

SALESFORCE COM INC  
Form 4  
February 09, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Roos John Victor

(Last) (First) (Middle)

THE LANDMARK @ ONE  
MARKET STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SALESFORCE COM INC [CRM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/09/2017		S <sup>(1)</sup>	V Amount (D) 144	(A) or (D) Price \$ 80.75	17,492	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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

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Table with 9 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 6).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Includes entry for Roos John Victor at THE LANDMARK @ ONE MARKET STREET SUITE 300 SAN FRANCISCO, CA 94105.

Signatures

Table with 2 columns: Signature (e.g., /s/ Scott Siamas, Attorney-in-Fact for John V. Roos) and Date (e.g., 02/09/2017).

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) Pursuant to a 10b5-1 Plan.
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. 3.89 7/18/2012 150,000(4) 202,500
Kevin Burns

Table listing reporting owners: Darlene Deptula-Hicks (6) with transaction details (275,000(1), 1.80, 9/11/2011, 25,000(3), 33,750); Jeffrey Barnes with transaction details (100,000(2), 3.89, 7/18/2012, 50,000(4), 67,500); and another entry (225,000(1), 1.59, 3/15/2011, 25,000(3), 33,750) and (100,000(2), 3.89, 7/18/2012, 45,000(4), 60,750) and 66,666(5) 89,999.

- (1) The foregoing options vested in five installments at various times between May 15, 2006 and October 23, 2009. The first installment vested on the grant date of the option, the second installment vested between 6 to 7 months following the grant date and the remaining three installments vested annually on or about the grant date of each option. Vesting of the options accelerated as to the shares to which the options become exercisable at the latest date (to the extent any such shares remain unvested at the time), upon the closing sale price of our common stock for a period of twenty (20) consecutive trading days exceeding (i) 200% of the exercise price of the per share of the options; (ii) 300% of the exercise price per share of the options or (iv) 400% of the exercise price per share of the options.
- (2) Each of these options vested in three equal annual installments with the first installment having vested on July 18, 2008.
- (3) Each of these restricted stock awards vest on May 31, 2011.
- (4) Each of these restricted stock awards vest in three equal annual installments with the first installment vesting on March 1, 2011.
- (5) Each of these restricted stock awards vest in two equal annual installments with the first installment vesting on October 11, 2011.
- (6) Ms. Deptula-Hicks is the former Executive Vice-President of Finance and Chief Financial Officer.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.**

The following table sets forth certain information regarding our Common Stock owned on May 27, 2011 by (i) each person who is known to us to own beneficially more than 5% of the outstanding shares of our Common Stock, (ii) each of our Named Executive Officers, (iii) each of our directors and (iv) all current executive officers and directors as a group. Unless otherwise indicated below, the address of each beneficial owner is c/o iCAD, Inc. 98 Spit Brook Road, Suite 100, Nashua, New Hampshire 03062.

<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Beneficially Owned (1) (2)</b>	<b>Percentage of Class</b>
Common	Robert Howard	5,359,953(3)	9.8%
Common	Dr. Lawrence Howard	1,827,103(4)	3.3%
Common	Kenneth Ferry	1,688,000(5)	3.0%
Common	Dr. Rachel Brem	239,075(6)	*
Common	Anthony Ecock	70,000(7)	*
Common	Steven Rappaport	464,129(8)	*
Common	Dr. Elliot Sussman	331,360(9)	*
Common	Michael Klein	341,288(10)	*
Common	Somu Subramaniam	1,881,230(11)	3.5%
Common	Kevin Burns	(12)	*
Common	Jeffrey Barnes	393,732(13)	*
Common	All current executive officers and directors as a group (12 persons)	7,989,656(14)	14.0%

