

Areglado R. Scott
Form 3
January 14, 2019

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | |
|--|--------------------------------------|---|
| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â Areglado R. Scott | (Month/Day/Year) | ICAD INC [icad] |
| (Last) (First) (Middle) | 01/11/2019 | |
| 98 SPIT BROOK ROAD, SUITE 100,Â C/O ICAD, INC. | | 4. Relationship of Reporting Person(s) to Issuer |
| (Street) | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | (Check all applicable) |
| | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Interim Chief Financial Officer |
| NASHUA,Â NHÂ 03062 | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) (State) (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.01 par value | 32,409 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------|---------------------|--------------------|---|----------------------------------|----------|----------------------------------|---|
| Stock Options | Â (2) | 05/23/2024 | Common Stock, \$0.01 par value | 3,000 | \$ 6.87 | D | Â |
| Stock Options | Â (3) | 01/27/2022 | Common Stock, \$0.01 par value | 6,000 | \$ 2.85 | D | Â |
| Stock Options | Â (4) | 05/09/2021 | Common Stock, \$0.01 par value | 15,000 | \$ 6 | D | Â |
| Stock Options | Â (5) | 10/10/2022 | Common Stock, \$0.01 par value | 8,000 | \$ 2.24 | D | Â |
| Stock Options | Â (6) | 02/24/2025 | Common Stock, \$0.01 par value | 3,000 | \$ 10.46 | D | Â |
| Stock Options | Â (7) | 08/15/2026 | Common Stock, \$0.01 par value | 7,500 | \$ 5.52 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Areglado R. Scott 98 SPIT BROOK ROAD, SUITE 100 C/O ICAD, INC. NASHUA, NH 03062 | Â | Â | Â Interim Chief Financial Officer | Â |

Signatures

/s/ R. Scott
Areglado

01/14/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes (i) 1,667 shares subject to vesting on August 15, 2019, under a Restricted Stock Award granted on August 15, 2016 and (ii)

- (1) 5,000 shares subject to vesting on each of September 20, 2019 and September 20, 2020 under a Restricted Stock Award granted on September 20, 2017.
- (2) Stock options granted on May 23, 2014, all of which are exercisable as of the date hereof.
- (3) Stock options granted on January 27, 2012, all of which are exercisable as of the date hereof.
- (4) Stock options granted on May 9, 2011, all of which are exercisable as of the date hereof.
- (5) Stock options granted on October 10, 2012, all of which are exercisable as of the date hereof.
- (6) Stock options granted on February 24, 2015, all of which are exercisable as of the date hereof.
- (7) Stock options granted on August 15, 2016, 5,000 of which are exercisable as of the date hereof. Options to purchase 2,500 shares will vest on August 15, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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