

ICAD INC  
Form 8-K  
December 17, 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): December 16, 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, NH**

(Address of Principal Executive Offices)

**03062**

(Zip Code)

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

**Not Applicable**

(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 7.01 Regulation FD**

On December 16, 2010, iCAD, Inc. ( iCAD ) issued a press release announcing that iCAD had entered into an Agreement and Plan of Merger (the Merger Agreement ), dated as of December 15, 2010, by and among iCAD, XAC, Inc., a wholly owned subsidiary of iCAD, Xoft, Inc. ( Xoft ) and Jeffrey Bird as representative of the stockholders of Xoft. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

In addition, attached hereto as Exhibit 99.2 and incorporated by reference herein, is a presentation to be given by iCAD in connection with a conference call to be held on December 17, 2010 at 11:00 a.m. ET to discuss the transactions contemplated by the Merger Agreement.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated December 16, 2010

99.2 Presentation

**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 hereunto duly authorized.

Dated: December 16, 2010

iCAD, INC.

By: /s/Kenneth M. Ferry

Name: Kenneth M. Ferry

Title: President, Chief Executive Officer, Director

**Exhibit Index**

99.1 Press Release dated December 16, 2010

99.2 Presentation