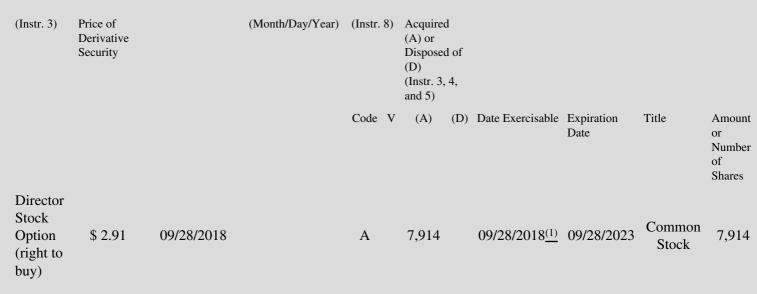
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| Brem Rachel Form 4 | | | | | | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|
| October 02, 2018 | 8 | | | | | | | | | |
| FORM 4 | FORM 4 | | | | | | | OMB APPROVAL | | |
| | STATES | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | OMB Number: | 3235-0287 | | | |
| Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). | STATEM Filed pur Section 17(| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | January 31, 2005 average Jrs per . 0.5 | |
| (Print or Type Respo | onses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Brem Rachel | | | 2. Issuer Name and Ticker or Trading Symbol ICAD INC [icad] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) (I | Middle) | 3. Date of Earliest Transaction | | | (Che | (Check an applicable) | | | |
| C/O ICAD, INC., 98 SPIT BROOK ROAD, SUITE 100 | | | (Month/Day/Year) 09/28/2018 | | | Officer (give titleOther (specify below) below) | | | | |
| | (Street) | eet) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 1 | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | | |
| NASHUA, NH | 03062 | | | | | | Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | |
| | ransaction Date nth/Day/Year) | 2A. Deema Execution any (Month/Da | Date, if | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4 Amount | (A) or of (D) | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Reminder: Report o | n a separate line | for each cl | ass of sec | urities bene | ficially own | ned directly | or indirectly. | | | |
| | | | | | inforn requir | nation cont ed to resp lys a curre | spond to the colle tained in this form ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|------------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Brem Rachel C/O ICAD, INC. 98 SPIT BROOK ROAD, SUITE 100 NASHUA, NH 03062 | Х | | | | | |
| Signatures | | | | | | |
| /s/Annette Heroux, Attorney-in-Fact | 10/02/20 |)18 | | | | |
| **Signature of Reporting Person | Date | | | | | |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options are exercisable commencing on the Date of Grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.