ICAD INC Form 4 January 04, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

Common

Stock

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * SUSSMAN ELLIOT J MD MBA | | | 2. Issuer Name and Ticker or Trading Symbol ICAD INC [ICAD] | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|-----------|---|---------------------------------|--------------|---|--|------------|--|--|---|--|
| (Last) | | iddle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | (Check all applicable) Director 10% Owner Officer (give title Other (specify | | | | | | |
| 98 SPIT BROOK RD. STE. 100 | | | 12/30/2016 | | | | | | below) below) | | | |
| | | | | | Dat (ear) | e Original | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NASHUA, N | | | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) | (State) (| Zip) | Table | e I - Noi | n-De | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution | med on Date, if Day/Year) | 3. Transa Code (Instr. | | 4. Securi onAcquired Disposed (Instr. 3, | l (A) o l of (D |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock (1) | 12/30/2016 | | | A | · | 4,437 | A | \$ 0 | 4,437 | D | | |
| Common Stock (2) | 01/03/2017 | | | A | | 4,000 | A | \$ 0 | 4,000 | D | | |
| | | | | | | | | | | | | |

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

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

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-----------------|------------|--------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | onNumber | Expiration D | | Amount | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | _ | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (IIISti |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | A | mount | | |
| | | | | | | D. | E | 01 | r | | |
| | | | | | | | Expiration Date | Title N | umber | | |
| | | | | | | | | of | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SUSSMAN ELLIOT J MD MBA 98 SPIT BROOK RD. STE. 100 NASHUA, NH 03062

Signatures

/s/Annette Heroux, Attorney-in-fact

01/04/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) RSA with Immediate vesting schedule
- (2) RSA with 1 year vesting schedule

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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