\* Less than one percent

- 1) A person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days from May 27, 2011, upon (i) the exercise of options; (ii) vesting of restricted stock; (iii) warrants or rights; (iv) through the conversion of a security; (v) pursuant to the power to revoke a trust, discretionary account or similar arrangement; or (vi) pursuant to the automatic termination of a trust, discretionary account or similar arrangement. Each beneficial owner's percentage ownership is determined by assuming that the options or other rights to acquire beneficial ownership as described above, that are held by such person (but not those held by any other person) and which are exercisable within 60 days from May 27, 2011, have been exercised.
- 2) Unless otherwise noted, we believe that the persons referred to in the table have sole voting and investment power with respect to all shares reflected as beneficially owned by them.
- 3) Includes options to purchase 15,000 shares of Common Stock at \$2.82 per share, 3,750 shares at \$3.50 per share, 3,750 shares at \$3.90 per share, 3,750 shares at \$2.91 per share and 1,263 shares at \$2.00 per shares and 20,000 shares beneficially owned by Mr. Howard's wife. The address of Mr. Howard is 145 East 57th Street, 4th Floor, New York, NY 10022.
- 4) Includes options to purchase 25,000 shares of Common Stock at \$2.82 per share, 3,750 shares at \$3.50 per share, 3,750 shares at \$3.90 per share, 3,750 shares at \$2.91 per share, 3,750 shares at \$2.00 per share, 3,750 shares at \$2.73 per share, 3,750 shares at \$2.90 per share, 3,750 shares at \$2.78 per share, 3,750 shares at \$1.39 per share, 3,750 shares at \$1.01 per share, 3,750 shares at \$1.22 per share, 3,750 shares at \$2.03 per share, 3,750 shares at \$1.49 per share, 3,750 shares at \$1.81 per share, 3,750 shares at \$1.95 per share, 3,750 shares at \$1.51 per share, 3,750 shares at \$1.42 per share and 3,750 shares at \$1.15 per share. Also includes 11,500 shares beneficially

owed by Dr. Howard s wife and 242,500 shares beneficially owned by Dr. Howard s children.

- 5) Includes options to purchase 750,000 shares of Common Stock at \$1.59 per share and 200,000 shares at \$3.89 per share.

