scientific approaches to address significant unmet needs and create order of magnitude improvements in performance. Mr. Subramaniam serves on several Boards of companies managed in New Science Venture's portfolio, including Achronix Semiconductor Corporation, RF Arrays, Inc., Lightwire, Inc., Silicon Storage Technology, Inc., MagSil Corporation, Trellis BioScience, Inc., and BioScale, Inc. Prior to starting New Science Ventures in 2004, Mr. Subramaniam was a Director at McKinsey & Co. and at various times led their Strategy Practice, Technology Practice and Healthcare Practice. While at McKinsey, he advised leading multinational companies in the pharmaceuticals, medical devices, biotechnology, photonics, software and semiconductor industries. He was also a member of McKinsey's Investment Committee. We believe Mr. Subramaniam's qualifications to serve on our Board include his extensive financial and legal expertise combined with his experience as an executive officer, partner and director.

*Dr. Elliot Sussman* is currently a Chairman of The Villages Health and Professor of Medicine at the University of South Florida College of Medicine. From 1993 to 2010, Dr. Sussman served as President and Chief Executive Officer of Lehigh Valley Health Network. Dr. Sussman served as a Fellow in General Medicine and a Robert Wood Johnson Clinical Scholar at the University of Pennsylvania, and trained as a resident at the Hospital of the University of Pennsylvania. Dr. Sussman is a director and the Chairperson of the compensation committee of the Board of Directors of Universal Health Realty Income Trust, a public company involved in real estate investment trust primarily engaged in investing in healthcare and human service-related facilities. We believe Dr. Sussman's qualifications to serve on our Board include his experience as a Chief Executive Officer of a leading healthcare network, combined with his medical background and his understanding of our products and market.

## CORPORATE GOVERNANCE

### Director Independence

The Board has determined that Drs. Brem, Goodman and Sussman and Messrs. Ecock, Rappaport and Subramaniam, meet the director independence requirements under the applicable Listing Rule of The NASDAQ Stock Market LLC ("NASDAQ"). In reaching this conclusion the Board reviewed the definition of independence under the applicable NASDAQ Listing Rule and the answers to annual questionnaires completed by each of the independent directors.

### Leadership Structure

The Board believes that the Company and its stockholders are best served by having a Board Chairman whose duties are separate from those of the Chief Executive Officer. In accordance with our bylaws, our Board of Directors appoints our Chief Executive Officer and our Board Chairman. The Chairman is selected from among the directors.

### Board Oversight of Risk

The Board's role in the Company's risk oversight process includes receiving regular reports from members of the executive management team on areas of material risk to the Company, including operational, financial, legal, regulatory, strategic, transactional and reputational risks. The full Board receives these reports from the appropriate "risk owner" within the organization to enable it to understand our risk identification, risk management and risk mitigation strategies.

## BOARD OF DIRECTOR MEETINGS AND BOARD COMMITTEES

During the fiscal year ended December 31, 2013, the Board held five meetings. In addition, the Board took action by unanimous written consent in lieu of meetings. During 2013, each of the Company's directors attended at least seventy-five percent of the aggregate of: (1) the total number of meetings of the Board of Directors; and (2) the total number of meetings of all Board committees on which they served.

The Company's current policy strongly encourages that all of its Directors attend all Board and Committee meetings and the Company's Annual Meeting of Stockholders, absent extenuating circumstances that would prevent their attendance. All of the then serving directors attended last year's Annual Meeting of Stockholders.

## BOARD COMMITTEES

The Board of Directors maintains an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee. The Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee are comprised solely of persons who meet the definition of an “Independent Director” under the applicable Listing Rule of NASDAQ. In addition, the Board has determined that each member of the Audit Committee meets the independence requirements of applicable SEC rules. The Audit Committee and the Compensation Committee operate under written charters adopted by the Board of Directors. A copy of our Nominating and Corporate Governance Committee charter, our Audit Committee Charter and our Compensation Committee Charter are available on our website, at the following address:

[www.icadmed.com/investors/governance/corp\\_governance.cfm](http://www.icadmed.com/investors/governance/corp_governance.cfm)

The Audit Committee, among other things, selects the firm to be appointed as the independent registered public accounting firm to audit our financial statements and reviews and discusses the scope and results of each audit with the independent registered public accounting firm and with management. The Audit Committee held five meetings during 2013. The Audit Committee currently consists of Mr. Rappaport, Chairperson, and Mr. Ecock and Dr. Sussman. The Board of Directors has determined that Mr. Rappaport qualifies as the Audit Committee’s “financial expert” under applicable SEC rules and determined that each member met the criteria of “independent director” under applicable NASDAQ and SEC rules.

The Nominating and Corporate Governance Committee is responsible for, among other things, developing and recommending to the Board corporate governance policies for iCAD, establishing procedures for the director nomination process and recommending nominees for election to the Board. The Nominating and Corporate Governance Committee held one meeting during 2013. The Nominating and Corporate Governance Committee currently consists of Mr. Ecock, Chairperson, and Dr. Brem and Mr. Subramaniam each of whom was determined by the Board to have met the criteria of an “independent director” under applicable NASDAQ rules.

The Compensation Committee of the Board of Directors is responsible for, among other things, assisting the Board in overseeing our executive compensation strategy and reviewing and approving the compensation of our executive officers and administering our various stock option and incentive plans. Under our 2007 and 2012 Stock Incentive Plan certain, of the administrative functions may be delegated to our Chief Executive Officer or Chief Financial Officer. The Compensation Committee held one meeting during 2013. The Compensation Committee currently consists of Dr. Sussman, Chairperson, Dr. Brem and Mr. Klein. The Compensation Committee will be reduced to two members, Dr. Sussman and Dr. Brem following the 2014 Annual Meeting. The Board of Directors determined that each met the criteria of an “independent director” under applicable NASDAQ rules.

### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (“Exchange Act”) requires certain of our officers and our directors, and persons who own more than 10 percent of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors, and greater than 10 percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of copies of such forms received by us, we believe that during the year ended December 31, 2013, our officers, directors, and greater than 10% beneficial stockholders timely complied with all filing requirements applicable to them, except that Mr. Subramaniam failed to timely file one Form 4 that to report one transaction.



## **CODE OF BUSINESS CONDUCT AND ETHICS**

iCAD has developed and adopted a comprehensive Code of Business Conduct and Ethics to cover all employees. Copies of the Code of Business Conduct and Ethics can be obtained, on our website: [http://www.icadmed.com/investors/governance/corp\\_governance.cfm](http://www.icadmed.com/investors/governance/corp_governance.cfm), or without charge, upon written request, addressed to:

iCAD, Inc.  
98 Spit Brook Road, Suite 100  
Nashua, NH 03062  
Attention: Corporate Secretary

## **COMMUNICATIONS WITH THE BOARD**

The Board of Directors, through its Nominating and Corporate Governance Committee, has established a process for stockholders to send communications to the Board of Directors. Stockholders may communicate with the Board of Directors individually or as a group by writing to: The Board of Directors of iCAD, Inc. c/o Corporate Secretary, 98 Spit Brook Road, Suite 100, Nashua, NH 03062. Stockholders should identify their communication as being from an iCAD stockholder. The Corporate Secretary may require reasonable evidence that the communication or other submission is made by an iCAD stockholder before transmitting the communication to the Board of Directors.

## **CONSIDERATION OF DIRECTOR NOMINEES**

Stockholders wishing to recommend director candidates to the Nominating and Corporate Governance Committee must submit their recommendations in writing to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, iCAD, Inc., 98 Spit Brook, Suite 100, Nashua, NH 03062.

The Nominating and Corporate Governance Committee will consider nominees recommended by iCAD stockholders provided that the recommendation contains sufficient information for the Nominating and Corporate Governance Committee to assess the suitability of the candidate, including the candidate's qualifications, and complies with the procedures set forth below under "Deadline and Procedures for Submitting Board Nominations". In addition, it must include information regarding the recommended candidate relevant to a determination of whether the recommended candidate would be barred from being considered independent under applicable NASDAQ Rules, or, alternatively, a statement that the recommended candidate would not be so barred. Candidates recommended by stockholders that comply with these procedures will receive the same consideration that candidates recommended by the Nominating and Corporate Governance Committee receive. A nomination which does not comply with the above requirements will not be considered.

The qualities and skills sought in prospective members of the Board are determined by the Nominating and Corporate Governance Committee. When reviewing candidates to our Board, the Nominating and Corporate Governance Committee considers the evolving needs of the Board and seeks candidates that fill any current or anticipated future needs. The Nominating and Corporate Governance Committee generally requires that director candidates be qualified individuals who, if added to the Board, would provide the mix of director characteristics, experience, perspectives and skills appropriate for iCAD. Criteria for selection of candidates will include, but not be limited to: (i) business and financial acumen, as determined by the Nominating and Corporate Governance Committee in its discretion, (ii) qualities reflecting a proven record of accomplishment and ability to work with others, (iii) knowledge of our industry, (iv) relevant experience and knowledge of corporate governance practices, and (v) expertise in an area relevant to iCAD. Such persons should not have commitments that would conflict with the time commitments of a Director of iCAD. Such persons shall have other characteristics considered appropriate for membership on the Board of Directors, as determined by the Nominating and Corporate Governance Committee. While the Nominating and Corporate Governance Committee does not have a formal policy with respect to diversity, the Board and the Nominating and Corporate Governance Committee believe that it is important that the Board members represent diverse viewpoints. In considering candidates for the Board, the Nominating and Corporate Governance Committee and the Board consider the entirety of each candidate's credentials in the context of the foregoing standards.

## DEADLINE AND PROCEDURES FOR SUBMITTING BOARD NOMINATIONS

Our By-laws requires a stockholder wishing to nominate a candidate for election to our Board of Directors at a meeting of our stockholders to give written notice, containing the required information specified above, that must be delivered personally to or mailed to and received by our Corporate Secretary at our principal executive offices (currently located at 98 Spit Brook Road, Suite 100, Nashua, NH 03062), not less than 50 days nor more than 75 days prior to the meeting; provided, however, that, in the event that we give less than 65 days' notice or prior public disclosure of the date of the meeting to our stockholders, notice by the stockholder to be timely must be received by our Corporate Secretary not later than the close of business on the tenth day following the earlier of (i) the day on which such notice of the date of the meeting was mailed or (ii) such public disclosure was made. Any such notice must set forth: (i) the name and record address of the stockholder who intends to make the nomination and of the person or persons to be nominated; (ii) the class or series and number of shares of our stock which are held of record, owned beneficially and represented by proxy by such stockholder as of the record date for the meeting (if such date shall then have been made publicly available) and of the date of such notice; (iii) a representation that the stockholder intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (iv) a description of all arrangements or understandings between such stockholder and each nominee and any other person or persons (naming such person or persons) under which the nomination or nominations are to be made by such stockholder; (v) the name, age, business address and residence address of the nominee and such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed by us pursuant to the proxy rules of the SEC, had each nominee been nominated, or intended to be nominated by our Board of Directors; and (vi) the written consent of each nominee to serve as our director, if so elected.

