

ICAD INC
Form 8-K
July 01, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): June 30, 2010

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)

Registrant's telephone number, including area code: **(603) 882-5200**

(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:

- 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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Company's Annual Meeting of Stockholders held on June 30, 2010, the stockholders of the Company entitled to vote at the meeting voted to (i) elect the seven individuals named below to serve as directors of the Company to hold office until the Annual Meeting of Stockholders to be held in 2011 and until their successors have been duly elected and qualified and (ii) ratify the appointment of BDO Seidman as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

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

| Director | Votes Cast For | Votes Withheld | Broker Non-Votes |
|---------------------|---------------------------|---------------------------|-----------------------------|
| Dr. Lawrence Howard | 24,760,875 | 883,597 | 17,685,824 |
| Kenneth Ferry | 24,825,502 | 818,970 | 17,685,824 |
| Dr. Rachel Brem | 24,827,742 | 816,730 | 17,685,824 |
| Steven Rappaport | 24,829,502 | 814,970 | 17,685,824 |
| Maha Sallam | 22,331,804 | 3,312,668 | 17,685,824 |
| Dr. Elliot Sussman | 24,828,642 | 815,830 | 17,685,824 |
| Anthony Ecock | 24,765,235 | 879,237 | 17,685,824 |

2) The votes cast by stockholders with respect to the ratification of the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010 were as follows:

43,244,993 shares For the proposal, 16,383 shares Against the proposal and there were 68,920 Abstentions. There were no broker non-votes with respect to this proposal.

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/ Darlene M. Deptula-Hicks
Darlene M. Deptula-Hicks
Executive Vice President of Finance and Chief Financial Officer

Date: July 1, 2010