

ICAD INC
Form 8-K
November 13, 2018

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) November 7, 2018

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, New
Hampshire

03062

(Address of Principal Executive Offices)

(Zip Code)

(603) 882-5200

(Registrant's Telephone Number, Including Area Code)

(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 (*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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 7, 2018, the Board of Directors of iCAD, Inc. (the Company), appointed Mr. Michael Klein as Executive Chairman. On November 8, Mr. Kenneth Ferry retired from the Board of Directors of the Company and as Chief Executive Officer. Mr. Ferry resigned from all director officer, and other positions he holds with the Company and its subsidiaries. The Company and Mr. Ferry entered into a Separation Agreement, pursuant to which the Company has agreed to certain payments to Mr. Ferry that would be required to be made by the Company if the Company terminated Mr. Ferry without Cause as defined in his employment agreement with the Company. A copy of the Separation Agreement is attached hereto as Exhibit 10.1 and this description is qualified in its entirety by the terms of the Separation Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 10.1 | <u>Separation Agreement between the Company and Kenneth Ferry dated November 8, 2018</u> |

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/ Richard Christopher
Richard Christopher

Chief Financial Officer

Date: November 13, 2018