## COMPENSATION OF DIRECTORS

Compensation of Directors is determined by the Board in conjunction with recommendations made by the Compensation Committee. The following is the 2013 compensation paid to those members of the Board who are not employed by us or any of our subsidiaries and were not employed by us or any of our subsidiaries at December 31, 2013, our "Non-Employee Directors".

### **2013 Non-Employee Director Compensation:**

#### Cash Compensation

a) Amounts. For 2013, each Non-Employee Director received an annual retainer of \$18,000 (pro-rated for those directors who did not serve for the entire calendar year) except for the Chairperson of the Board who received an annual retainer of \$35,000. In addition to the \$18,000 retainer, the Chairperson of the Audit Committee received an annual fee of \$7,500 the Chairperson of the Compensation Committee received an annual fee of \$3,000, and the Chairperson of the Nominating and Corporate Governance Committee received an annual fee of \$2,000 for service during 2013. Our designated "financial expert" would receive an additional annual fee of \$5,000 unless the financial expert is also the Chairperson of the Audit Committee and received the \$7,500 fee for acting as such Chairperson, in which case the \$5,000 is included in the \$7,500 fee. Our Chairperson of the Audit Committee is currently also our designated financial expert.

Additionally, for each Board or Board Committee meeting attended either in person or telephonically, each Non-Employee Director received \$1,000.

b) Payment Dates. The Non-Employee Director annual board retainer, Committee Chair retainer and the designated financial expert retainer was paid quarterly, in arrears on the 20th day of April, July, October and January (the "Annual Payment date") of each year (or if such date was not a business day on the next following business day). The \$1,000 fee for attendance at Board or Board Committee meetings was also paid in arrears on the 20th day of April, July, October and January of each year (or if such date was not a business day on the next following business day) for meetings attended in the immediately preceding quarter (each a "payment date").

c) Election to receive options in lieu of cash fees.

In lieu of receiving the cash payments set forth above, each Non-Employee Director was entitled to choose to receive five-year non-qualified stock options to purchase that number of shares of our Common Stock that has a Black Scholes value (as determined by us using the same methodology we use to calculate options for purposes of our audited financial statements) on a given payment date equal to the value of the cash fees the director would otherwise be entitled to. An election, once made, was irrevocable and covered all of the cash fees for the ensuing year. Any options issued under this election vested immediately upon the date of issuance and had an exercise price equal to the fair market value of the common stock on the applicable payment date and were not subject to forfeiture as a result of the director ceasing to act as a director of iCAD. One director received 12,859 stock options under this election during 2013.

Equity Compensation

a.) Initial Awards of Options for New Directors.

Any person who is elected or appointed as an Non-Employee Director and who has not served as our director in the prior calendar year automatically receives, on the date of election or grant date determined by the Board, an award of five-year non-qualified stock options to purchase 5,000 shares of Common Stock at an exercise price equal to the fair market value of Common Stock on the date of grant and that will not be subject to forfeiture as a result of the director ceasing to act as our director. The options become exercisable on the first anniversary of the grant date.

b.) Annual Option Awards.

On the annual payment date in 2013 each Non-Employee Director was granted five-year non-qualified options to purchase shares of our Common Stock. The options become exercisable on the anniversary of the grant date. The exercise price of these options is equal to the fair market value of the Common Stock on the payment date and are not subject to forfeiture as a result of the director ceasing to act as our director. A total of 4,300 options were granted to each director who served for the entire year. Any Non-Employee Director who served for only a portion of the year received proportionately fewer options.

The following table provides information on director compensation paid by us to our “Non-Employee Directors” during 2013. Mr. Kenneth Ferry, who serves on our Board does not receive additional compensation for serving on the Board.

**DIRECTOR COMPENSATION**

<b>Name (2)</b>	<b>Fees earned or paid in cash (\$)</b>	<b>Option Awards (1) (\$)</b>	<b>Total (\$)</b>
Dr. Lawrence Howard	40,000	9,717	49,717
Dr. Rachel Brem	24,000	9,717	33,717
Anthony Ecock	29,000	9,717	38,717
Michael Klein (3)	24,000	9,717	33,717
Steven Rappaport	35,500	9,717	45,217
Somu Subramaniam	23,000	9,717	32,717
Dr. Elliot Sussman	-	41,717	41,717

1) The amounts included in the “Option Awards” column represents the grant date fair value of the stock option awards to directors, computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions, see Note 5 to our Consolidated financial statements on Form 10K. Options granted to directors in 2013 vest on the anniversary of the grant date.

2) As of December 31, 2013, the aggregate number of exercisable and unexercised stock options held by each person who was a Non-Employee director was as follows: Dr. Howard – 20,550; Dr. Brem – 48,141; Mr. Ecock – 16,300; Mr. Klein – 14,550; Mr. Rappaport – 53,092; Mr. Subramaniam – 14,550 and Dr. Sussman – 73,765.

3) Mr. Klein is not standing for re-election at this 2014 Annual Meeting of Stockholders

## **2014 Non-Employee Director Compensation:**

Our Compensation Committee and Board of Directors determined to continue cash compensation for our Non-Employee Directors in 2014 at the same rate as the 2013 compensation discussed above. For 2014, the Non-Employee Directors will each receive an annual grant of options to purchase 4,300 shares of the Company's Common Stock (with an exercise price equal to the fair market value on the date of grant) and which will become exercisable one year from the date of grant.

## **EXECUTIVE OFFICERS**

All officers serve at the direction of our Board of Directors. The Board appoints our officers.

In addition to Mr. Kenneth Ferry, our President and Chief Executive Officer, our other executive officers are Mr. Kevin Burns, our Chief Operating Officer, Executive Vice President and Chief Financial Officer, Ms. Stacey Stevens, our Senior Vice President of Marketing and Strategy and Mr. Jonathan Go, our Senior Vice President of Research and Development.

*Kevin Burns*, 43, became the Company's Chief Operating Officer in November 2013. Since April 2011, Mr. Burns has also served as the Company's Executive Vice President and Chief Financial Officer and Treasurer. Mr. Burns has approximately twenty years of professional experience in finance primarily in the technology and healthcare industries. From 2006 to 2010, Mr. Burns served as senior vice president and chief financial officer at AMICAS, Inc., a publicly traded image and information management solutions company. During his tenure at AMICAS, from November 2004 to May 2010, Mr. Burns led significant revenue and profit growth and culminating in a successful sale of the company. Prior to joining AMICAS, Mr. Burns worked in finance and corporate planning at NMS Communications, a public telecom equipment company in the wireless applications and infrastructure market, from November 2003 to November 2004. Previously, Mr. Burns was the director of corporate development at Demantra, Inc. and has also held senior management positions in finance, accounting and corporate development at MAPICS, Inc. and Marcam Corporation, both public software companies. Mr. Burns earned both a Bachelor of Science degree in Finance and an MBA degree from Babson College.

*Stacey Stevens*, 46, has served as the Company's Senior Vice President of Marketing and Strategy since June 2006. During the past 20 years, Ms. Stevens has served in a variety of sales, business development, and marketing management positions with Philips Medical Systems, Agilent Technologies, Inc. and Hewlett Packard's Healthcare Solutions Group (which was acquired in 2001 by Philips Medical Systems). From February 2005 until joining the Company she was Vice President, Marketing Planning at Philips Medical Systems, where she was responsible for the leadership of all global marketing planning functions for Philips' Healthcare Business. From 2003 to January 2005, she was Vice President of Marketing for the Cardiac and Monitoring Systems Business Unit of Philips where she was responsible for all marketing and certain direct sales activities for the America's Field Operation. Prior to that, Ms. Stevens held several key marketing management positions in the Ultrasound Business Unit of Hewlett-Packard/Agilent and Philips Medical Systems. Ms. Stevens earned a Bachelor of Arts Degree in Political Science from the University of New Hampshire, and an MBA from Boston University's Graduate School of Management.

*Jonathan Go*, 50, has served as the Company's Senior Vice President of Research and Development since October 2006. Mr. Go brings more than twenty years of software development experience in the medical industry to his position with the Company. From February 1998 to May 2006, Mr. Go served as Vice President of Engineering at Merge eMed Inc., a provider of Radiology Information System and Picture Archiving and Communication Systems solutions for imaging centers, specialty practices and hospitals. At Merge eMed, Mr. Go was responsible for software development, product management, testing, system integration and technical support for all of eMed's products. From July 1986 to January 1998, Mr. Go held various development roles at Cedara Software Corp. in Toronto culminating as Director of Engineering. Cedara Software is focused on the development of custom engineered software applications and development tools for medical imaging manufacturers. At Cedara Mr. Go built the workstation program, developing multiple specialty workstations that have been adopted by a large number of partners. Mr. Go earned a Bachelor of Science in Electrical Engineering from the University of Michigan and a Masters of Science in Electrical Engineering and Biomedical Engineering from the University of Michigan.

## EXECUTIVE COMPENSATION

### Named Executive Officers

For fiscal year 2013, we have determined that our Chief Executive Officer, and (ii) the two most highly compensated executive officers other than the Chief Executive Officer, who served in such capacity during 2013 and at the end of 2013 whose total compensation exceeded \$100,000 are our Named Executive Officers:

Kenneth Ferry – President and Chief Executive Officer;  
Kevin Burns – Chief Operating Officer, Executive Vice President and Chief Financial Officer; and  
Stacey Stevens – Senior Vice President of Marketing and Strategy.

### Compensation Overview

iCAD, Inc., is a “smaller reporting company” under the rules promulgated by the Securities and Exchange Commission and the Company complies with the disclosure requirements applicable to smaller reporting companies. This executive compensation summary is not intended to meet the “Compensation Discussion and Analysis” disclosure required of larger reporting companies.

**Role of the Compensation Committee.** All compensation for our Named Executive Officers is determined by the Compensation Committee of our board of directors which is composed only of independent directors. The Compensation Committee is responsible for reviewing the performance and establishing the total compensation of our Named Executive Officers on an annual basis. The Compensation Committee discusses compensation matters as part of regularly scheduled meetings. The Compensation Committee administers compensation plans for our Named Executive Officers and is responsible for recommending grants of equity awards under our stock incentive plans to the board of directors for approval. Our Chief Executive Officer annually makes recommendations to the Compensation Committee regarding base salary, non-equity incentive plan compensation and equity awards for himself and the other Named Executive Officers. Such recommendations are considered by the Compensation Committee; however, the Compensation Committee retains full discretion and authority over the final compensation decisions for the Named Executive Officers. The Compensation Committee has a formal written charter which is available on our website.

The Compensation Committee has the authority to engage independent compensation consultants. The Compensation Committee has in the past, and may in the future, directly commission compensation studies from such consultants to provide benchmark and other data to be used by the Compensation Committee in determining the compensation and benefits for the Named Executive Officers.