**Table of Contents**

- 6) Consists of options to purchase 45,000 shares of Common Stock at \$3.35 per share, 25,000 shares at \$2.82 per share, 9,111 shares at \$3.50 per share, 7,854 shares at \$3.90 per share, 8,860 shares at \$2.91 per share, 12,040 shares at \$2.00 per share, 9,813 shares at \$2.73 per share, 11,297 shares at \$2.90 per share, 9,220 shares at \$2.78 per share, 14,990 shares at \$1.39 per share, 20,454 shares at \$1.01 per share, 18,564 shares at \$1.22 per share, 12,679 shares at \$2.03 per share, 15,443 shares at \$1.49 per share, 3,750 shares at \$1.81 per share, 3,750 shares at \$1.95 per share, 3,750 shares at \$1.51 per share, 3,750 shares at \$1.42 per share and 3,750 shares at \$1.15 per share.
- 7) Consists of options to purchase 25,000 shares of Common Stock at \$3.33 per share, 3,750 shares at \$2.90 per share, 3,750 shares at \$2.78 per share, 3,750 shares at \$1.39 per share, 3,750 shares at \$1.01 per share, 3,750 shares at \$1.22 per share, 3,750 shares at \$2.03 per share, 3,750 shares at \$1.49 per share, 3,750 shares at \$1.81 per share, 3,750 shares at \$1.95 per share, 3,750 shares at \$1.51 per share, 3,750 shares at \$1.42 per share and 3,750 shares at \$1.15 per share.
- 8) Includes options to purchase 25,000 shares of Common Stock at \$3.18 per share, 3,750 shares at \$3.50 per share, 3,750 shares at \$3.90 per share, 3,750 shares at \$2.91 per share, 3,750 shares at \$2.00 per share, 12,214 shares at \$2.73 per share, 13,065 shares at \$2.90 per share, 11,582 shares at \$2.78 per share, 20,865 shares at \$1.39 per share, 25,674 shares at \$1.01 per share, 21,698 shares at \$1.22 per share, 15,942 shares at \$2.03 per share, 20,615 shares at \$1.49 per share, 18,669 shares at \$1.81 per share, 13,950 shares at \$1.95 per share, 22,379 shares at \$1.51 per share, 21,667 shares at \$1.42 per share and 3,750 shares at \$1.15 per share.
- 9) Includes options to purchase 15,000 shares of Common Stock at \$1.55 per share, 15,000 shares at \$2.82 per share, 10,068 shares at \$3.50 per share, 7,683 shares at \$3.90 per share, 9,325 shares at \$2.91 per share, 13,422 shares at \$2.00 per share, 10,571 shares at \$2.73 per share, 12,004 shares at \$2.90 per share, 10,463 shares at \$2.78 per share, 18,566 shares at \$1.39 per share, 23,934 shares at \$1.01 per share, 19,134 shares at \$1.22 per share, 14,396 shares at \$2.03 per share, 18,591 shares at \$1.49 per share, 3,750 shares at \$1.81 per share, 3,750 shares at \$1.95 per share, 3,750 shares at \$1.51 per share, 3,750 shares at \$1.42 per share and 3,750 shares at \$1.15 per share.
- 10) Includes options to purchase 25,000 shares of Common Stock at \$1.40 per share and 3,750 shares at \$1.15 per share.
- 11) Includes options to purchase 25,000 shares of Common Stock at \$1.40 per share and 3,750 shares at \$1.15 per share.
- 12) Options to purchase 500,000 shares of Common Stock at \$1.12 per share have been excluded, as they are not exercisable within 60 days of May 27, 2011.
- 13) Includes options to purchase 225,000 shares of Common Stock at \$1.59 per share and 100,000 shares at \$3.89 per share.
- 14) Includes options to purchase 77,562 shares of Common Stock at \$1.01 per share, 26,250 shares at \$1.15 per share, 66,896 shares at \$1.22 per share, 61,921 shares at \$1.39 per share, 50,000 shares at \$1.40 per share, 36,667 shares at \$1.42 per share, 62,149 shares at \$1.49 per share, 37,379 shares at \$1.51 per share, 15,000 shares at \$1.55 per share, 975,000 shares at \$1.59 per share, 275,000 shares at \$1.80 per share, 33,669 shares at \$1.81 per share, 28,950 shares at \$1.95 per share, 135,000 shares at \$1.98 per share, 34,225 shares at \$2.00 per share, 50,517 shares at \$2.03 per share, 200,000 shares at \$2.27 per share, 36,348 shares at \$2.73 per share, 38,765 shares at \$2.78 per share, 80,000 shares at \$2.82 per share, 43,866 shares at \$2.90 per share, 29,435 shares at

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\$2.91 per share, 25,000 shares at \$3.18 per share, 25,000 shares at \$3.33 per share, 45,000 shares at \$3.35 per share, 30,429 shares at \$3.50 per share, 575,000 shares at \$3.89 per share and 26,787 shares at \$3.90 per share.

**Table of Contents****Equity Compensation Plans**

The following table provides certain information with respect to all of our equity compensation plans in effect as of December 31, 2010.

Plan Category:	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders:	3,708,524	\$ 2.75	2,304,825
Equity compensation plans not approved by security holders (1):	1,585,000	\$ 1.75	-0-
Total	5,293,524	\$ 2.45	2,304,825

- (1) Represents the aggregate number of shares of common stock issuable upon exercise of individual arrangements with non-plan option holders. These options are five years in duration, expire at various dates between April 15, 2011 and November 3, 2011, contain anti-dilution provisions providing for adjustments of the exercise price under certain circumstances and have termination provisions similar to options granted under stockholder approved plans. See Note 5 of Notes to our consolidated financial statements, included in our Annual Report on Form 10-K for the year ended December 31, 2010 for a description of our Stock Option and Stock Incentive Plans and certain information regarding the terms of the non-plan options.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS****Review, Approval or Ratification of Transactions with Related Persons**

