
**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:

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

May 10, 2013

Dear Fellow Stockholders:

You are receiving this letter because you received a Voter Instruction Form (“VIF”) from your custodian that contained a description of the Company’s Proposal 2 that is inconsistent with the Proxy Statement filed by the Company with the SEC.

The VIF you received incorrectly described Proposal 2 as follows: “To approve an amendment to our certificate of incorporation to effect a reverse stock split.”

Proposal 2 should read as follows: “*To approve an amendment to our certificate of incorporation to reduce the authorized shares.”*

Please assist as follows:

- If you have already voted in favor of Proposal 2 and would like to vote in favor of reducing the authorized shares as described in the Proxy Statement, you do not need to do anything further. Your shares will be voted in favor of Proposal 2 as corrected.
- If you have not yet submitted your completed VIF, please use the attached corrected VIF or vote online or by telephone by following the instructions on the VIF.
- If you would like to change your vote with respect to Proposal 2, please submit an updated VIF by using the attached corrected VIF or vote online or by telephone by following the instructions on the VIF.

The matters set forth in all the proposals **OTHER THAN** Proposal 2 will be tallied at the Annual Meeting on May 20, 2013. Please be certain to vote as to those Proposals on or before May 19, 2013 or you may attend the meeting, in which case you should refer to the Proxy Statement for a description of what you will need to be admitted to the meeting. As to **PROPOSAL 2 ONLY**, we may adjourn the meeting until May 31, 2013 to allow our stockholders additional time to vote for Proposal 2.

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

Very truly yours,

/s/ Kenneth Ferry

Kenneth Ferry
President and CEO

ICAD, INC. ANNUAL MEETING TO BE HELD ON 05/20/13
 FOR HOLDERS AS OF 03/28/13 * ISSUER CONFIRMATION COPY - INFO ONLY *
 1 1-0001 THIS FORM IS PROVIDED FOR
 INFORMATIONAL PURPOSES ONLY.
 PLEASE DO NOT USE IT FOR VOTING
 PURPOSES.

44934S206

DIRECTORS RECOMMEND: A VOTE FOR ELECTION OF THE FOLLOWING
 NOMINEES 0010100
 1. - 01-DR. LAWRENCE HOWARD, 02-KENNETH FERRY, 03-DR. RACHEL BREM,
 04-ANTHONY ECOCK, 05-MICHAEL KLEIN, 06-STEVEN RAPPAPORT, 07-SOMU
 SUBRAMANIAM,
 08-DR. ELLIOT SUSSMAN

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
 THE SHAREHOLDER MEETING TO BE HELD ON 05/20/13 FOR ICAD, INC.
 THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.PROXYVOTE.COM ** | **
 - ANNUAL REPORT -S
 2-1
 FOR ALL NOMINEES
 WITHHOLD ALL NOMINEES
 WITHHOLD AUTHORITY TO VOTE FOR
 ANY INDIVIDUAL NOMINEE. WRITE
 NUMBER(S) OF NOMINEE(S) BELOW.

USE NUMBER ONLY _____

FOR AGN ABS

2 X

44934S206

FOR AGN ABS

1YR 2YR 3YR ABS

PLACE "X" HERE IF YOU PLAN TO ATTEND
 AND VOTE YOUR SHARES AT THE MEETING



51 MERCEDES WAY
 EDGEWOOD NY 11717

FOR AGN ABS



ICAD, INC.
 ATTN: KEVIN BURNS
 98 SPT BROOK ROAD, SUITE 100
 NASHUA, NH 03062

FOR

----->>> FOR ----->>> 2.
 0040501

2. * TO APPROVE AN AMENDMENT TO OUR
 CERTIFICATE OF INCORPORATION TO REDUCE
 THE AUTHORIZED SHARES.

----->>> FOR ----->>> 3.
 0029440

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

----->>> FOR ----->>> 4.
 0010200

4. * TO APPROVE, BY NON-BINDING ADVISORY
 VOTE, THE FREQUENCY OF FUTURE ADVISORY
 VOTES ON THE RESOLUTION APPROVING
 NAMED EXECUTIVE OFFICER COMPENSATION.

----->>> FOR ----->>> 5.
 0039902

5. - TO RATIFY THE APPOINTMENT OF BDO USA,
 LLP AS THE COMPANY'S INDEPENDENT
 REGISTERED PUBLIC ACCOUNTING FIRM FOR
 THE FISCAL YEAR ENDING DECEMBER 31, 2013.

MATERIALS ELECTION

6. - TO TRANSACT SUCH OTHER BUSINESS AS MAY
 PROPERLY COME BEFORE THE MEETING.

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