During 2012 and 2013, the Compensation Committee engaged Pearl Meyer (an independent compensation consultant) to review and benchmark executive compensation. The consultant reviewed the Compensation for the Named Executive Officers and compared their base salary, target bonus opportunity and equity participation to a peer group and survey data of comparably sized industry comparators. The Compensation Committee considered the findings of the compensation consultant in evaluating executive compensation for 2013 and 2014.

**Compensation Philosophy and Objectives.** The Compensation Committee’s compensation objectives are to: attract and retain highly qualified individuals with a demonstrated record of achievement; reward past performance; provide incentives for future performance; and align the interests of the Named Executive Officers with the interests of the stockholders. In order to accomplish this we offer a competitive total compensation package that consists of: base salary; annual non-equity incentive compensation opportunities; long-term incentives in the form of equity awards; and employee benefits.

The Compensation Committee believes that compensation for the Named Executive Officers should be based on our performance, as the performance of the Named Executive Officers directly affects our results. Therefore, the Compensation Committee typically has developed variable compensation packages for the Named Executive Officers that are largely based on Company financial performance rather than upon the performance of the individual. The Compensation Committee also considers our industry and geographic location norms in determining the various elements and amounts of compensation for our Named Executive Officers.

The Compensation Committee believes that several factors are critical to our future success. These factors include the quality, appropriate skills and dedication of the Named Executive Officers.

**Compensation Structure.** The Compensation Committee established in February 2013 a total targeted cash compensation amount for each Named Executive Officer, which included base salary and non-equity incentive compensation (also referred to as cash bonuses), intended to be an incentive for the Named Executive Officers to achieve the targeted financial results for our business and to appropriately compensate the Named Executive Officers if they successfully achieved such performance. The elements of our executive compensation program are designed to deliver both year-to-year and long-term stockholder value increases. A portion of the executives' compensation is at-risk, and equity based incentives vest over time which ties the executive to both our short-term and long-term success.

The Compensation Committee also considers each Named Executive Officer's current salary and prior-year incentive compensation along with the appropriate balance between long-term and short-term incentives.

**Key elements of Executive Compensation for the 2013 Named Executive Officers.**

**Base Salaries.** Salaries are established based on the individual responsibilities of the Named Executive Officers in the competitive marketplace in which we operate at levels necessary to attract and retain the executive. Base salaries are reviewed annually and adjusted periodically to take into account promotions, increases in responsibility, inflation and increased experience and competitive compensation levels as recommended by the Chief Executive Officer with respect to the other Named Executive Officers. The Company does not provide for automatic salary increases.

In fiscal year 2013, the Compensation Committee established the base salary for each of the Named Executive Officers as follows: Mr. Ferry, \$415,000; Mr. Burns, \$280,000; and Ms. Stevens, \$255,000. As discussed before, the Compensation Committee engaged the services of Pearl Meyer to assist the Compensation Committee in establishing such salaries.

**Non-equity Incentive Compensation.** Annually, at the beginning of each fiscal year, the Compensation Committee establishes a non-equity incentive compensation plan as a tool to incentivize the Named Executive Officers to achieve certain Company goals for the forthcoming fiscal year. Cash payments under this plan are paid in arrears on an annual basis if the financial performance goals are met, or at the board's discretion, taking into account various subjective factors, including individual performance evaluations with regard to our operating performance and execution on plans as presented to the board. The Compensation Committee sets the financial objectives in the plan at levels which the Committee believes are achievable, but not assured, and such objectives are in line with both the short-term and long-term interests of the stockholders.

The 2013 non-equity incentive compensation targets were based on achieving a revenue goal and an adjusted EBITDA goal for Ms. Stevens, and an adjusted EBITDA goal for Mr. Ferry and Mr. Burns. The compensation plan provided for the payment to the Named Executive Officers of a percentage payout of the individuals base salary, which payouts can be earned upon achieving the goals established by the Compensation Committee. Partial payment of the bonus could be achieved at 90% of the target, and overachievement of the targets could result in a payout of a percentage above 100% of the target payout. In 2013, the Company exceeded the adjusted EBITDA performance goal, and the revenue goal. As a result the Compensation Committee authorized payment at 125% of the planned payout for each of the Named Executive Officers.

**Long-term Equity Awards.** The Compensation Committee makes recommendations to the full board of directors regarding the granting to executives of equity awards under our stock incentive plans. The Compensation Committee has the ability and flexibility under the various plans to determine from time to time the specific type of award and the terms and conditions related thereto that the Compensation Committee believes are best designed at that time to provide a strong incentive for senior management's superior performance and continued service to us. The incentive plans provide for grants of stock options and shares of restricted stock. The Compensation Committee believes that properly structured long-term equity awards can encourage executive retention as such awards are made subject to vesting and continued employment by the recipient. Long-term equity awards may be granted to executive officers and other employees who successfully demonstrate a capacity for contributing directly to our success. The terms of these equity awards generally provide time based vesting provisions and require the recipient

remain employed to obtain such awards on each vesting date. In the event of a stock dividend, recapitalization, reclassification, split, or a combination of shares of the Company, an appropriate adjustment shall be made by the Company, in the number, kind, and/or option price of the awarded shares to the end that the proportionate interest of the holder will be maintained as before the occurrence of such event. In the event of a merger or consolidation of the Company or other similar corporate changes, provisions may be made by the board of directors of the Company for the assumption or substitution of the awarded shares. Certain stock options, and/or shares of restricted stock subject to accelerated vesting that have not fully vested as of the date of a change of control can automatically vest and become immediately exercisable, unless agreed otherwise, upon the date of the change of control according to the specific stock option plan or individual employment agreements. See the narrative description below for each of our Named Executive Officer's arrangements in this regard.

The Compensation Committee does not currently have a policy for the automatic awarding of equity awards to the Named Executive Officers or our other employees. Grants are made periodically, based on individual past performance, and other criteria deemed relevant by the Compensation Committee at the time awards are made. The Compensation Committee granted equity awards to the Named Executive Officers in 2013 as noted in detail in the compensation discussion below.

**Benefits.** We provide group life insurance, health and dental care insurance, long-term disability insurance, 401(k) plan matching contributions and similar benefits to all employees, including the Named Executive Officers. These benefits do not discriminate in scope, terms or operation in favor of the Named Executive Officers.

**Perquisites.** We provide the Named Executive Officers with an annual automobile allowance and in addition a housing allowance for Mr. Ferry, that the Compensation Committee believes is reasonable, competitive and consistent with our overall executive compensation program.

**Employment and Indemnification Agreements.** We have employment agreements with each of our Named Executive Officers. Those agreements provide each Named Executive Officer with certain benefits upon termination of employment as noted for each individual, as well as indemnification rights. Our certificate of incorporation provides that we will indemnify our directors to the full extent permitted by Delaware law. We maintain directors and officers insurance coverage.

#### ***Employment Contracts for our Named Executive Officers***

We have entered into the following employment agreements with our Named Executive Officers and their compensation is determined, in part, based upon these employment agreements. See the narrative description below for each of our Named Executive Officer's arrangements in this regard.

*Mr. Kenneth Ferry, our President and Chief Executive Officer.* On September 25, 2012, we entered into a new employment agreement with Mr. Ferry. This agreement replaced and superseded the previous employment agreement entered into between us and Mr. Ferry in June 2008. Mr. Ferry's employment agreement provides for his continued employment as the Company's Chief Executive Officer and President for an initial term through December 31, 2016, subject to automatic one-year renewals after the expiration of the initial term under certain conditions, at an annual base salary of \$400,000. The agreement also provides for his eligibility to receive, during each employment year during the term of the Agreement, a target annual incentive bonus of 55% of his base salary if the Company achieves goals and objectives determined by the Compensation Committee. Mr. Ferry is also eligible to receive such other cash bonuses and such other compensation as may from time to time be awarded to him by the Board.

Mr. Ferry is also entitled to customary benefits, including participation in employee benefit plans, and reasonable travel and entertainment expenses as well as a monthly automobile and housing allowance. The employment agreement provides that if his employment is terminated without "cause" or if he terminates his employment for "good reason", Mr. Ferry will receive an amount equal to his base salary then in effect for one (1) year plus the pro rata portion of any incentive bonus earned in any employment year through the date of his termination. In the event that within six months of a "change in control", either (i) Mr. Ferry is terminated by the Company without "cause" or (ii) he terminates his agreement for "good reason", as all such terms are defined in the employment agreement, he will be entitled to receive his base salary then in effect for two (2) years from the date of termination plus any incentive

bonus which otherwise would have been payable to him for any employment year in which the date of his termination occurred.

Pursuant to his agreement, Mr. Ferry was also granted an option to purchase 200,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") at an exercise price of \$2.27 per share, the closing sale price of the Common Stock on September 25, 2012 (the "Grant Date"). The options vest and become exercisable in four annual installments of 50,000 shares commencing on the Grant Date and expire on the ten year anniversary of the Grant Date. The unvested portion of the award will automatically vest if Mr. Ferry's employment is terminated without cause or for good reason within six (6) months of a change in control.

On February 12, 2013, the Company's Board of Directors, upon the recommendation and approval of the Compensation Committee, increased Mr. Ferry's annual base salary to \$415,000 (effective March 1, 2013) and granted him 60,000 shares of restricted stock, under the Company's 2012 Stock Incentive Plan. These shares of restricted stock vest in three equal annual installments and the first installment vested on February 12, 2014.

On February 10, 2014, the Company's Board of Directors, upon the recommendation and approval of the Compensation Committee, increased Mr. Ferry's annual base salary to \$435,000 effective March 1, 2014.

*Mr. Kevin Burns, our Chief Operating Officer, Executive Vice President and Chief Financial Officer* On April 26, 2011, the Company entered into an employment agreement with Mr. Burns that provides for his employment as the Company's Executive Vice President, Chief Financial Officer and Treasurer for a term commencing on April 26, 2011 and expiring on April 30, 2014, subject to one-year renewals after the expiration of the term unless terminated by the Company or the Executive upon 90 days prior written notice, at an annual base salary of \$255,000. The salary is subject to increases from time to time. On November 21, 2013 the Company amended this agreement in connection with his promotion to Chief Operating Officer, and paid a one-time cash bonus of \$50,000. The amended agreement provides for Mr. Burns to be eligible to receive during each employment year during the term of the Agreement an annual target incentive bonus (the "Incentive Bonus") in each calendar year of an amount equal to 50% of his base salary then in effect if the Company achieves goals and objectives established by the Compensation Committee.

