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Klein Michael S Form 4	j										
December 27, 2	018										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								NT	OMB APPROVAL		
Washington, D.C. 20549							N OMB Number:	3235-0287			
Check this bo if no longer									January 31, 2005		
subject to STATEMENT OF CHANGES IN Section 16. SECU Form 4 or					RITIES		burden hou response	average Irs per			
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17(a) of the 1	Public U	tility Ho	lding Con		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Resp	oonses)										
1. Name and Address of Reporting Person <u>*</u> Klein Michael S			2. Issuer Name and Ticker or Trading Symbol ICAD INC [ICAD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Ch	eek an application	k an applicable)		
C/O ICAD, INC.,, 98 SPIT BROOK ROAD, SUITE 100			(Month/Day/Year) 12/21/2018			X Director 10% Owner X Officer (give title Other (specify below) below) Interim CEO					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
NASHUA, NH	03062						Person	whole than one K	sporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficial	lly Owned		
	'ransaction Date onth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or 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)		
Domindar: Donort	on a concrata lina	for anal al	ass of soo				or indirectly				
Reminder: Report of	on a separate fille		ass 01 sec	unities defile	Person inform require	ns who rest ation cont ed to resp ys a curre	spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 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	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nur of S
Convertible Debenture	\$ 4	12/21/2018		А	25,000 (1))	12/21/2018 <u>(2)</u>	12/21/2021	Common Stock	25,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Klein Michael S C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062	Х		Interim CEO				
Signatures							
/s/Annette Heroux, Attorney-in-Fact	12/26/20)18					

**Signature of Reporting Person

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) The number of Convertible Debentures purchased was derived by diving the amount of the reporting person's investment by the conversion price of the Convertible Debentures.
- (2) The Convertible Debentures bear interest of 5% per annum, payable semi-annually on December 21 and June 21.

Date

(3) The Convertible Debentures are held indirectly by Michael Klein through the Klein 1999 Family Trust.

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.