

ICAD INC  
Form DEFA14A  
May 10, 2013

**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):

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x 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

2. \*- TO APPROVE AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO REDUCE THE AUTHORIZED SHARES. ----->>> FOR ---->>> 2.

0040501

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

0029440

4. \*- TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE RESOLUTION APPROVING NAMED EXECUTIVE OFFICER COMPENSATION. ----->>> 1YR ---->>> 4.

0029414

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

0010200

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

0039902

MATERIALS ELECTION

--->>>

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As of July 1, 2007, SEC rules permit companies to send you a Notice indicating that their proxy materials are available on the Internet and how you can request a mailed copy. Check the box to the right if you want to receive future proxy materials by mail at no cost to you. Even if you do not check the box, you will still have the right to request a free set of proxy materials upon receipt of a Notice.

VIF11H

**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   \*\* ζ \*\***

**- ANNUAL REPORT**

**- PROXY STATEMENT**

**2 -I**

**-S**

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

FOR    AGN    ABS  
..    ..    ..

**44934S206**

1YR    2YR    3YR    ABS  
..    ..    ..    ..

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

FOR    AGN    ABS  
..    ..    ..

**51 MERCEDES WAY**

**EDGEWOOD NY 11717**

FOR    AGN    ABS  
..    ..    ..

**ICAD, INC.**

**ATTN: KEVIN BURNS  
98 SPIT BROOK ROAD, SUITE 100  
NASHUA, NH 03062**

FOR  
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