

ICAD INC  
Form SC TO-I/A  
October 13, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE TO-I**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)\***

iCAD, Inc.

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(Name of Subject Company) (Issuer) and Filing Person (Offeror)

Options to Purchase Common Stock, Par Value \$.01 Per Share

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(Title of class of securities)

Not Applicable\*

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(CUSIP number of class of securities)

Kenneth Ferry  
Chief Executive Officer and President  
iCAD, Inc.  
4 Townsend West, Suite 17  
Nashua, NH 03603  
(603) 882-5200

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of Filing Persons)

Copy To:

Robert J. Mittman, Esq.  
Ethan Seer, Esq.  
Blank Rome LLP  
405 Lexington Avenue  
New York, New York 10174  
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**CALCULATION OF FILING FEE**

Transaction Valuation (1)	Amount of Filing Fee (2)
\$ 1,740,514	\$186.24

(1) Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 1,692,065 shares of common stock of iCAD, Inc. having an aggregate value of \$1,740,514 as of September 19, 2006, will be exchanged and cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee equals \$107.00 per \$1 million of the transaction value and is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended and fee rate advisory no. 5 for fiscal year 2006.

(2) Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$186.24

Form or Registration No. 5-37722

Filing Party: iCAD, inc.

Dated Filed: September 22, 2006.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

\*There is no trading market or CUSIP Number for the options. The CUSIP Number for the Common Stock underlying the options is 44934S 10 7.

This Amendment no. 1 to the Schedule TO of iCAD, Inc. (the “Company”) amends and supplements the Schedule To and related Offer to Exchange filed by the Company with the U.S. Securities and Exchange Commission (“SEC”) on September 22, 2006 relating to the Company’s offer to exchange certain outstanding stock options for new options.

Item 4(a) of the Schedule TO is amended and supplemented to add the following sentence to the end of the paragraph: The information set forth in the Supplement to Offer to Exchange Outstanding Options to Purchase Common Stock, a copy of which is attached hereto as Exhibit (a)(9) (the “Supplement”) is incorporated herein by reference

Item 6 of the Schedule TO is amended and supplemented to delete the words “Not Applicable” from Item 6(c) and to add the following sentence to the end of each of Items 6(a), 6(b) and 6(c): The information set forth in the Supplement is incorporated herein by reference

Item 7(b) of the Schedule TO is amended and supplemented to add the following sentence to the end of the paragraph: The information set forth in the Supplement is incorporated herein by reference.

Item 10(a) of the Schedule TO is amended and supplemented to add the following sentence to the end of the paragraph: The information set forth in the Supplement is incorporated herein by reference.

Item 12 of the Schedule TO is amended to refer to new Exhibits (a)(9), and (a)(10), each of which are filed with this Amendment to Schedule TO.

**Item 12. Exhibits.**

(a)(9) Supplement dated October 13, 2006 to Offer to Exchange Certain Outstanding Options to Purchase Common Stock dated September 22, 2006.

(10) Form of email communication sent October 13, 2006 to offerees in the Company’s Offer to Exchange Certain Options.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

iCAD, INC.

/s/ Kenneth Ferry  
Kenneth Ferry  
Chief Executive Officer and President

Date: October 13, 2006

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
(a) (9)	Supplement dated October 13, 2006 to Offer to Exchange, Certain Outstanding Options to Purchase Common Stock dated September 22, 2006.
(a) (10)	Form of email communication sent October 13, 2006 to the offerees in the Company's Offer to Exchange Certain Options.

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