

ICAD INC  
Form 8-K  
September 20, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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)September 19, 2006

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iCAD, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

1-9341

02-0377419

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(Commission File Number)

(IRS Employer Identification No.)

4 Townsend West, Suite 17, Nashua, New Hampshire

03063

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(Address of Principal Executive Offices)

(Zip Code)

(603) 882-5200

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(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

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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 (*see* General Instruction A.2. below):

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

**Item 3.02 Unregistered Sales of Equity Securities**

On September 19, 2006 iCAD, Inc. (the “Company”) borrowed an aggregate of \$1,000,000 (the “Loans”) from a total of three non affiliated accredited investors pursuant to Note Purchase Agreements (“Agreements”) between the Company and each of the investors. The Loans are evidenced by 7.25% Convertible Promissory Notes (“Notes”) issued by the Company in favor of the investors. The Notes mature two years from the date of issue subject to the right of the Company to prepay the Notes and the right of the holders of the Notes to accelerate payment of their respective Notes upon the Company filing for or being adjudicated bankrupt or insolvent. The holders of the Notes may convert the principal and accrued and unpaid interest under the Notes into shares of the Company’s common stock at a price of \$1.70 per share, which conversion price is subject to adjustment under certain circumstances such as common stock splits, or combinations or common stock dividends.

The Notes were issued in private transactions pursuant to exemptions from registration under Section 4(2) of the Securities Act of 1933, as amended. Each investor acquired their respective Notes for investment and no commissions were paid in connection with the transactions.

**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/ Kenneth M. Ferry

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Name: Kenneth M. Ferry  
Title: President, Chief Executive Officer

Date: September 20, 2006

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