

ICAD INC  
Form SC 13G/A  
February 17, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

iCAD, Inc.  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

44934S107  
(CUSIP Number)

February 17, 2015  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

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CUSIP  
44934S107  
No

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

Archon  
Capital  
Management  
LLC

CHECK THE  
APPROPRIATE  
BOX IF A  
2. MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

CITIZENSHIP  
OR PLACE  
4. OF  
ORGANIZATION

Washington

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

SOLE  
5. VOTING  
POWER

0

SHARED

6. VOTING  
POWER

0

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

0

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW (9)    
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT  
OF CLASS  
REPRESENTED  
11. BY  
AMOUNT  
IN ROW (9)

0.0%

TYPE OF  
REPORTING  
12.PERSON  
(SEE  
INSTRUCTIONS)

OO, IA

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CUSIP No 44934S107

1. NAME OF REPORTING PERSONS

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

Constantinos Christofilis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

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CUSIP No 44934S107

Item 1. (a). Name of  
Issuer:

iCAD, Inc.

Address of  
issuer's

(b). principal  
executive  
offices:

98 Spit  
Brook Road,  
Suite 100  
Nashua, NH  
03062

Item 2. (a). Name of  
person filing:

Archon  
Capital  
Management  
LLC  
Constantinos  
Christofilis

(b). Address of  
principal  
business  
office, or if  
none,  
residence:

Archon  
Capital  
Management  
LLC  
1301 Fifth  
Avenue,  
Suite 3008  
Seattle,  
Washington  
98101-2662

Constantinos  
Christofilis

c/o Archon  
Capital  
Management  
LLC  
1301 Fifth  
Avenue,  
Suite 3008  
Seattle,  
Washington  
98101-2662

(c). Citizenship:

Archon  
Capital  
Management  
LLC –  
Washington  
Constantinos  
Christofilis –  
United States

(d). Title of class  
of securities:

Common  
Stock, \$.01  
par value

(e). CUSIP No.:

44934S107

Item 3. If this  
Statement is  
filed pursuant to  
§§240.13d-1(b)  
or 240.13d-2(b),  
or (c), check  
whether the  
person filing is  
a

(a)  Broker or dealer  
registered under section  
15 of the Act (15 U.S.C.  
78c).

(b)  Bank as defined in  
section 3(a)(6) of the Act



(15 U.S.C. 78c).

- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K).  
If filing as a non-U.S.

institution in accordance  
with  
§240.13d-1(b)(1)(ii)(J),  
please specify the type of  
institution:

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Archon Capital Management LLC: 0  
Constantinos Christofilis: 0

(b) Percent of class:

Archon Capital Management LLC: 0.0%  
Constantinos Christofilis: 0.0%

(c) Number of shares as to which Archon Capital Management LLC has:

- (i) Sole power to vote or to direct the vote 0,
- (ii) Shared power to vote or to direct the vote 0,
- (iii) Sole power to dispose or to direct the disposition of 0,
- (iv) Shared power to dispose or to direct the disposition of 0.

Number of shares as to which Strategos Master Fund, L.P. has:

- (i) Sole power to vote or to direct the vote 0,
- (ii) Shared power to vote or to direct the vote 0,
- (iii) Sole power to dispose or to direct the disposition of 0,
- (iv) Shared power to dispose or to direct the disposition of 0.

Number of shares as to which Constantinos Christofilis has:

- (i) Sole power to vote or to direct the vote 0,
- (ii) Shared power to vote or to direct the vote 0,
- (iii) Sole power to dispose or to direct the disposition of 0,
- (iv) Shared power to dispose or to direct the disposition of 0.

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item  
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item  
6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

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Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent  
7. Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Item Identification and Classification of Members of the Group.  
8.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item Notice of Dissolution of Group.  
9.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Item Certification.  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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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.

February 17, 2015

(Date)

ARCHON CAPITAL  
MANAGEMENT LLC\*

By: /s/ Constantinos Christofilis

Name: Constantinos Christofilis

Title: Managing Member

CONSTANTINOS  
CHRISTOFILIS\*

/s/ Constantinos Christofilis

\*The Reporting Persons disclaim beneficial ownership over the securities reported herein except to the extent of their pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

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

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Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G/A dated February 17, 2015 relating to the Common Stock, \$.01 par value, of iCAD, Inc. shall be filed on behalf of the undersigned.

ARCHON CAPITAL  
MANAGEMENT LLC

By: /s/ Constantinos Christofilis  
Name: Constantinos Christofilis  
Title: Managing Member

CONSTANTINOS  
CHRISTOFILIS

/s/ Constantinos Christofilis