

Go Jonathan
Form 3
January 17, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 | |
| Go Jonathan | | (Month/Day/Year) | ICAD INC [icad] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/15/2019 | | |
| C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| NASHUA, NH 03062 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Chief Technology Officer | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <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 | 119,270 ⁽¹⁾ | D | |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

Edgar Filing: Go Jonathan - Form 3

| | Date Exercisable | Expiration Date | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|--|---------|----------------------------|---|
| Stock Options | Â (2) | 03/29/2021 | Common Stock, \$0.01 par value 20,000 | \$ 5.75 | D | Â |
| Stock Options | Â (2) | 11/10/2021 | Common Stock, \$0.01 par value 30,000 | \$ 3.15 | D | Â |
| Stock Options | Â (2) | 02/07/2022 | Common Stock, \$0.01 par value 20,000 | \$ 2.9 | D | Â |
| Stock Options | Â (2) | 09/25/2022 | Common Stock, \$0.01 par value 45,000 | \$ 2.27 | D | Â |
| Stock Options | Â (2) | 06/19/2024 | Common Stock, \$0.01 par value 10,000 | \$ 6.68 | D | Â |
| Stock Options | Â (2) | 02/05/2025 | Common Stock, \$0.01 par value 12,500 | \$ 9 | D | Â |
| Stock Options | Â (3) | 01/15/2029 | Common Stock, \$0.01 par value 25,000 | \$ 4.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Go Jonathan C/O ICAD, INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/Annette Heroux,
Attorney-in-Fact

01/17/2019

**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) 16,667 shares vested under a Restricted Stock Award of 25,000 shares granted on August 15, 2016 and (ii) 10,000 shares
- (1) under a Restricted Stock Award of 30,000 shares granted on September 18, 2017. Does not include 28,333 shares that remain subject to vesting.
 - (2) Currently exercisable in full.
 - (3) Vesting in three equal installments on January 15, 2020, January 15, 2021 and January 15, 2022.

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.