

ICAD INC  
Form SC 13D/A  
June 07, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549**

**SCHEDULE 13D**

**THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2)\***

iCAD, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

44934S206  
(CUSIP Number)

Kevin A. McGovern, Esq.

c/o Harbert Discovery Fund, LP  
2100 Third Avenue North Suite 600  
Birmingham, AL 35203  
Telephone Number 205-987-5500  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 5, 2018  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1 (e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUSIP No. 44934S206

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbert Discovery Fund, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

816,191

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

816,191

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,191

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 44934S206

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbert Discovery Fund GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  
  
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

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14. TYPE OF REPORTING PERSON

OO

CUSIP No. 44934S206

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbert Fund Advisors, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Alabama

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

816,191

9. SOLE DISPOSITIVE POWER

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10. SHARED DISPOSITIVE POWER

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4.9%

14. TYPE OF REPORTING PERSON

IA, CO



CUSIP No. 44934S206

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harbert Management Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  
  
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Alabama

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

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4.9%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 44934S206

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jack Bryant

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  
  
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

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816,191

9. SOLE DISPOSITIVE POWER

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4.9%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 44934S206

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kenan Lucas

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4.9%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 44934S206

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Raymond Harbert

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9%

14. TYPE OF REPORTING PERSON

IN



CUSIP No. 44934S206

**Item 1. Security and Issuer.**

The name of the issuer is iCAD, Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's principal executive offices is: 98 Spit Brook Road, Suite 100, Nashua, New Hampshire, United States of America. This Schedule 13D relates to the Issuer's common stock, \$0.01 par value (the "Shares").

**Item 2. Identity and Background.**

This Schedule 13D is being filed jointly by (i) Harbert Discovery Fund, LP, a Delaware limited partnership (the "Fund"), (ii) Harbert Discovery Fund GP, LLC, a Delaware limited liability company (the "Fund GP"), (iii) Harbert Fund Advisors, Inc., an Alabama corporation ("HFA"), (iv) Harbert Management Corporation, an Alabama corporation ("HMC"), (v) Jack Bryant, a United States citizen, (vi) Kenan Lucas, a United States citizen and (vii) Raymond Harbert, a United States citizen (collectively the "Reporting Persons").

(b) The principal business address for each of the Reporting Persons is 2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203.

Jack Bryant and Kenan Lucas, are directors and co-portfolio managers of the Fund GP, which serves as general partner of the Fund. Raymond Harbert is the controlling shareholder, Chairman and Chief Executive Officer of HMC, an alternative asset investment management firm that is the managing member of the Fund GP. Mr. Harbert also serves as the Chairman, Chief Executive Officer and Director of HFA, an indirect, wholly owned subsidiary of HMC, which provides the Fund with certain operational and administrative services. The principal business of the Fund is purchasing, holding and selling securities for investment purposes.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

The funds for the purchase of the Shares by the Fund came from the working capital of the Fund, over which HFA, HMC, the Fund GP, Jack Bryant, Kenan Lucas and Raymond Harbert, through their roles described above in Item 2(c), exercise investment discretion. No borrowed funds were used to purchase the Shares, other than borrowed funds used for working capital purposes in the ordinary course of business. The total costs of the Shares directly owned by Harbert Discovery Fund, LP is approximately \$3,384,975.

**Item 4. Purpose of Transaction.**

No change from the Schedule 13D filed with the Securities and Exchange Commission on June 15, 2017.

**Item 5. Interest in Securities of the Issuer.**

- (a) - As of the date hereof, HFA, HMC, the Fund GP, the Fund, Jack Bryant, Kenan Lucas and Raymond Harbert may  
(e) be deemed to be the beneficial owners of 816,191 Shares, constituting 4.9% of the Shares, based upon 16,662,993\* shares outstanding as of the date hereof.

HFA has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 816,191 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 816,191 Shares.

HMC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 816,191 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 816,191 Shares.

The Fund GP has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 816,191 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 816,191 Shares.

The Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 816,191 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 816,191 Shares.

Jack Bryant has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 816,191 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 816,191 Shares.

Kenan Lucas has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 816,191 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 816,191 Shares.

Raymond Harbert has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 816,191 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 816,191 Shares.

The transactions by the Reporting Persons in the securities of the Issuer during the past sixty days are set forth in Exhibit B. All such transactions were carried out in open market transactions.

\*This outstanding Shares figure reflects the number of outstanding Shares at May 10, 2018, as reported in the Issuer's Form 10-Q, filed on May 15, 2018.

As of June 6, 2018, the Reporting Persons no longer own more than 5% of the total outstanding common shares of the Issuer.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**  
Not Applicable.

**Item 7. Material to be Filed as Exhibits.**

Exhibit A: Joint Filing Agreement.

Exhibit B: Schedule of Transactions in Shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 7, 2018  
(Date)

Harbert Discovery Fund, LP\*

By: Harbert Discovery Fund GP, LLC,  
its General Partner

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and General Counsel

Harbert Discovery Fund GP, LLC\*

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and General Counsel

Harbert Fund Advisors, Inc.\*

By: /s/ John McCullough  
Executive Vice President and General Counsel

Harbert Management Corporation\*

By: /s/ John McCullough  
Executive Vice President and General Counsel

s/ Jack Bryant\*  
Jack Bryant

/s/ Kenan Lucas\*  
Kenan Lucas

/s/ Raymond Harbert\*  
Raymond Harbert

\* This reporting person disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Amendment to Schedule 13D, dated June 7, 2018, relating to the Common Stock, \$0.01 par value of iCAD, Inc. shall be filed on behalf of the undersigned.

June 7, 2018  
(Date)

Harbert Discovery Fund, LP

By: Harbert Discovery Fund GP, LLC,  
its General Partner

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and General Counsel

Harbert Discovery Fund GP, LLC

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and General Counsel

Harbert Fund Advisors, Inc.

By: /s/ John McCullough  
Executive Vice President and General Counsel

Harbert Management Corporation

By: /s/ John McCullough  
Executive Vice President and General Counsel

s/ Jack Bryant  
Jack Bryant

/s/ Kenan Lucas  
Kenan Lucas

/s/ Raymond Harbert  
Raymond Harbert



## Exhibit B

## Schedule of Transactions in Shares

<u>Date of Transaction</u>	<u>Title of Class</u>	<u>Number of Shares Acquired</u>	<u>Number of Shares Disposed</u>	<u>Disposed Price Per Share</u>
04/27/18	Common Stock, \$0.01 par value		(12,700)	\$4.0000
5/1/2018	Common Stock, \$0.01 par value		(4,662)	\$3.7800
05/15/18	Common Stock, \$0.01 par value		(2,700)	\$3.4393
05/17/18	Common Stock, \$0.01 par value 500			\$3.2880
06/05/18	Common Stock, \$0.01 par value		(4,400)	\$3.4405
06/06/18	Common Stock, \$0.01 par value		(25,731)	\$3.4432