Our Audit Committee is responsible for reviewing and approving or ratifying related-persons transactions. A related person is any executive officer, director, nominee for director or more than 5% stockholder of the Company, including any of their immediate family members, and any entity owned or controlled by such persons. In addition, pursuant to our Code of Business Conduct and Ethics, all of our employees and directors who have become aware of a conflict or potential conflict of interest, are required to notify our Chief Executive Officer. There are no written procedures governing any review of related person transactions.



**Table of Contents**

**AUDIT COMMITTEE REPORT**

The Audit Committee met with management and representatives of BDO USA, LLP to review preparations for the audit and the procedures and timing of the audit of our financial statements. Following completion of the audit of the financial statements, the Audit Committee met with representatives of BDO USA, LLP and management to review the audit findings. The Audit Committee also discussed with representatives of BDO USA, LLP the matters required to be discussed by Statement on Auditing Standards 61, as amended, *Communication with Audit Committees*, as adopted by the Public Accounting Oversight Board.

The Audit Committee received the written disclosures and the confirming letter from BDO USA, LLP required by applicable requirements of the Public Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and discussed with BDO USA, LLP its independence from the Company.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2010.

*The Audit Committee*

*Steven Rappaport (Chairperson), Anthony Ecock, Elliot Sussman, M.D.*

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The following is a summary of the fees billed to the Company by its independent registered public accountants, BDO USA, LLP (formerly BDO Seidman, LLP) for professional services rendered for the years ended December 31, 2010 and 2009:

**Audit Fees.** The aggregate fees billed by BDO USA, LLP for professional services rendered for the audit of the Company's annual financial statements for the years ended December 31, 2010 and 2009, the review of the financial statements included in the Company's Forms 10-Q and consents issued in connection with the Company's filings on Form S-3 and S-8 for 2010 and 2009 totaled \$289,000 and \$257,000, respectively.

**Audit-Related Fees.** The fees billed by BDO USA, LLP for audit fees related to the Xoft acquisition for the year ended December 31, 2010 was \$129,000. No audit-related fees were paid to BDO USA, LLP for the year ended December 31, 2009, that are not disclosed in the paragraph captions *Audit Fees* above.

**Tax and all other Fees.** No tax fees or other fees were paid to BDO USA, LLP for the years ended December 31, 2010 and 2009.

**Table of Contents**

**Pre-Approval Policies and Procedures**

The Audit Committee has established its pre-approval policies and procedures, pursuant to which the Audit Committee approved the foregoing audit services provided by BDO USA, LLP in 2010. Consistent with the Audit Committee's responsibility for engaging the Company's independent auditors, all audit and permitted non-audit services require pre-approval by the Audit Committee. The full Audit Committee pre-approves proposed services and fee estimates for these services. The Audit Committee chairperson or their designee has been designated by the Audit Committee to pre-approve any services arising during the year that were not pre-approved by the Audit Committee. Services pre-approved by the Audit Committee chairperson are communicated to the full Audit Committee at its next regular meeting and the Audit Committee reviews services and fees for the fiscal year at each such meeting. Pursuant to these procedures, the Audit Committee pre-approved the foregoing audit services provided by BDO USA, LLP.

