

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

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per form.....16.00



04005189

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

ICAD, INC.: Common Stock

Filing Under (Check box(es) that apply):
Type of Filing:
Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

ICAD, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
4 Townsend West, Suite 17, Nashua, NH 03063 (603) 882-5200

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices Same as Executive Offices) (603) 882-5200

Brief Description of Business
The Issuer manufactures and distributes a computer-aided system used in early detection of breast cancer.

Type of Business Organization
Corporation limited partnership, already formed other (please specify)
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:
Month Year
February 1984
Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
CN for Canada; FN for other foreign jurisdiction)

PROCESSED
JAN 16 2004
THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed.
Information Required: A new filing must contain all information requested.
Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten mark

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Howard, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Townsend West, Suite 17, Nashua, NH 03063

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Parr, W. Scott

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Townsend West, Suite 17, Nashua, NH 03063

Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Heroux, Annette

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Townsend West, Suite 17, Nashua, NH 03063

Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Harlan, James

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Townsend West, Suite 17, Nashua, NH 03063

Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Sallam, Maha

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Townsend West, Suite 17, Nashua, NH 03063

Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Smith, Brett

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Townsend West, Suite 17, Nashua, NH 03063

Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Sussman, Elliot

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Townsend West, Suite 17, Nashua, NH 03063

Check  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
Box(es) that Apply:

Full Name (Last name first, if individual)  
Woods, Kevin

Business or Residence Address (Number and Street, City, State, Zip Code)  
4 Townsend West, Suite 17, Nashua, NH 03063

Check  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
Box(es) that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
Box(es) that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
Box(es) that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
Box(es) that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... No minimum investment
3. Does the offering permit joint ownership of a single unit? ..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **None**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers **Not Applicable**  
(Check "All States" or check individual States) .....  All States

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>0.00</u>	\$ <u>0.00</u>
Equity.....	\$ <u>22,704,000.00 *</u>	\$ <u>22,704,000.00 *</u>
	<input checked="" type="checkbox"/> Common Stock <input type="checkbox"/> Preferred	
Convertible Securities (including warrants): .....	\$ <u>0.00</u>	\$ <u>0.00</u>
Partnership Interests.....	\$ <u>0.00</u>	\$ <u>0.00</u>
Other -	\$ <u>0.00</u>	\$ <u>0.00</u>
 Total.....	 \$ <u>22,704,000.00*</u>	 \$ <u>22,704,000.00*</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>10</u>	\$ <u>10,718,183.52*</u>
Non-accredited Investors.....	<u>35</u>	\$ <u>11,985,816.48*</u>
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

**Not Applicable**

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ <u>0.00</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0.00</u>
Legal Fees.....	<input type="checkbox"/>	\$ <u>0.00</u>
Accounting Fees.....	<input type="checkbox"/>	\$ <u>0.00</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0.00</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>0.00</u>
Other Expense (Identify).....	<input type="checkbox"/>	\$ <u>0.00</u>
Total.....	<input type="checkbox"/>	\$ <u>0.00</u>

\*The Securities are valued at \$22,704,000.00 determined by multiplying the number of shares to be issued to the recipients by the closing price of Issuer's common stock on December 31, 2003.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer”.....

\$ 22,704,000.00\*

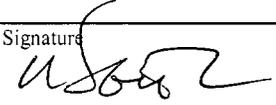
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees .....	<input type="checkbox"/> \$ 0.00/0	<input type="checkbox"/> \$ 0.00
Purchase of real estate .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 22,704,000.00 *
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Working capital and General Corporate Purposes .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Other (specify): .....		
.....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ 22,704,000.00 *
Column Totals .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Total Payments Listed (column totals added) .....		<input type="checkbox"/> \$ 22,704,000.00 *

\*The Securities are valued at \$22,704,000.00 determined by multiplying the number of shares to be issued to the recipients by the closing price of Issuer's common stock on December 31, 2003.

**D. FEDERAL SIGNATURE**

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) ICAD, INC.	Signature 	Date 1/19/2004
Name of Signer (Print or Type) W. Scott Parr	Title of Signer (Print or Type) Chief Executive Officer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

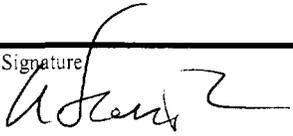
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) ICAD, INC.	Signature 	Date 1/17/2008
Name of Signer (Print or Type) W. Scott Parr	Title of Signer (Print or Type) Chief Executive Officer	

Instruction:  
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Appendix

1 State	2 Intend to sell to non-accredited investors in State (Part B – Item 1)		3 Type of security and aggregate offering price offered in state (Part C – Item 1)	4 Type of investor and amount purchased in state (Part C – Item 2)			5 Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)		
	Yes	No		Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
			Common Stock \$22,704,000.00						
AL									
AK									
AZ									
AR									
CA		X	Common Stock \$790,621.92	1	\$790,621.92				X
CO	X		Common Stock \$1,264,992.96			1	\$1,264,992.96		X
CT		X	Common Stock \$79,062.72	1	\$79,062.72				X
DE									
DC									
FL									
GA									
HI									
ID									
IL	X		Common Stock \$158,125.44	1	\$79,062.72	1	\$79,062.72		X
IN									
IA									
KS									
KY									
LA									
ME									
MD	X		Common Stock \$1,264,992.96			1	\$1,264,992.96		X
MA		X	Common Stock \$1,304,524.32	1	\$1,304,524.32				X
MI									
MN									
MS									
MO	X		Common Stock \$790,621.92			1	\$790,621.92		X
MT									
NE									

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B - Item 1)			Type of investor and amount purchased in state (Part C - Item 2)				Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)	
State	Yes	No	Type of security and aggregate offering price offered in state (Part C - Item 1)	Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
NV			Common Stock \$22,704,000.00						
NH									
NJ									
NM	X		Common Stock \$790,621.92			1	\$790,621.92		X
NY									
NC									
ND									
OH	X		Common Stock \$15,675,374.88	5	\$7,879,840.32	30	\$7,795,534.56		X
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

1 Canadian investor - \$585,060.96