Mr. Burns is also entitled to customary benefits, including participation in employee benefit plans, and reasonable travel and entertainment expenses as well as a monthly automobile allowance. The employment agreement provides that if his employment is terminated without cause, Mr. Burns will receive an amount equal his base salary then in effect for the remainder of his original term of employment plus the pro rata portion of the Incentive Bonus, if any, earned in the employment year through the date of his termination as determined at the discretion of the Board. In the event that within six months of a "change in control", either (i) Mr. Burns is terminated by the Company without "cause" or (ii) he terminates the agreement for "good reason" (as all such terms are defined in the employment agreement), he will be entitled to receive his base salary then in effect for the greater of the remainder of her original term of employment or one (1) year from the date of termination plus any Incentive Bonus which otherwise would have been payable to him for any employment year in which the date of his termination occurred.

Pursuant to the employment agreement and as an inducement to his joining the Company, Mr. Burns was also granted Non-Qualified Stock Options outside of a shareholder approved plan to purchase 100,000 shares of the Company's common stock, par value \$0.01 per share on April 26, 2011, with an exercise price equal to \$5.60, the closing sale price of the common stock on that date. The options vest as to one third of the shares covered thereby on each of the first, second and third year anniversary of the date of grant. The options expire on April 26, 2021, subject to earlier expiration under certain conditions. The unvested portion of these options will automatically vest if Mr. Burns' employment is terminated by the Company or by Mr. Burns for "good reason" without "cause" within six (6) months of a "change in control" as such terms are defined in his employment agreement.

On February 12, 2013, the Company's Board of Directors, upon the recommendation and approval of the Compensation Committee, increased Mr. Burns annual base salary to \$280,000 (effective March 1, 2013) and granted him 30,000 shares of restricted stock under the Company's 2012 Stock Incentive Plan. These shares of common stock vest in three equal annual installments and the first installment vested on February 12, 2014.



On February 8, 2014, the Company's Board of Directors, upon the recommendation and approval of the Compensation Committee, and in recognition of Mr. Burns additional responsibility as Chief Operating officer, increased Mr. Burns annual base salary to \$310,000 effective March 1, 2014.

*Ms. Stacey Stevens, our Senior Vice President of Marketing and Strategy.* On June 25, 2008, we entered into a new employment agreement, effective as of June 1, 2008, with Ms. Stevens. This agreement replaced and superseded the previous employment agreement entered into between us and Ms. Stevens in June 2006. Ms. Stevens employment agreement provides for her employment for an initial term that ended December 31, 2011, subject to automatic one-year renewals after the expiration of the initial term under certain conditions, at an annual base salary of \$200,000 with such increases as determined by the Board. Ms. Stevens is also entitled to customary benefits, including participation in employee benefit plans, and reasonable travel and entertainment expenses as well as a monthly automobile allowance. The agreement also provides for her eligibility to receive, during each employment year during the term of the agreement, a target annual incentive bonus of 40% of her base salary if we achieve goals and objectives determined by the Board. Ms. Stevens will also be eligible to receive such other cash bonuses and such other compensation as may from time to time be awarded to her by the Board.

The employment agreement provides that if her employment is terminated without "cause" or if she terminates his employment for "good reason," Ms. Stevens will receive an amount equal to her base salary then in effect for one (1) year plus the pro rata portion of any incentive bonus earned in any employment year through the date of her termination. In the event that within six months of a "change in control", either (i) Ms. Stevens is terminated by the Company without "cause" or (ii) she terminates her agreement for "good reason," as all such terms are defined in the employment agreement, she will be entitled to receive her base salary then in effect for one (1) year from the date of termination plus any incentive bonus which otherwise would have been payable to her for any employment year in which the date of her termination occurred.

On February 12, 2013, the Company's Board of Directors, upon the recommendation and approval of the Compensation Committee, increased Ms. Stevens annual base salary to \$255,000 (effective March 1, 2013) and granted her 25,000 shares of restricted stock, under the Company's 2012 Stock Incentive Plan. These shares of restricted stock vest in three equal annual installments and the first installment vested on February 12, 2014.

On February 8, 2014, the Company's Board of Directors, upon the recommendation and approval of the Compensation Committee, increased Ms. Stevens annual base salary to \$270,000 effective March 1, 2014.

The following table provides information on the compensation provided by us to our Named Executive Officers for 2012 and 2013.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary \$	Bonus (1) \$	Stock Awards (2) \$	Option Awards (3) \$	Non-Equity Incentive Plan	All Other	Total \$
						Compensation (4) \$	Compensation (5) \$	
Kenneth Ferry								
President, Chief Executive Officer .....	2013	412,427	-	300,000	-	285,300	51,364	1,049,091
	2012	398,048	-	-	272,050	231,000	39,533	940,631
Kevin C. Burns								
Chief Operating Officer, Executive Vice President and Chief Financial Officer.....	2013	278,580	50,000	150,000	-	175,000	29,696	683,276
	2012	267,862	-	-	89,600	113,400	28,000	498,862
Stacey Stevens								
Senior Vice President of Marketing and Strategy.....	2013	253,580	-	125,000	-	127,500	29,862	535,942
	2012	243,850	-	-	82,400	102,900	24,240	453,390

- (1) Represents a sign on bonus in connection with Mr. Burns' promotion to Chief Operating Officer in 2013.
- (2) The amounts included in the "Stock Awards" column represents the grant date fair value of the restricted stock awards granted to the Named Executive Officers, computed in accordance with FASB ASC Topic 718.
- (3) The amounts included in the "Option Awards" column represents the grant date fair value of the stock option awards granted to the Named Executive Officers, computed in accordance with FASB ASC Topic 718.
- (4) The 2013 performance target for Messrs. Ferry (100%) and Burns (100%), and Ms. Stevens (50%) was the Company's achievement of the adjusted EBIDTA goal of \$0.7 million, as established by the Compensation Committee. The Company's actual adjusted EBIDTA was \$1.9 million. In addition, 50% of the 2013 performance target for Ms. Stevens was the achievement of the Company's revenue goal. The Company actual results were at 102% of the goal as established by the Compensation Committee. For the year ended December 31, 2013, Messrs. Ferry and Burns and Ms. Stevens received performance-based cash incentive bonuses of \$285,300, \$175,000 and \$127,500, respectively, pursuant to their employment agreements.

The 2012 performance target for Messrs. Ferry (100%) and Burns (100%), and Ms. Stevens (50%) was the Company's achievement of the adjusted EBIDTA loss of \$1.5 million, as established by the Compensation Committee. The Company's actual adjusted EBIDTA loss was \$1.4 million. In addition, 50% of the 2012 performance target for Ms. Stevens was the achievement of the Company's revenue goal. The Company actual results were at 88% of the goal as established by the Compensation Committee. For the year ended December 31, 2012, Messrs. Ferry and Burns and Ms. Stevens received performance-based cash incentive bonuses of \$231,000, \$113,400 and \$102,900, respectively, pursuant to their employment agreements. For all reconciliations from the Adjusted EBITDA amounts referenced in all footnotes to this table, please refer to the Company's earnings releases posted on its website.

- (5) The amounts shown in the "All Other Compensation" column for Mr. Ferry consists of an automobile allowance of \$26,400 for each of 2013 and 2012, a housing allowance of \$11,631 for 2013, and \$3,133 of life insurance premiums paid by us each year. For Mr. Burns and Ms. Stevens the amounts represent payments to each of an automobile allowance of \$19,662 in 2013 and \$18,000 in 2012. In 2013, \$10,200 of a 401K Company match was paid to Mr. Ferry, \$10,034 to Mr. Burns and \$10,200 to Ms. Stevens. In 2012, \$10,000 of a 401K Company match was paid to Messrs. Ferry and Burns and \$6,240 to Ms. Stevens.

### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information regarding stock options and restricted stock held by each of the Named Executive Officers at December 31, 2013.

Name	Option Awards					Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable		Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Restricted Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Kenneth Ferry	40,000	20,000	(1)	5.75	3/29/2021	13,334	155,474
	46,667	23,333	(2)	5.10	7/8/2021	60,000	699,600
	13,333	26,667	(3)	2.90	2/7/2022		
	100,000	100,000	(4)	2.27	9/25/2022		
Kevin Burns	66,667	33,333	(5)	5.60	4/26/2021	30,000	349,800
		16,667	(3)	2.90	2/7/2022		
		33,333	(6)	2.27	9/25/2022		
Stacey Stevens	13,333	6,667	(1)	5.75	3/29/2021	25,000	291,500
	13,333	6,667	(2)	5.10	7/8/2021		
	8,333	11,667	(3)	2.90	2/7/2022		
	16,667	33,333	(6)	2.27	9/25/2022		

- (1) Each of these options vest in three equal annual installments with the first installment vesting on March 29, 2012.
- (2) Each of these options vest in three equal annual installments with the first installment vesting on July 8, 2012.
- (3) Each of these options vest in three equal annual installments with the first installment vesting on February 7, 2013.
- (4) This option vests in four equal annual installments with the first installment vesting on September 25, 2012.
- (5) This option vests in three equal annual installments with the first installment vesting on April 26, 2012.
- (6) Each of these options vest in three equal annual installments with the first installment vesting on September 25, 2013.
- (7) This restricted stock award vests in three equal annual installments with the first installment vesting on July 8, 2012.
- (8) This restricted stock award vests in three equal annual installments with the first installment vesting on February 11, 2014.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding our Common Stock owned on March 28, 2014 by (i) each person who is known to us to own beneficially more than 5% of the outstanding shares of our Common Stock, (ii) each of our Named Executive Officers, (iii) each of our directors and (iv) all current executive officers and directors as a group. Unless otherwise indicated below, the address of each beneficial owner is c/o iCAD, Inc. 98 Spit Brook Road, Suite 100, Nashua, New Hampshire 03062.

<u>Title of Class</u>	<u>Name of Beneficial Owner</u>	<u>Beneficially Owned (1) (2)</u>	<u>Percentage of Class</u>
Common	Dr. Lawrence Howard	673,221 (3)	4.9%
Common	Kenneth Ferry	452,600 (4)	3.2%
Common	Dr. Rachel Brem	48,141 (5)	*
Common	Anthony Ecock	16,300 (6)	*
Common	Dr. Robert Goodman	5,000 (7)	*
Common	Michael Klein	77,058 (8)	*
Common	Steven Rappaport	93,504 (9)	*
Common	Somu Subramaniam	325,046 (10)	2.4%
Common	Dr. Elliot Sussman	116,811 (11)	*
Common	Kevin Burns	156,839 (12)	1.1%
Common	Jonathan Go	98,666 (13)	*
Common	Stacey Stevens	104,398 (14)	*
Common	Grow Partners LLC	875,000 (15)	6.4%
Common	All current executive officers and directors as a group (11 persons)	2,167,584	15.0%

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\* Less than one percent

- 1) A person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days from March 28, 2014, upon (i) the exercise of options; (ii) vesting of restricted stock; (iii) warrants or rights; (iv) through the conversion of a security; (v) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (vi) pursuant to the automatic termination of a trust, discretionary account or similar arrangement. Each beneficial owner's percentage ownership is determined by assuming that the options or other rights to acquire beneficial ownership as described above, that are held by such person (but not those held by any other person) and which are exercisable within 60 days from March 28, 2014, have been exercised.
- 2) Unless otherwise noted, we believe that the persons referred to in the table have sole voting and investment power with respect to all shares reflected as beneficially owned by them.
- 3) Includes options to purchase 750 shares at \$7.45 per share, 750 shares at \$9.05 per share, 750 shares at \$9.75 per share, 750 shares at \$7.55 per share, 750 shares at \$7.10 per share, 750 shares at \$5.75 per share, 750 shares at \$5.00 per share, 750 shares at \$3.10 per share, 5,000 shares at \$3.75 per share 750 shares at \$2.80 per share, 750 shares at \$2.25 per share, 750 shares at \$2.00 per share, 1,500 shares at \$2.15 per share, 1,500 shares at \$2.00 per share and 4,300 shares at \$5.15 per share. Also includes (i) 450,871 shares of commons stock held by Dr. Howard, (ii) 2,300 shares beneficially owned by Dr. Howard's wife and (iii) 199,500 shares beneficially owned by Dr. Howard's children.
- 4) Includes exercisable options to purchase 60,000 shares of Common Stock at \$5.75 per share, 46,667 shares of Common Stock at \$5.15 per share, 100,000 shares of Common Stock at \$2.27 per share and 26,666 shares at \$2.90 per share. Also includes 219,267 shares of common stock held by Mr. Ferry.