**Table of Contents**

**STOCK PERFORMANCE GRAPH**

The following chart sets forth a line graph comparing performance of the Company's Common Stock, over the past five years. This graph assumes the investment of \$100 on December 31, 2005, in the Company's Common Stock, and compares the performance with the Nasdaq Composite Index, and the Nasdaq Medical Devices and Supplies, Manufacturers and Distributors Index. Measurement points are at December 31 for each respective year. Those companies which compete with the Company in its principal market are either small subsidiaries or divisions of large United States corporations or are foreign companies which are either not quoted on a stock exchange or for which data is difficult to obtain. For this reason the Company believes that the Nasdaq Medical Devices Index is representative of its peer group. The Company pays no dividends on its Common Stock. The Nasdaq Composite Index and the Nasdaq Medical Devices Index reflect a cumulative total return based upon the reinvestment of dividends of the stocks included in those indices. The historical information set forth below is not necessarily indicative of future performance.

**Comparative 5-year Cumulative Total Return Among iCAD, Nasdaq Composite Index, and the Nasdaq Medical Devices and Supplies, Manufacturers and Distributors Index**

**Table of Contents**

**PROPOSAL II  
RATIFICATION OF THE  
APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

BDO USA, LLP has audited and reported upon the financial statements of the Company for the fiscal year ended December 31, 2010. The Audit Committee of the Board of Directors has re-appointed BDO USA, LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2011, and the Board is asking stockholders to ratify that selection. Although, current law, rules, and regulations, as well as the charter of the Audit Committee, require the Audit Committee to engage, retain, and supervise the Company's independent registered public accounting firm, the Board considers the selection of the independent registered public accounting firm to be an important matter of stockholder concern and is submitting the selection of BDO USA, LLP for ratification by stockholders as a matter of good corporate practice. The Audit Committee reserves the right, even after ratification by stockholders, to change the appointment of BDO USA, LLP as auditors, at any time during the 2011 fiscal year, if it deems such change to be in the best interest of the Company. If the stockholders do not ratify the selection of BDO USA, LLP, the Audit Committee will review the Company's relationship with BDO USA, LLP and take such action as it deems appropriate, which may include continuing to retain BDO USA, LLP as the Company's independent registered public accounting firm. A representative of BDO USA, LLP is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

**Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.**

**STOCKHOLDER PROPOSALS FOR 2012 ANNUAL MEETING**

Stockholders who wish to present proposals appropriate for consideration at our annual meeting of stockholders to be held in the year 2012 must submit a notice containing the proposal in proper form consistent with our By-Laws, addressed to the attention of our Corporate Secretary at our address set forth on the first page of this proxy statement and in accordance with applicable regulations under Rule 14a-8 of the Exchange Act, not later than February 7, 2012 in order for the proposition to be considered for inclusion in our proxy statement and form of proxy relating to such annual meeting. Under our By-Laws, to be in proper form, each such notice must set forth as to each matter the stockholder proposes to bring before the meeting: (i) a description of each item of business proposed to be brought before the meeting and the reasons for conducting such business at the meeting; (ii) the name and record address of the stockholder proposing to bring such item of business before the meeting; (iii) the class or series and number of shares of our stock which are held of record or owned beneficially and represented by proxy by such stockholder as of the record date for the meeting (if such date then shall have been made publicly available) and as of the date of such notice; (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder and any material interest of such stockholder in such business; (v) a representation that such stockholder intends to appear in person or by proxy at the meeting to bring such business before the meeting, and (vi) all other information which would be required to be included in a proxy statement filed with the SEC if, with respect to any such item of business, such stockholder were a participant in a solicitation subject to Section 14 of the Exchange Act.

**Table of Contents**

If a stockholder submits a proposal after the February 7, 2012 deadline required under Rule 14a-8 of the Exchange Act but still wishes to present the proposal at our annual meeting of stockholders (but not in our proxy statement) for the fiscal year ending December 31, 2011 to be held in 2012, the proposal, which must be presented in a manner consistent with our By-Laws and applicable law, must be submitted to our Corporate Secretary in proper form at the address set forth above so that it is received by our Corporate Secretary not less than 50 nor more than 75 days prior to the meeting unless less than 65 days notice or prior public disclosure of the date of the meeting is given or made to stockholders, in which case, no less than the close of business on the tenth day following the date on which the notice of the date of the meeting was mailed or other public disclosure of the date of the meeting was made.

