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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

iCAD, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) May 20, 2013

iCAD, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-9341

(Commission File Number)

02-0377419

(IRS Employer Identification No.)

98 Spit Brook Road, Suite 100, Nashua, New Hampshire

(Address of Principal Executive Offices)

03062

(Zip Code)

(603) 882-5200

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Company's Annual Meeting of Stockholders held on May 20, 2013 the stockholders of the Company entitled to vote at the meeting voted to (i) elect the eight individuals named below to serve as directors of the Company to hold office until the Annual Meeting of Stockholders to be held in 2014 and until their successors have been duly elected and qualified, (ii) approve, by non-binding advisory vote, the Company's Say on Pay Vote (iii) approve the Company's Say When on Pay Vote and (iv) ratify the appointment of BDO USA as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.

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

<u>Names of Nominees</u>	<u>Number of Votes For</u>	<u>Number of Votes Withheld</u>	<u>Broker Non- Votes</u>
Dr. Lawrence Howard	4,559,508	118,353	4,182,717
Kenneth Ferry	4,558,308	119,553	4,182,717
Dr. Rachel Brem	4,558,303	119,558	4,182,717
Anthony Ecock	4,463,837	214,024	4,182,717
Michael Klein	3,401,096	1,276,765	4,182,717
Steven Rappaport	4,463,799	214,062	4,182,717
Somu Subramaniam	4,557,580	120,281	4,182,717
Dr. Elliot Sussman	4,560,228	117,633	4,182,717

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

4,390,845 shares FOR the proposal, 193,199 shares AGAINST the proposal, 93,817 ABSTENTIONS and 4,182,717 BROKER NON-VOTES.

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

3,599,693 shares FOR ONE YEAR, 634,616 shares FOR TWO YEARS, 402,965 shares FOR THREE YEARS, 40,587 ABSTENTIONS and 4,182,717 BROKER NON-VOTES.

- 4) The votes cast by stockholders with respect to the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 were as follows:

8,823,703 shares FOR the proposal, 17,320 shares AGAINST the proposal and 19,555 ABSTENTIONS.

With respect to the Company's Proposal to approve an amendment to the Company's Certificate of Incorporation to reduce the authorized shares, the Company has adjourned the meeting to provide its stockholders additional time to vote on the amendment to its certificate of incorporation. The charter amendment requires the affirmative vote of the holders of a majority of all shares outstanding for adoption. Less than half of the Company's outstanding shares of

common stock have been voted on this proposal. During the period of the adjournment, the Company will continue to solicit proxies from its stockholders with respect to the proposed charter amendment. Stockholders who have not already done so are encouraged to vote on the proposal. Stockholders who have already voted need not take any action on the proposal, although they may change their vote for the charter amendment by executing a new proxy, revoking a previously given proxy or attending the adjourned meeting and voting in person as set forth in the Company's proxy statement. The meeting adjournment with respect to the second proposal will be at 10:00 AM, Eastern Time, on Friday, May 31, 2013 at the offices of Blank Rome LLP, counsel to the Company, located at 405 Lexington Avenue, New York, NY 10174.

The Company filed the proxy statement for the 2013 Annual Meeting with the SEC on April 11, 2013 pursuant to which the Company is soliciting additional proxies in connection with the second proposal. Stockholders are encouraged to read the proxy statement and other relevant documents filed with the SEC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

iCAD, INC.
(Registrant)

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

Date: May 20, 2013