- 5) Consists of exercisable options to purchase 9,000 shares of Common Stock at \$16.75 per share, 3,713 shares at \$6.10 per share, 2,536 shares at \$10.15 per share, 3,089 shares at \$7.45 per share, 750 shares at \$9.05 per share, 750 shares at \$9.75 per share, 750 shares at \$7.55 per share, 750 shares at \$7.10 per share, 750 shares at \$5.75 per share, 750 shares at \$5.00 per share, 750 shares at \$3.10 per share, 5,000 shares at \$3.75 per share, 750 shares at \$2.80 per share, 750 shares at \$2.25 per share, 750 shares at \$2.00 per share, 3,393 shares at \$2.15 per share, 2,522 shares at \$2.00 per share and 4,300 shares at \$5.15 per share.
- 6) Consists of exercisable options to purchase 750 shares at \$7.45 per share, 750 shares at \$9.05 per share, 750 shares at \$9.75 per share, 750 shares at \$7.55 per share, 750 shares at \$7.10 per share, 750 shares at \$5.75 per share, 750 shares at \$5.00 per share, 750 shares at \$3.10 per share, 750 shares at \$2.80 per share, 750 shares at \$2.25 per share, 1,500 shares at \$2.00 per share and 4,300 shares at \$5.15 per share.
- 7) Includes exercisable options to purchase 5,000 shares of Common Stock at \$9.10 per share.
- 8) Includes exercisable options to purchase 5,000 shares of Common Stock at \$7.00 per share, 750 shares at \$5.75 per share, 750 shares at \$5.00 per share, 750 shares at \$3.10 per share, 750 shares at \$2.80 per share, 750 shares at \$2.25 per share, 1,500 shares at \$2.00 per share and 4,300 shares at \$5.15 per share. Also includes 62,508 shares of common stock held by Mr. Klein.
- 9) Includes exercisable options to purchase 3,188 shares at \$10.15 per share, 4,123 shares at \$7.45 per share, 3,734 shares at \$9.05 per share, 2,790 shares at \$9.75 per share, 4,476 shares at \$7.55 per share, 4,333 shares at \$7.10 per share, 750 shares at \$5.75 per share, 750 shares at \$5.00 per share, 750 shares at \$3.10 per share, 5,000 shares at \$3.75 per share, 750 shares at \$2.80 per share, 750 shares at \$2.25 per share, 750 shares at \$2.00 per share, 1,500 shares at \$2.15 per share, 1,500 shares at \$2.00 per share and 4,300 shares at \$5.15 per share. Also includes 54,060 shares of common stock held by Mr. Rappaport.
- 10) Includes exercisable options to purchase 5,000 shares of Common Stock at \$7.00 per share, 750 shares at \$5.75 per share, 750 shares at \$5.00 per share, 750 shares at \$3.10 per share, 750 shares at \$2.80 per share, 750 shares at \$2.25 per share, 1,500 shares at \$2.00 per share and 4,300 shares at \$5.15 per share. Also includes 310,496 shares of common stock held by Mr. Subramanian.
- 11) Includes exercisable options to purchase 4,787 shares at \$5.05 per share, 3,827 shares at \$6.10 per share, 2,879 shares at \$10.15 per share, 3,718 shares at \$7.45 per share, 750 shares at \$9.05 per share, 750 shares at \$9.75 per share, 750 shares at \$7.55 per share, 750 shares at \$7.10 per share, 750 shares at \$5.75 per share, 750 shares at \$5.00 per share, 750 shares at \$3.10 per share, 3,000 shares at \$3.75 per share, 750 shares at \$2.80 per share, 6,977 shares at \$2.25 per share, 7,852 shares at \$2.00 per share, 3,550 shares at \$2.15 per share, 10,303 shares at \$2.00 per share, 2,090 shares at \$5.15 per share, 4,418 shares at \$4.46 per share, 3,192 shares at \$6.20 per share, 1,737 shares at \$10.02 per share, 4,300 shares at \$5.15 per share, and 1,422 shares at \$12.75 per share. Also includes 46,159 shares of common stock held by Dr. Sussman.
- 12) Includes exercisable options to purchase 66,667 shares of Common Stock at \$5.60 per share and 8,333 shares at \$2.90 per share. Also includes 81,839 shares of common stock held by Mr. Burns
- 13) Includes exercisable options to purchase 20,000 shares of Common Stock at \$5.75 per share, 20,000 shares at \$3.15 per share, 13,333 shares at \$2.90 per share and 15,000 shares at \$2.27 per share. Also includes 30,333 shares of common stock held by Mr. Go.
- 14) Includes exercisable options to purchase 20,000 shares of Common Stock at \$5.75 per share, 13,333 shares at \$5.10 per share, 13,334 shares at \$2.90 per share, and 16,667 shares at \$2.27 per share. Also includes 41,064 shares of common stock held by Ms. Stevens.
- 15) Number of shares beneficially owned based upon ownership information solely included in a Schedule 13G filed by Grow Partners, LLC on March 25, 2014 and based on the outstanding shares as of March 28, 2014. The address of Grow Partners, LLC is One America Plaza, 600 West Broadway, San Diego, California, 92101. GROW Partners, LLC is the investment adviser and general partner of GROW Small Cap Equity Long/Short

L.P. which has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of these securities. Mr. Wiese is the manager of GROW Partners, LLC.

- 16) Includes exercisable options to purchase 30,427 shares of Common Stock at \$2.00 per share, 9,943 shares at \$2.15 per share, 11,477 shares at \$2.25 per share, 50,000 shares at \$2.27 per share, 5,250 shares at \$2.80 per share, 26,667 shares at \$2.90 per share, 5,250 shares at \$3.10 per share, 10,000 shares at \$3.15 per share, 18,000 shares at \$3.75 per share, 5,250 shares at \$5.00 per share, 15,513 shares at \$5.05 per share, 30,000 shares at \$5.10 per share, 6,390 shares at \$5.15 per share, 71,917 shares at \$5.75 per share, 13,379 shares at \$6.10 per share, 12,384 shares at \$6.95 per share, 10,000 shares at \$7.00 per share, 7,333 shares at \$7.10 per share, 12,430 shares at \$7.45 per share, 7,476 shares at \$7.55 per share, 6,734 shares at \$9.05 per share, 5,790 shares at \$9.75 per share, 10,104 shares at \$10.15 per share, 7,270 shares at \$13.65 per share, 7,753 shares at \$13.90 per share, 8,773 shares at \$14.50 per share and 5,000 shares at \$16.65 per share.

### Equity Compensation Plans

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2013.

Plan Category:	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders:	1,232,892	\$4.20	106,926
Equity compensation plans not approved by security holders (1):	102,063	\$6.02	-0-
Total	1,334,955	\$4.34	106,926

(1) Represents the aggregate number of shares of common stock issuable upon exercise of individual arrangements with non-plan option holders. See Note 4 of Notes to our consolidated financial statements for a description of our Stock Option and Stock Incentive Plans and certain information regarding the terms of the non-plan options.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

### Review, Approval or Ratification of Transactions with Related Persons

Our Audit Committee is responsible for reviewing and approving or ratifying related-persons transactions. A related person is any executive officer, director, nominee for director or more than 5% stockholder of the Company, including any of their immediate family members, and any entity owned or controlled by such persons. In addition, pursuant to our Code of Business Conduct and Ethics, all of our employees and directors who have become aware of a conflict or potential conflict of interest, are required to notify our Chief Executive Officer. There are no written procedures governing any review of related person transactions.

### AUDIT COMMITTEE REPORT

The Audit Committee met with management and representatives of BDO USA, LLP, an independent registered Public Accounting Firm to review preparations for the audit and the procedures and timing of the audit of our

financial statements. Following completion of the audit of the financial statements, the Audit Committee met with representatives of BDO USA, LLP and management to review the audit findings. The Audit Committee also discussed with representatives of BDO USA, LLP the matters required to be discussed under applicable Public Company Accounting Oversight Board standards.

The Audit Committee received the written disclosures and the confirming letter from BDO USA, LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and discussed with BDO USA, LLP its independence from the Company.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the Securities and Exchange Commission on March 3, 2014.

*The Audit Committee -*

*Steven Rappaport (Chairperson), Anthony Ecock, Elliot Sussman, M.D.*

#### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The following is a summary of the fees billed to the Company by its independent registered public accountants, BDO USA, LLP for professional services rendered for the years ended December 31, 2013 and 2012:

**Audit Fees.** The aggregate fees billed by BDO USA, LLP for professional services rendered for the audit of the Company's annual financial statements for the years ended December 31, 2013 and 2012 and the review of the financial statements included in the Company's Forms 10-Q for 2013 and 2012 totaled \$245,000 and \$250,000, respectively.

**Audit-Related Fees.** There were no amounts paid to BDO USA, LLP for audit related fees for the years ended December 31, 2013 and 2012.

**Tax and all other Fees.** No tax fees or other fees were paid to BDO USA, LLP for the years ended December 31, 2013 and 2012.

#### **Pre-Approval Policies and Procedures**

The Audit Committee has established its pre-approval policies and procedures, pursuant to which the Audit Committee approved the foregoing audit services provided by BDO USA, LLP. Consistent with the Audit Committee's responsibility for engaging the Company's independent auditors, all audit and permitted non-audit services require pre-approval by the Audit Committee. The full Audit Committee pre-approves proposed services and fee estimates for these services. The Audit Committee chairperson or their designee has been designated by the Audit Committee to pre-approve any services arising during the year that were not pre-approved by the Audit Committee. Services pre-approved by the Audit Committee chairperson are communicated to the full Audit Committee at its next regular meeting and the Audit Committee reviews services and fees for the fiscal year at each such meeting. Pursuant to these procedures, the Audit Committee pre-approved the foregoing audit services provided by BDO USA, LLP.

