

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): **October 6, 2011**

AngioDynamics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

000-50761

11-3146460

(State or Other Jurisdiction of Incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

603 Queensbury Avenue, Queensbury, New York 12804

(Address of Principal Executive Offices)

(Zip Code)

(518) 798-1215

(Registrant's telephone number, including area code)

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:

- 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))
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Item 2.02 – Results of Operations and Financial Condition.

On October 6, 2011, AngioDynamics, Inc. (the “Company”) issued a press release announcing financial results for the fiscal first quarter ended August 31, 2011.

The information set forth in Item 2.02 of this Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This document and its attachments include "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Investors can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as "expect," "reaffirm," "anticipate," "plan," "believe," "estimate," "may," "will," "predict," "project," "might," "intend," "potential," "could," "would," "should," "optimistic," "seek," "continue," "pursue," or "our future success depends," or the negative or other variations thereof or comparable terminology, are intended to identify such forward-looking statements. In particular, they include statements relating to, among other things, future actions, strategies, future performance and future financial results of the Company. These forward-looking statements are based on current expectations and projections about future events.

Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified and, consequently, the actual performance or results of the Company may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the factors described from time to time in the Company's reports filed with the SEC, including the Company's Form 10-K for the fiscal year ended May 31, 2011, financial community and rating agency perceptions of the Company; the effects of economic, credit and capital market conditions on the economy in general, and on medical device companies in particular; domestic and foreign health care reforms and governmental laws and regulations; third-party relations and approvals, technological advances and patents attained by competitors; and challenges inherent in new product development, including obtaining regulatory approvals. In addition to the matters described above, the ability of the Company to develop its products, future actions by the FDA or other regulatory agencies, results of pending or future clinical trials, the outcome of pending litigation, overall economic conditions, general market conditions, market acceptance, foreign currency exchange rate fluctuations, and the effects on pricing from group purchasing organizations and competition and the ability of the Company to integrate purchased businesses, may affect the actual results achieved by the Company.

Any forward-looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. The Company disclaims any obligation to update the forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date stated, or if no date is stated, as of the date of this document.

Item 9.01 – Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 6, 2011.

SIGNATURE

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 hereunto duly authorized.

ANGIODYNAMICS, INC.
(Registrant)

Date: October 6, 2011

By: /s/ D. Joseph Gersuk _____
D. Joseph Gersuk
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated October 6, 2011.

**FOR IMMEDIATE RELEASE****Company Contact:**AngioDynamics, Inc.

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Chris Gale

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cgale@evcgroup.com**AngioDynamics Reports Fiscal 2012 First Quarter Financial Results**

- *Results Meet Company Guidance; Management Reiterates Full Fiscal Year Guidance*
- *Authorizes Stock Repurchase Program*

ALBANY, N.Y. (October 6, 2011) – **AngioDynamics** (NASDAQ: ANGO), a leading provider of innovative, minimally invasive medical devices for vascular access, surgery, peripheral vascular disease and oncology, today reported financial results for the fiscal 2012 first quarter ended August 31, 2011.

Net sales in the first quarter were \$54.4 million, a 6% increase over the \$51.5 million reported in the prior year period. U.S. sales were \$47.3 million and increased 4% over the first quarter of fiscal 2011. International sales of \$7.1 million were up 18% from the prior year period. Oncology/Surgery sales were \$17.9 million, an increase of 15% from the prior year, and included \$2.3 million in NanoKnife® System sales, a 105% year-over-year increase. Vascular sales were \$36.6 million, an increase of 2% from the first quarter a year ago.

Gross margin increased to 59.1% compared with 57.7% in the fiscal 2011 fourth quarter and 58.3% a year ago. The increase is primarily attributable to material cost reduction programs and improved manufacturing facility utilization. Operating income in the first quarter was \$2.7 million, or \$3.6 million excluding \$0.9 million of restructuring and other items, compared with \$3.5 million of operating income a year ago. The restructuring and other items primarily include the CEO transition and the beginning of a program to close a facility in the UK. Net income in the first quarter was \$1.4 million, or \$0.05 per share, and \$2.0 million, or \$0.08 per share, excluding restructuring and other costs, compared with \$1.9 million, or \$0.08 per share, a year ago.

During the first quarter, AngioDynamics generated cash flow from operations of \$3.0 million, while cash and investments increased \$5.1 million to \$136.7 million at August 31, 2011.