We did not receive notice of any proposed matter to be submitted by stockholders for a vote at this Annual Meeting and, therefore, in accordance with Exchange Act Rule 14a-4(c) any proxies held by persons designated as proxies by our Board of Directors and received in respect of this Annual Meeting will be voted in the discretion of our management on such other matter which may properly come before the Annual Meeting.

**OTHER INFORMATION**

Proxies for the Annual Meeting will be solicited by mail and through brokerage institutions and all expenses involved, including printing and postage, will be paid by the Company.

A COPY OF THE COMPANY'S ANNUAL REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010 IS BEING FURNISHED HEREWITH TO EACH STOCKHOLDER OF RECORD AS OF THE CLOSE OF BUSINESS ON MAY 27, 2011. COPIES OF OUR ANNUAL REPORT ON FORM 10-K, AND ANY AMENDMENTS TO THE FORM 10-K, WITHOUT EXHIBITS, WILL BE PROVIDED UPON WRITTEN REQUEST. EXHIBITS TO THE FORM 10-K WILL BE PROVIDED FOR A NOMINAL CHARGE. A WRITTEN REQUEST FOR THE FORM 10-K SHOULD BE MADE TO:

**Table of Contents**

ICAD, INC.  
98 SPIT BROOK ROAD, SUITE 100  
NASHUA, NEW HAMPSHIRE 03062  
ATTENTION: KEVIN BURNS

The Board of Directors is aware of no other matters, except for those incident to the conduct of the Annual Meeting, that are to be presented to stockholders for formal action at the Annual Meeting. If, however, any other matters properly come before the Annual Meeting or any adjournments thereof, it is the intention of the persons named in the proxy to vote the proxy in accordance with their judgment.

By order of the Board of Directors,  
Kenneth Ferry,  
President and Chief Executive  
Officer  
June 6, 2011

**Table of Contents**

**iCAD, Inc.**

**98 Spit Brook, Suite 100**

**Nashua, New Hampshire 03062**

**PROXY FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JULY 19, 2011.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints KENNETH FERRY and KEVIN BURNS, and each of them, Proxies, with full power of substitution in each of them, in the name, place and stead of the undersigned, to vote at the Annual Meeting of Stockholders of iCAD, Inc. (the Company ) on Tuesday, July 19, 2011, at 11:00 AM or at any adjournment or adjournments thereof, according to the number of votes that the undersigned would be entitled to vote if personally present, upon the following matters:

**(Continued and to be dated and signed on reverse side)**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Proxy Statement and Annual Report to Stockholders are available at

<http://www.cstproxy.com/icadmed/2011>

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**Table of Contents**

**PROXY**

**THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ABOVE. IF NO INSTRUCTIONS ARE GIVEN, THIS PROXY WILL BE VOTED FOR THOSE NOMINEES AND THE PROPOSALS LISTED BELOW.**

Please mark your votes like this

1. Election of Directors:		FOR	AGAINST	ABSTAIN
FOR all nominees listed below (except as indicated to the contrary)	<input type="radio"/>	WITHHOLD AUTHORITY to vote for all nominees listed below	<input type="radio"/>	2. To ratify the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.
				3. To transact such other business as may properly come before the meeting.

Dr. Lawrence Howard, Kenneth Ferry, Dr. Rachel Brem, Anthony Ecock, Michael Klein, Steven Rappaport, Somu Subramaniam, Dr. Elliot Sussman,  
 (INSTRUCTION: To withhold authority to vote for any individual nominee, write that nominee's name in the space below)

**COMPANY ID:**

**PROXY NUMBER:**

**ACCOUNT NUMBER:**

Signature \_\_\_\_\_ Signature if held jointly \_\_\_\_\_  
 \_\_\_\_\_ Dated \_\_\_\_\_ 2011

Please sign exactly as name appears hereon. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.