#### **PROPOSAL II**

#### **APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2012 STOCK INCENTIVE PLAN**

Subject to stockholder approval at the Annual Meeting, the Board has approved an amendment to the iCAD, Inc. 2012 Stock Incentive Plan (the "Stock Incentive Plan" or "2012 Plan") to increase the number of shares of Common Stock authorized for issuance under the 2012 Plan from 600,000 shares to 1,600,000 shares of Common Stock. The reason for seeking stockholder approval of Proposal II is to satisfy certain requirements of (i) the Code, related to Incentive Stock Options, as defined below, and performance-based compensation under Code Section 162(m) and (ii)

applicable NASDAQ Marketplace Rules. Additionally, the Board believes that to enable the Company to continue to attract and retain personnel of the highest caliber, provide incentive for officers, directors, employees and other key persons and to promote the well-being of the Company, it is in the best interest of the Company and its stockholders to provide to officers, directors, employees, consultants and other independent contractors who perform services for the Company, through the granting of stock options, restricted stock, deferred stock or other stock-based awards, the opportunity to participate in the value and/or appreciation in value of the Company's Common Stock. The Board has found that the grant of options and stock awards under its existing stock option and stock incentive plans, including the 2012 Plan, has proven to be a valuable tool in attracting, retaining and motivating key employees and consultants. Accordingly, the Board believes that its ability to continue to grant awards under the 2012 Plan (a) will provide the Company with significant means to attract and retain talented personnel, (b) will result in saving cash, which otherwise would be required to maintain current employees and adequately attract and reward personnel and others who perform services for the Company, and (c) consequently, will prove beneficial to the Company's ability to be competitive. The Company believes that there is not a sufficient amount of Common Stock available for future grants of options or stock-based awards under the 2012 Plan and the Company's other existing stock option and stock incentive plans. As of the Record Date 64,363 shares of Common Stock were available for issuance under all of the Company's stock options and incentive plans, including under the 2012 Plan. The last sale price of the Common Stock on March 28, 2014 was \$9.10. Our Board of Directors believes that the increase in the number of common shares available for issuance under the Plan is necessary in order to continue to offer stock-based compensation programs that will allow the Company to carry out the purposes of the 2012 Plan.

If the amendment to the Stock Incentive Plan is approved by the stockholders, additional options or other stock-based awards may be granted under the Stock Incentive Plan. If the amendment is approved, the additional shares of Common Stock may be used in connection with grants to executive officers and employees, the annual grants of options to those persons who are Non-Employee Directors, initial option grants to any new director, and any options that may be issued to a Non-Employee Director who elects to receive options in lieu of cash Board Meeting or Board Committee fees, all as provided for under the Non-Employee Director Compensation Program adopted by the Board for 2014. The Administrator of the 2012 Plan has not made any other determinations with respect to the grant of any options, restricted stock awards or other stock-based awards covering the additional shares of Common Stock authorized by the amendment to any director, executive officer or other employee of the Company or any other eligible person, although it may do so in the future. Because grants of awards under the Plan may be made to executive officers, employees, Non-Employee Directors, independent agents, consultants and others as determined by the Administrator of the 2012 Plan, there is no way to predict how many participants will ultimately receive awards in the future under the 2012 Plan. As of the Record Date there were 110 employees of the Company.

The following is a summary of the 2012 Plan, contemplating the amendment to increase the number of shares available under the 2012 Plan to 1,600,000. This summary does not purport to be complete, and is subject to and qualified in its entirety by reference to the full text of the 2012 Plan, as set forth in our Proxy Statement on Schedule 14A for the 2012 Annual Meeting as proposed to be amended at the Annual Meeting, set forth as Appendix A to this Proxy Statement. Capitalized terms used in the summary but not defined in it will have the meanings assigned to them in the 2012 Plan.

#### **Awards.**

The 2012 Plan provides for the grant of any or all of the following types of awards (collectively, "Awards"): (a) stock options, (b) restricted stock, (c) deferred stock and (d) other stock-based awards. Awards may be granted singly, in combination, or in tandem, as determined by the Board of Directors or the Committee (as defined below). Subject to anti-dilution adjustments as provided in the 2012 Plan, (i) the 2012 Plan, as amended, will provide for a total of 1,600,000 shares of Common Stock to be available for distribution pursuant to the 2012 Plan, and subject to the provisions of the immediately preceding paragraph, the maximum number of shares of Stock with respect to which Options, Deferred Stock, Restricted Stock or Other Stock-Based Awards may be granted or measured to any participant under the 2012 Plan during any calendar year or part thereof shall not exceed 250,000 shares. The maximum number of shares of Common Stock with respect to which Incentive Stock Options may be granted under the 2012 Plan shall be 600,000 shares. If any outstanding Award is canceled, forfeited, delivered to the Company as payment for the exercise price or surrendered to the Company for tax withholding purposes, shares of Common Stock allocable to such Award may again be available for Awards under the Stock Incentive Plan.



Administration. The 2012 Plan may be administered by the Board of Directors (the “Board”) or a Committee (the “Committee”) consisting of two or more members of the Board of Directors appointed by the Board. Each member of the Committee shall to the extent practicable, be “non-employee directors” for the purpose of Rule 16b-3 under the Exchange Act and, if practicable, shall also qualify as “outside directors” for the purpose of the performance-based compensation exception under Code Section 162(m) except to the extent that the Board determines that such compliance is not necessary or that it is not desirable or that it is not practicable. The Board or the Committee will determine, among other things, the persons to whom Awards will be granted, the type of Awards to be granted, the number of shares subject to each Award and the share price. The Board or the Committee will also determine the term of each Award, the restrictions or limitations thereon, and the manner in which each such Award may be exercised or, if applicable, the extent and circumstances under which Common Stock and other amounts payable with respect to an Award will be deferred. The Board or Committee may delegate some of the functions referred to above to the Company’s Chief Executive Officer or Chief Financial Officer. The 2012 Plan became effective on May 22, 2012, when it was approved and adopted at the 2012 Annual Meeting (the “Effective Date”) and no Award shall be granted pursuant to the 2012 Plan on or after the tenth anniversary of the Effective Date.

Eligibility and Participation. Officers and other employees of the Company or any Parent or Subsidiary (but excluding any person whose eligibility would adversely affect the compliance of the Plan with the requirements of Rule 16b-3) who are at the time of the grant of an award under the Plan employed by the Company or any Parent or Subsidiary and who are responsible for or contribute to the management, growth and/or profitability of the business of the Company or any Parent or Subsidiary are eligible to be granted Options or other Awards under the 2012 Plan. In addition, Non-Qualified Stock Options and other Awards may be granted under the 2012 Plan to any person, including, but not limited to, directors, independent agents, consultants and attorneys who the Board or the Committee, as the case may be, believes has contributed or will contribute to the success of the Company. Eligibility under the 2012 Plan shall be determined by the Board or the Committee, as the case may be.

A participant’s right, if any, to continue to serve the Company as a director, executive officer, other key employee, or otherwise, will not be enlarged or otherwise affected by his or her designation as a participant under the 2012 Plan. Participants may receive one or more Awards under the 2012 Plan.

#### Forms of Awards

Stock Options. The 2012 Plan provides for the grant of Incentive Stock Options and Non-Qualified Stock Options. The Board or the Committee, as the case may be, shall determine those persons to whom Stock Options may be granted.

Incentive Stock Options granted pursuant to the 2012 Plan are nontransferable by the optionee during his lifetime. Options granted pursuant to the 2012 Plan will expire if not exercised within 10 years of the grant (five years in the case of Incentive Stock Options granted to an eligible employee owning stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or a parent or subsidiary of the Company immediately before the grant (“10% Stockholder”)), and under certain circumstances set forth in the 2012 Plan, may be exercised within three (3) months following termination of employment (one year in the event of death, retirement at normal retirement age or disability of the optionee), unless the term of the option, pursuant to the stock option agreement, expires earlier or unless the Board or Committee determines to shorten or extend the exercise periods. Options may be granted to optionees in such amounts and at such prices as may be determined, from time to time, by the Board or the Committee. The exercise price of an Incentive Stock Option will not be less than the fair market value of the shares underlying the option on the date the option is granted, provided, however, that the exercise price of an Incentive Stock Option granted to a 10% Stockholder may not be less than 110% of such fair market value. The exercise price of a Non-Qualified Stock Option may be less than such fair market value on the date of grant.

Under the 2012 Plan, the Company may not, in the aggregate, grant Incentive Stock Options that are first exercisable by any optionee during any calendar year (under all such plans of the optionee’s employer corporation and its “parent” and “subsidiary” corporations, as those terms are defined in Section 424 of the Code) to the extent that the aggregate fair market value of the underlying stock (determined at the time the option is granted) exceeds \$100,000.

The 2012 Plan contains anti-dilution provisions authorizing appropriate adjustments in certain circumstances.

Shares of Common Stock subject to Awards which expire without being exercised or which are cancelled as a result of the cessation of employment are available for further grants. No shares of Common Stock of the Company may be issued upon the exercise of any option granted under the 2012 Plan until the full option price has been paid by the optionee. The Board of Directors or the Committee may grant individual options under the 2012 Plan with more stringent provisions than those specified in the 2012 Plan.

Options become exercisable in such amounts, at such intervals and upon such terms and conditions as the Board of Directors or the Committee provides. Stock options granted under the 2012 Plan are exercisable until the earlier of (i) a date set by the Board of Directors or Committee at the time of grant or (ii) the close of business on the day before the tenth anniversary of the stock option's date of grant (the day before the fifth anniversary in the case of an Incentive Stock Option granted to a 10% Stockholder). The 2012 Plan will remain in effect until all stock options are exercised or terminated. Notwithstanding the foregoing, no options may be granted on or after the tenth anniversary of the Effective Date.

Restricted and Deferred Stock Awards. Under the 2012 Plan, the Board or the Committee may grant shares of restricted Common Stock either alone or in tandem with other Awards. Restricted and Deferred Stock awards give the recipient the right to receive a specified number of shares of Common Stock, subject to such terms, conditions and restrictions as the Board or the Committee deems appropriate. Restrictions may include limitations on the right to transfer the stock until the expiration of a specified period of time and forfeiture of the stock upon the occurrence of certain events such as the termination of employment prior to expiration of a specified period of time. In addition, a participant in the 2012 Plan who has received a Deferred Stock Award may request, under certain conditions, the Board or the Committee to defer the receipt of an Award (or an installment of an Award) for an additional specified period or until the occurrence of a specified event.