Stock Repurchase Authorization

AngioDynamics also reported today that the Company's Board of Directors has authorized the repurchase, prior to May 31, 2012, of up to \$20 million of the Company's common stock. Under the authorization, purchases may be made in the open market or in privately negotiated transactions from time to time, as determined by management and in accordance with the requirements of the Securities and Exchange Commission. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and other market conditions.

"Our team generated solid first quarter results and achieved the guidance they provided in July," said Joseph DeVivo, President and CEO. "Since joining the company, I have been spending time getting to know the organization and see many positive attributes. We have two strong U.S. sales organizations and a very professional international team driving above-market growth. At the same time, key opinion leaders have confirmed to me the significant opportunity ahead for the NanoKnife® System. In addition, we are committed to a balanced approach to managing our cash. Our top priority is acquiring tuck-in technologies that can leverage our sales forces, are synergistic to the core business and complement our organic growth. Also, we will initiate a stock repurchase program to use some of the free cash flow generated in fiscal 2012."

Highlights of the quarter, and more recent activities, include:

- Continued clinical use of AngioDynamics' NanoKnife System. To date, more than 800 patients have been treated with the NanoKnife System, including more than 400 liver treatments and more than 100 pancreas treatments.
- Continued progress on NanoKnife System clinical programs, with completion of enrollment in the NanoLiver/HCC International Study (ONC-205), which evaluates the use of NanoKnife to treat hepatocellular cancer in 26 patients. Also, the NanoPanc European Study (ONC-208) of NanoKnife in pancreatic cancer has been initiated with five of the 10 planned patients now enrolled.
- Double digit growth of VenaCure EVLT® System sales driven by the recent market introduction of the 90 cm NeverTouch® procedure kit and the VenaCure® 1470nm laser.
- A favorable Court ruling in the Company's lawsuit against biolitec seeking to recover substantial patent infringement settlement costs.

Fiscal 2012 Guidance

The Company reiterated its guidance for fiscal 2012 as shown in the tables below. The EPS guidance is inclusive of a \$0.16 loss per share impact from the NanoKnife System program and an increase in R&D spending to approximately 10.6% of net sales. Included

in the guidance are \$1.0 million recorded in the first quarter relating to the CEO transition and \$1.6 million to be recorded over the course of the fiscal year associated with the closure of a facility in the UK. The guidance excludes any unusual items that may occur other than those noted above.

FY 2012 GUIDANCE, INCLUDING KNOWN ITEMS (GAAP)				
(\$ in mil's, except EPS)				
	Q2	Q3	Q4	FY 2012
Sales (\$)	55.5 - 57.5	54.5 - 56.5	53.5 - 55.5	217.0 - 225.0
Sales Growth (%)	4% - 8%	0% - 3%	(5)% - (2)%	0% - 4%
Gross Margin (%)	58.0% - 59.0%	58.5% - 59.5%	62.0% - 63.0%	59.0% - 60.0%
Operating Income (\$)	3.9 - 4.9	3.8 - 4.8	4.6 - 5.6	14.4 - 18.4
EBITDA (\$)	7.4 - 8.4	7.3 - 8.3	8.1 - 9.1	28.4 - 32.4
EPS (\$)	0.09 - 0.11	0.09 - 0.11	0.11 - 0.13	0.33 - 0.41

FY 2012 GUIDANCE, EXCLUDING KNOWN ITEMS (Non-GAAP)*				
(\$ in mil's, except EPS)				
	Q2	Q3	Q4	FY 2012
Sales (\$)	55.5 - 57.5	54.5 - 56.5	53.5 - 55.5	217.0 - 225.0
Sales Growth (%)	4% - 8%	0% - 3%	(5)% - (2)%	0% - 4%
Gross Margin (%)	59.0% - 60.0%	60.0% - 61.0%	62.0% - 63.0%	60.0% - 61.0%
Operating Income (\$)	4.5 - 5.5	4.5 - 5.5	4.5 - 5.5	17.0 - 21.0
EBITDA (\$)	8.0 - 9.0	8.0 - 9.0	8.0 - 9.0	31.0 - 35.0
EPS (\$)	0.11 - 0.13	0.11 - 0.13	0.11 - 0.13	0.41 - 0.49

* Excludes known items: CEO transition and the closure of a facility in the U.K.

Conference Call

AngioDynamics management will host a conference call to discuss its first quarter fiscal 2012 results today beginning at 4:30 p.m. Eastern Time. To participate in the live call by telephone, please dial 1 (800) 762-8779.