Performance-Based Awards and Performance Goals. Certain Awards made under the 2012 Plan may be granted so that they qualify as "performance-based compensation" (as this term is used in Code Section 162(m) and the regulations thereunder) and are exempt from the deduction limitation imposed by Code Section 162(m) (these Awards are referred to as "Performance-Based Awards"). Under Code Section 162(m), the Company's tax deduction may be limited to the extent total compensation paid to the Chief Executive Officer, or any of the four most highly compensated executive officers (other than the Chief Executive Officer) exceeds \$1 million in any one tax year. Among other criteria, Awards only qualify as Performance-Based Awards if at the time of grant the Committee is administering the 2012 Plan and the Committee is comprised solely of two or more "outside directors" (as this term is used in Code Section 162(m) and the regulations thereunder). In addition, the Company must obtain stockholder approval of material terms of performance goals for such "performance-based compensation."

By approving the 2012 Stock Incentive Plan, stockholders are also approving the material terms of the performance measures set forth in the Stock Incentive Plan that form the basis upon which the Committee may issue Performance-Based Awards.

Under the 2012 Plan, the Committee may use the following performance measures (either individually or in any combination) to set performance targets with respect to Awards intended to qualify as Performance-Based Awards: net sales; pretax income before allocation of corporate overhead and bonus; pre-tax income before FAS 123R expense; budget; earnings per share; net income; division, group or corporate financial goals; return on stockholders' equity; return on assets; return on net assets; return on investment capital; gross margin return on investment; gross margin dollars or percent; payroll as a percentage of sales; inventory turnover; employee turnover; sales, general and administrative expense; attainment of strategic and operational initiatives; appreciation in and/or maintenance of the price of Common Stock or any other publicly-traded securities of the Company, if any; market share; gross profits; earnings before interest and taxes; earnings before interest, taxes, depreciation and amortization; economic value-added models; comparisons with various stock market indices; and/or reductions in costs. The foregoing criteria shall have any reasonable definitions that the Committee may specify, which may include or exclude any or all of the following items as the Committee may specify: extraordinary, unusual or non-recurring items; effects of accounting changes; effects of financing activities; expenses for restructuring or productivity initiatives; other non-operating items; spending for acquisitions; effects of divestitures; and effects of litigation activities and settlements. Any such performance criterion or combination of such criteria may apply to the participant's Award opportunity in its entirety or to any designated portion or portions of the Award opportunity, as the Committee may specify.

All Stock Options and certain Stock Awards, Performance Awards, and Other Awards granted under the 2012 Plan, and the compensation attributable to such Awards, are intended to (i) qualify as Performance-Based Awards or (ii) be otherwise exempt from the deduction limitation imposed by Code Section 162(m).

Other Stock Based Awards. Other Stock-Based Awards, which may include performance shares and shares valued by reference to the performance of the Company or any parent or subsidiary of the Company, may be granted either alone or in tandem with other Awards.

Effect of a Change of Control. Upon a “Change of Control” (as defined in the 2012 Plan) unless a majority of the Board determines otherwise prior to such Change of Control, generally, all outstanding Stock Options which have been outstanding for at least one year shall become exercisable in full, whether or not exercisable at the time and any such option shall remain exercisable in full until it expires pursuant to its terms and all restrictions and deferral limitations contained in any Restricted Stock Award, Deferred Stock Award and Other Stock-Based Award granted under the 2012 Plan shall lapse. All restrictions and deferral limitations with respect to a 409A Deferred Stock Award or with respect to a Participant’s Deferred Restricted Stock Account shall not lapse unless the “Change of Control” qualifies as a “409A Change” (as defined in the 2012 Plan).

Termination of Employment. The 2012 Plan provides for certain periods after termination of employment during which a participant may exercise a Stock Option if employment is terminated due to death or disability or normal retirement, as defined in the 2012 Plan. A participant whose employment is terminated for any reason, including, without limitation, retirement, death or disability, forfeits all unvested, unexercisable and unearned Awards granted to the participant. Except as set forth above the Board or Committee, as the case may be, shall determine the post employment rights of a participant with respect to an Award that was vested or earned prior to termination. The 2012 Plan’s provisions relating to termination of employment may be modified in the discretion of the Board or Committee.

Term and Amendment. The stockholders approved the 2012 Plan at the 2012 Annual Meeting. The 2012 Plan became effective as of May 22, 2012 and no award will be granted more than ten years after May 22, 2012. The Board may at any time, and from time to time, amend any of the provisions of the 2012 Plan, and may at any time suspend or terminate the 2012 Plan; provided, however, that no such amendment shall be effective unless and until it has been duly approved by the holders of the outstanding shares of Stock if the failure to obtain such approval would adversely affect the compliance of the 2012 Plan with the requirements of Rule 16b-3 or any other applicable law, rule or regulation. The Board or the Committee, as the case may be, may amend the terms of any Stock Option or other award theretofore granted under the Plan; provided, however, that subject to certain provisions of the 2012 Plan, no such amendment may be made by the Board or the Committee, as the case may be, which in any material respect impairs the rights of the Participant without the Participant’s consent, except for such amendments which are made to cause the 2012 Plan to qualify for the exemption provided by Rule 16b-3. Moreover, no Stock Option previously granted under the 2012 Plan may be amended to reduce the exercise price of the Stock Option.

### **Summary of U.S. Federal Income Tax Consequences**

The following information is not intended to be a complete discussion of the federal income tax consequences of participation in the 2012 Plan and is qualified in its entirety by references to the Code and the regulations adopted under the Code. The provisions of the Code described in this section include current tax law only and do not reflect any proposals to revise current tax law. The federal income tax consequences applicable to officers, directors, and other persons who are subject to potential liability under Section 16(b) of the Exchange Act may be different than the federal income tax consequences applicable to persons who are not subject to Section 16(b). The federal income tax consequences applicable to all persons, whether or not subject to Section 16(b), are described below.

Incentive Stock Options. Generally, under the Code, an optionee will not realize taxable income by reason of the grant or exercise of an Incentive Stock Option granted pursuant to the 2012 Plan (see, however, discussion of alternative minimum tax below). If an optionee exercises an Incentive Stock Option and does not dispose of the shares until the later of (i) two years from the date the option was granted and (ii) one year from the date of exercise, the entire gain, if any, realized upon disposition of such shares will be taxable to the optionee as long-term capital gain, and the Company will not be entitled to any deduction. If an optionee disposes of the shares within the period of two years from the date of grant or one year from the date of exercise (referred to as a “disqualifying disposition”), the optionee

generally will realize ordinary income in the year of disposition and the Company will receive a corresponding deduction in an amount equal to the excess of (i) the lesser of (a) the amount, if any, realized on the disposition and (b) the fair market value of the shares on the date the option was exercised over (ii) the option price. Any additional gain realized on the disposition will be short-term or long-term capital gain and any loss will be long-term or short-term capital loss. The optionee will be considered to have disposed of a share if he or she sells, exchanges, makes a gift of or transfers legal title to the share (except transfers, among others, by pledge, on death or to a spouse). If the disposition is by sale or exchange, the optionee's tax basis will equal the amount paid for the shares plus any ordinary income realized as a result of the disqualifying disposition.

The exercise of an Incentive Stock Option may subject the optionee to the so-called "alternative minimum tax" (referred to as "AMT"). The amount by which the fair market value of the shares purchased at the time of the exercise exceeds the option exercise price is an adjustment for purposes of computing the AMT. In the event of a disqualifying disposition of the shares in the same taxable year as exercise of the Incentive Stock Option, no adjustment is then required for purposes of the AMT, but regular income tax, as described above, may result from such disqualifying disposition.

An optionee who surrenders shares as payment of the exercise price of his or her Incentive Stock Option generally will not recognize gain or loss on his or her surrender of such shares. The surrender of shares previously acquired upon exercise of an Incentive Stock Option in payment of the exercise price of another Incentive Stock Option, is, however, a "disposition" of such stock. If the Incentive Stock Option holding period requirements described above have not been satisfied with respect to such stock, such disposition will be a disqualifying disposition that may cause the optionee to recognize ordinary income as discussed above.

Under the Code, all of the shares received by an optionee upon exercise of an Incentive Stock Option by surrendering shares will be subject to the Incentive Stock Option holding period requirements. Of those shares, a number of shares (referred to as the "Exchange Shares") equal to the number of shares surrendered by the optionee will have the same tax basis for capital gains purposes (increased by any ordinary income recognized as a result of a disqualifying disposition of the surrendered shares if they were Incentive Stock Option shares) and the same capital gains holding period as the shares surrendered.

For purposes of determining ordinary income upon a subsequent disqualifying disposition of the Exchange Shares, the amount paid for such shares will be deemed to be the fair market value of the shares surrendered. The balance of the shares received by the optionee will have a tax basis (and a deemed purchase price) of zero and a capital gains holding period beginning on the date of exercise. The Incentive Stock Option holding period for all shares will be the same as if the option had been exercised for cash.

Non-Qualified Stock Options. Generally, there will be no federal income tax consequences to either the optionee or the Company on the grant of Non-Qualified Stock Options pursuant to the Stock Incentive Plan. On the exercise of a Non-Qualified Stock Option, the optionee has taxable ordinary income equal to the excess of the fair market value of the shares acquired on the exercise date over the option price of the shares. The Company will be entitled to a federal income tax deduction (subject to the limitations contained in Code Section 162(m)) in an amount equal to such excess, provided that the Company complies with applicable reporting rules.

Upon the sale of stock acquired by exercise of a Non-Qualified Stock Option, optionees will realize long-term or short-term capital gain or loss depending upon their holding period for such stock. For individuals, capital losses are deductible only to the extent of capital gains for the year plus \$3,000. An optionee who surrenders shares in payment of the exercise price of a Non-Qualified Stock Option will not recognize gain or loss with respect to the shares so delivered unless such shares were acquired pursuant to the exercise of an Incentive Stock Option and the delivery of such shares is a disqualifying disposition. See "Incentive Stock Options." The optionee will recognize ordinary income on the exercise of the Non-Qualified Stock Option as described above. Of the shares received in such an exchange, that number of shares equal to the number of shares surrendered have the same tax basis and capital gains holding period as the shares surrendered. The balance of shares received will have a tax basis equal to their fair market value on the date of exercise and the capital gains holding period will begin on the date of exercise.