In addition, individuals can listen to the live call and the replay on the Internet by visiting the investor relations portion of the AngioDynamics Web site at <http://investors.angiodynamics.com>. To listen to the live call, please go to the Web site 15 minutes prior to its start to register, download and install the necessary audio software.

Use of Non-GAAP Measures

Management uses non-GAAP measures to establish operational goals and believes that non-GAAP measures may assist investors in analyzing the underlying trends in AngioDynamics' business over time. Investors should consider these non-GAAP measures in addition to, not as a substitute for or as superior to, financial reporting measures

prepared in accordance with GAAP. In this news release, AngioDynamics has reported and provided projections for non-GAAP gross margin, non-GAAP operating income, non-GAAP EBITDA (income before interest, taxes, depreciation, amortization and impairment charges) and non-GAAP earnings per share. Management uses these measures in its internal analysis and review of operational performance. Management believes that these measures provide investors with useful information in comparing AngioDynamics' performance over different periods. Management believes the presentation of these measures is relevant and useful for investors because they allow investors to view performance in a manner similar to the method used by management, help improve their ability to understand the Company's operating performance and make it easier to compare the Company's results with other companies that have different financing and capital structures or tax rates. In addition, these measures are among the primary measures used externally by the Company's investors, analysts and peers in its industry for purposes of valuation and comparing the operating performance of the Company to other companies in the industry. Management encourages investors to review AngioDynamics' financial results prepared in accordance with GAAP to understand AngioDynamics' performance taking into account all relevant factors, including those that may only occur from time to time but have a material impact on AngioDynamics' financial results. Please see the tables that follow for a reconciliation of Operating Income to non-GAAP measures.

About AngioDynamics

AngioDynamics, Inc. is a leading provider of innovative, minimally invasive medical devices used by professional healthcare providers for vascular access, surgery, peripheral vascular disease and oncology. AngioDynamics' diverse product lines include market-leading ablation systems, vascular access products, angiographic products and accessories, angioplasty products, drainage products, thrombolytic products, embolization products and venous products. More information is available at www.AngioDynamics.com.

Safe Harbor

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements regarding AngioDynamics' expected future financial position, results of operations, cash flows, business strategy, budgets, projected costs, capital expenditures, products, competitive positions, growth opportunities, plans and objectives of management for future operations, as well as statements that include the words such as "expects," "reaffirms" "intends," "anticipates," "plans," "believes," "seeks," "estimates," "optimistic," or variations of such words and similar expressions, are forward-looking statements. These forward looking statements are not guarantees of future performance and are subject to risks and uncertainties. Investors are cautioned that actual events or results may differ from AngioDynamics' expectations. Factors that may affect the actual results achieved by AngioDynamics include, without limitation, the ability of AngioDynamics to develop its existing and new products, technological advances and patents attained by competitors, future actions by the FDA or other regulatory agencies, domestic and foreign health care reforms and government regulations, results of pending or future clinical trials, overall economic conditions, the results of on-going litigation, the effects of economic, credit and capital market conditions,

general market conditions, market acceptance, foreign currency exchange rate fluctuations, the effects on pricing from group purchasing organizations and competition, the ability of AngioDynamics to integrate purchased businesses, as well as the risk factors listed from time to time in AngioDynamics' SEC filings, including but not limited to its Annual Report on Form 10-K for the year ended May 31, 2011. AngioDynamics does not assume any obligation to publicly update or revise any forward-looking statements for any reason.

In the United States, NanoKnife has been cleared by the FDA for use in the surgical ablation of soft tissue. NanoKnife has not been cleared for the treatment or therapy of a specific disease or condition. This document may discuss the use of NanoKnife for specific clinical indications for which it is not cleared in the United States at this time.

ANGIODYNAMICS, INC. AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS
(in thousands, except per share data)

	Three months ended	
	August 31, 2011	August 31, 2010
	(unaudited)	
Net sales	\$ 54,431	\$ 51,507
Cost of sales	<u>22,285</u>	<u>21,487</u>
Gross profit	<u>32,146</u>	<u>30,020</u>
% of net sales	59.1%	58.3%
Operating expenses		
Research and development	5,591	5,242
Sales and marketing	16,308	14,444
General and administrative	4,312	4,586
Amortization of intangibles	2,295	2,267
Restructuring and other costs	923	-
Total operating expenses	<u>29,429</u>	<u>26,539</u>
Operating income	<u>2,717</u>	<u>3,481</u>
Other income (expense), net	<u>(614)</u>	<u>(528)</u>
Income before income taxes	<u>2,103</u>	<u>2,953</u>
Provision for income taxes	<u>730</u>	<u>1,065</u>
Net income	<u>\$ 1,373</u>	<u>\$ 1,888</u>
Earnings per common share		
Basic	\$ 0.05	\$ 0.08
Diluted	\$ 0.05	\$ 0.08
Weighted average common shares		
Basic	25,024	24,755
Diluted	25,197	25,032