Stock Awards. The taxability of a Stock Award to a participant is dependent upon the extent to which the

award is restricted on the date of grant. If a Stock Award is either transferable or not subject to a substantial risk of forfeiture, a participant will recognize taxable ordinary income on the date of grant. If a Stock Award is both non-transferable and subject to a substantial risk of forfeiture on the date of grant, then unless an election is made as described below, a participant will not recognize taxable ordinary income on the date of grant, but will at such time or times as the Stock Award becomes either transferable or not subject to a substantial risk of forfeiture in an amount equal to the fair market value of such shares at that time. Within thirty days of receipt of a Stock Award that is not transferable and subject to a substantial risk of forfeiture, a participant may file an election with the Internal Revenue Service to include as taxable ordinary income in the year of receipt an amount equal to the fair market value of the shares subject to the award at the time of receipt. In such event, any subsequent appreciation in the value of such shares will not be taxable as compensation to a participant upon the vesting of shares subject to the award. However, if shares subject to the award are forfeited subsequent to such election, a participant will not be entitled to a tax deduction. For purposes of determining the amount of taxable gain or loss upon a subsequent disposition of shares issued pursuant to such an award, the amount recognized as ordinary income to a participant will be treated as the cost basis for such shares. Shares which are held for more than one year after vesting (or in the event of an election as described above, the date of receipt) generally will qualify for long-term capital gain treatment. The Company will be entitled to a deduction in such amount and at such time as ordinary income becomes taxable to the participant.

Performance Awards. The tax consequences of a performance award depend upon the nature of the underlying award and if and when the performance goals are achieved. If a performance award consists of a promise to deliver common stock at a future date based upon the satisfaction of certain targets, such awards will be subject to federal income taxation as ordinary income based upon the fair market value of the common stock on the date such performance awards are earned by a participant by satisfying the performance targets, provided such awards are not then subject to a substantial risk of forfeiture.

Company Deduction. Generally, whenever a participant realizes ordinary income under the Stock Incentive Plan, a corresponding deduction is available to the Company provided the Company complies with certain reporting requirements. Under Code Section 162(m), however, the Company will be denied a deduction for certain compensation exceeding \$1,000,000 paid to its Chief Executive Officer and the four other highest paid executive officers, excluding (among other things) certain performance-based compensation.

### **APPROVAL REQUIRED AND RECOMMENDATION**

**The affirmative vote of the holders of record of a majority in voting interest of the shares of stock entitled to be voted at the Annual Meeting, present in person or by proxy are required for approval of this proposal.**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE AMENDMENT TO THE 2012 STOCK INCENTIVE PLAN.**

### **PROPOSAL III**

#### **TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE RESOLUTION APPROVING NAMED EXECUTIVE OFFICER COMPENSATION**

The Company is asking its stockholders to approve a non-binding advisory resolution on its named executive officer compensation as reported in this Proxy Statement.

In accordance with recently adopted Section 14A of the Exchange Act, and as a matter of good corporate governance, the Company is asking stockholders to approve the following advisory resolution at the Annual Meeting:

RESOLVED, that the stockholders of iCAD, Inc. (the “Company”) approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in this proxy statement, including as discussed in the section entitled “Executive Compensation”, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company’s 2014 Annual Meeting of Stockholders.

This advisory resolution, commonly referred to as a “say-on-pay” resolution, is non-binding on the Board of Directors. Although non-binding, the Board of Directors and the Compensation Committee will carefully review and consider the voting results when evaluating our named executive officer compensation program.

#### **APPROVAL REQUIRED AND RECOMMENDATION**

The affirmative vote of the holders of record of a majority in voting interest of the shares of stock entitled to be voted at the Annual Meeting, present in person or by proxy are required for approval of this proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION ON THE COMPANY’S NAMED EXECUTIVE OFFICER COMPENSATION**

#### **PROPOSAL IV**

##### **RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

BDO USA, LLP has audited and reported upon the financial statements of the Company for the fiscal year ended December 31, 2013. The Audit Committee of the Board of Directors has re-appointed BDO USA, LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2014, and the Board is asking stockholders to ratify that selection. Although, current law, rules, and regulations, as well as the charter of the Audit Committee, require the Audit Committee to engage, retain, and supervise the Company’s independent registered public accounting firm, the Board considers the selection of the independent registered public accounting firm to be an important matter of stockholder concern and is submitting the selection of BDO USA, LLP for ratification by stockholders as a matter of good corporate practice. The Audit Committee reserves the right, even after ratification by stockholders, to change the appointment of BDO USA, LLP as auditors, at any time during the 2014 fiscal year, if it deems such change to be in the best interest of the Company. If the stockholders do not ratify the selection of BDO USA, LLP, the Audit Committee will review the Company’s relationship with BDO USA, LLP and take such action as it deems appropriate, which may include continuing to retain BDO USA, LLP as the Company’s independent registered public accounting firm. A representative of BDO USA, LLP is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

#### **Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.**

#### **STOCKHOLDER PROPOSALS FOR 2015 ANNUAL MEETING**

Stockholders who wish to present proposals appropriate for consideration at our annual meeting of stockholders to be held in the year 2015 must submit a notice containing the proposal in proper form consistent with our By-Laws, addressed to the attention of our Corporate Secretary at our address set forth on the first page of this proxy statement and in accordance with applicable regulations under Rule 14a-8 of the Exchange Act, not later than December 12, 2014 in order for the proposition to be considered for inclusion in our proxy statement and form of proxy relating to such annual meeting. Under our By-Laws, to be in proper form, each such notice must set forth as to each matter the stockholder proposes to bring before the meeting: (i) a description of each item of business proposed to be brought before the meeting and the reasons for conducting such business at the meeting; (ii) the name and record address of the stockholder proposing to bring such item of business before the meeting; (iii) the class or series and number of shares of our stock which are held of record or owned beneficially and represented by proxy by such stockholder as of the record date for the meeting (if such date then shall have been made publicly available) and as of the date of such notice; (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder

and any material interest of such stockholder in such business; (v) a representation that such stockholder intends to appear in person or by proxy at the meeting to bring such business before the meeting, and (vi) all other information which would be required to be included in a proxy statement filed with the SEC if, with respect to any such item of business, such stockholder were a participant in a solicitation subject to Section 14 of the Exchange Act.

If a stockholder submits a proposal after December 12, 2014 deadline required under Rule 14a-8 of the Exchange Act but still wishes to present the proposal at our annual meeting of stockholders (but not in our proxy statement) for the fiscal year ending December 31, 2014 to be held in 2015, the proposal, which must be presented in a manner consistent with our By-Laws and applicable law, must be submitted to our Corporate Secretary in proper form at the address set forth above so that it is received by our Corporate Secretary not less than 50 nor more than 75 days prior to the meeting unless less than 65 days notice or prior public disclosure of the date of the meeting is given or made to stockholders, in which case, no less than the close of business on the tenth day following the date on which the notice of the date of the meeting was mailed or other public disclosure of the date of the meeting was made.

We did not receive notice of any proposed matter to be submitted by stockholders for a vote at this Annual Meeting and, therefore, in accordance with Exchange Act Rule 14a-4(c) any proxies held by persons designated as proxies by our Board of Directors and received in respect of this Annual Meeting will be voted in the discretion of our management on such other matter which may properly come before the Annual Meeting.

#### **OTHER INFORMATION**

Proxies for the Annual Meeting will be solicited by mail and through brokerage institutions and all expenses involved, including printing and postage, will be paid by the Company.

A COPY OF THE COMPANY'S ANNUAL REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013 IS BEING FURNISHED HERewith TO EACH STOCKHOLDER OF RECORD AS OF THE CLOSE OF BUSINESS ON MARCH 28, 2014. COPIES OF OUR ANNUAL REPORT ON FORM 10-K, AND ANY AMENDMENTS TO THE FORM 10-K, WITHOUT EXHIBITS, WILL BE PROVIDED UPON WRITTEN REQUEST. EXHIBITS TO THE FORM 10-K WILL BE PROVIDED FOR A NOMINAL CHARGE. A WRITTEN REQUEST FOR THE FORM 10-K SHOULD BE MADE TO:

ICAD, INC.  
98 SPIT BROOK ROAD, SUITE 100  
NASHUA, NEW HAMPSHIRE 03062  
ATTENTION: COMPANY SECRETARY

The Board of Directors is aware of no other matters, except for those incident to the conduct of the Annual Meeting, that are to be presented to stockholders for formal action at the Annual Meeting. If, however, any other matters properly come before the Annual Meeting or any adjournments thereof, it is the intention of the persons named in the proxy to vote the proxy in accordance with their judgment.

By order of the Board of Directors,  
Kenneth Ferry,  
President and Chief Executive Officer

April 10, 2014

## Appendix A

### AMENDMENT No. 1 TO iCAD Inc. 2012 STOCK INCENTIVE PLAN

The iCAD, Inc. 2012 Stock Incentive Plan (the “Plan”) is hereby amended as follows (capitalized terms used herein and not defined herein shall have the respective meaning ascribed to such terms in the Plan):

1. Section 3 of the Plan shall be deleted in its entirety and replaced with the following:

#### **Section 3. Stock Subject to Plan.**

The total number of shares of Stock reserved and available for distribution under the Plan shall be 1,600,000 shares. Such shares may consist, in whole or in part, of authorized and unissued shares or treasury shares.

If any shares of Stock that have been optioned cease to be subject to a Stock Option award for any reason (other than by issuance of such shares upon exercise of a Stock Option), or if any shares of Stock that are subject to any Restricted Stock award, Deferred Stock award or Other Stock-Based award are forfeited or any such award otherwise terminates without the issuance of such shares such shares shall again be available for distribution under the Plan. Without limiting the foregoing, (i) any shares of Stock subject to an award that remain unissued upon the cancellation, surrender, exchange or termination of such award without having been exercised or settled, (ii) any shares of Stock subject to an award that are retained by the Company as payment of the exercise price or tax withholding obligations with respect to an award and (iii) any shares of Stock equal to the number of previously owned shares of Stock surrendered to the Company as payment of the exercise price of a Stock Option or to satisfy tax withholding obligations with respect to an award, shall again be available for distribution under the Plan.

In the event of any merger, reorganization, consolidation, recapitalization, stock dividend, stock split, extraordinary distribution with respect to the Stock or other change in corporate structure affecting the Stock, such substitution or adjustments shall be made in the (A) aggregate number of shares of Stock reserved for issuance under the Plan, (B) number, kind and exercise price of shares of Stock subject to outstanding Options granted under the Plan, and (C) number, kind, purchase price and/or appreciation base of shares of Stock subject to other outstanding awards granted under the Plan, as may be determined to be appropriate by the Board or the Committee, as the case may be, in order to prevent dilution or enlargement of rights; provided, however, that the number of shares of Stock subject to any award shall always be a whole number. Such adjusted exercise price shall also be used to determine the amount which is payable to the optionee upon the exercise by the Board or the Committee, as the case may be, of the alternative settlement right which is set forth in Section 5(b)(xi) below.

Subject to the provisions of the immediately preceding paragraph, the maximum number of shares of Stock with respect to which Options, Deferred Stock, Restricted Stock or Other Stock-Based Awards may be granted or measured to any Participant under the Plan during any calendar year or part thereof shall not exceed 250,000 shares. The maximum number of shares of Stock with respect to which Incentive Stock Options may be granted under the Plan shall be 1,600,000 shares of Stock.

2. All other provisions of the 2012 Plan remain in full force and effect, other than any provision that conflicts with the terms and spirit of this amendment.

Adopted by the Board of Directors on March, 28, 2014