ANGIODYNAMICS, INC. AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS
(in thousands, except per share data)

Reconciliation of Operating Income to non-GAAP EBITDA:

	Three months ended	
	August 31, 2011	August 31, 2010
	(unaudited)	
Operating income	\$ 2,717	\$ 3,481
Amortization of intangibles	2,295	2,267
Depreciation	837	762
EBITDA	\$ 5,849	\$ 6,510
EBITDA per common share		
Basic	\$ 0.23	\$ 0.26
Diluted	\$ 0.23	\$ 0.26
Weighted average common shares		
Basic	25,024	24,755
Diluted	25,197	25,032

ANGIODYNAMICS, INC. AND SUBSIDIARIES
NET SALES BY PRODUCT CATEGORY AND BY GEOGRAPHY
(in thousands)

	Three months ended	
	August 31, 2011	August 31, 2010
	(unaudited)	
Net Sales by Product Category		
Vascular		
Peripheral Vascular	\$ 20,968	\$ 20,701
Access	15,597	15,213
Total Vascular	36,565	35,914
Oncology/Surgery	17,866	15,593
Total	\$ 54,431	\$ 51,507
Net Sales by Geography		
United States	\$ 47,305	\$ 45,472
International	7,126	6,035
Total	\$ 54,431	\$ 51,507

ANGIODYNAMICS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands)

	<u>August 31,</u> 2011	<u>May 31,</u> 2011
	(unaudited)	(unaudited)
Assets		
Current Assets		
Cash and cash equivalents	\$ 50,493	\$ 45,984
Marketable securities	86,158	85,558
Total cash and investments	<u>136,651</u>	<u>131,542</u>
Receivables, net	26,365	27,141
Inventories, net	29,672	28,126
Deferred income taxes	2,863	2,821
Prepaid income taxes	588	503
Prepaid expenses and other	3,727	4,172
Total current assets	<u>199,866</u>	<u>194,305</u>
Property, plant and equipment, net	23,485	23,804
Intangible assets, net	45,705	48,037
Goodwill	161,951	161,951
Deferred income taxes	4,927	5,835
Other non-current assets	3,674	3,489
Total Assets	<u>\$ 439,608</u>	<u>\$ 437,421</u>
Liabilities and Stockholders' Equity		
Current portion of long-term debt	\$ 285	\$ 275
Other current liabilities	23,822	25,232
Long-term debt, net of current portion	<u>6,200</u>	<u>6,275</u>
Total Liabilities	<u>30,307</u>	<u>31,782</u>
Stockholders' equity	409,301	405,639
Total Liabilities and Stockholders' Equity	<u>\$ 439,608</u>	<u>\$ 437,421</u>
Shares outstanding	25,185	24,986

ANGIODYNAMICS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Three months ended	
	August 31, 2011 (unaudited)	August 31, 2010 (unaudited)
Cash flows from operating activities:		
Net income	\$ 1,373	\$ 1,888
Depreciation and amortization	3,132	3,029
Tax effect of exercise of stock options	(240)	9
Deferred income taxes	911	875
Stock-based compensation	799	1,219
Other	(156)	(156)
Changes in operating assets and liabilities		
Receivables	722	6,206
Inventories	(1,727)	(4,035)
Accounts payable and accrued liabilities	(1,617)	(7,676)
Other	(153)	379
Net cash provided by operating activities	3,044	1,738
Cash flows from investing activities:		
Additions to property, plant and equipment	(541)	(662)
Disposal of intangible and other assets	1,000	-
Purchases, sales and maturities of marketable securities, net	(743)	6,537
Net cash provided by (used in) investing activities	(284)	5,875
Cash flows from financing activities:		
Repayment of long-term debt	(65)	(65)
Proceeds from exercise of stock options and ESPP	1,804	850
Net cash provided by financing activities	1,739	785
Effect of exchange rate changes on cash	10	41
Increase in cash and cash equivalents	4,509	8,439
Cash and cash equivalents		
Beginning of period	45,984	58,763
End of period	\$ 50,493	\$ 67,202

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