

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ANGIODYNAMICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

11-3146460
(I.R.S. Employer
Identification No.)

603 Queensbury Avenue
Queensbury, New York 12804
(Address of Principal Executive Offices) (Zip Code)

AngioDynamics, Inc. 2004 Stock and Incentive Award Plan
(Full title of the plan)

Eamonn P. Hobbs
AngioDynamics, Inc.
603 Queensbury Avenue
Queensbury, New York 12804
(Name and address of agent for services)

(518) 798-1215
(Telephone number, including area code, of agent for service)

Copy to:

Scott M. Tayne, Esq.
Davies Ward Phillips & Vineberg LLP
625 Madison Avenue, 12th Floor
New York, New York 10022

Calculation of Registration Fee

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered ⁽²⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock par value, \$.01 per share	1,000,000 Shares	\$ 21.945	\$ 21,945,000	\$ 2,348.12
Total	1,000,000 Shares		\$ 21,945,000	\$ 2,348.12

⁽¹⁾ Includes preferred stock purchase rights which, until events specified in the registrant's rights agreement occur, will not be exercisable or evidenced separately from the common stock. Value attributed to such rights, if any, is reflected in the market price of the common stock.

⁽²⁾ In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), there are also registered hereby such indeterminate number of shares of common stock as may become issuable by reason of the operation of the anti-dilution provisions of the AngioDynamics, Inc. 2004 Stock and Incentive Award Plan.

⁽³⁾ Pursuant to Rules 457(c) and (h) under the Securities Act, the proposed maximum offering price per share was determined based upon the average of the high and low prices of the registrant's common stock as reported by The Nasdaq Stock Market on October 31, 2006.

EXPLANATORY NOTE

On October 28, 2004, AngioDynamics, Inc. (the “Company” or “Registrant”) registered 1,000,000 shares of its common stock par value \$0.01 per share (“Common Stock”) issuable under the AngioDynamics, Inc. 2004 Stock and Incentive Award Plan (the “2004 Plan”) pursuant to a Registration Statement on Form S-8 (File No. 333-120057). This Registration Statement on Form S-8 is being filed pursuant to General Instruction E to Form S-8 to register an additional 1,000,000 shares of Common Stock issuable under the 2004 Plan.

INCORPORATION BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of the Registrant’s Registration Statement on Form S-8 (File No. 333-120057) filed with the Securities and Exchange Commission on October 28, 2004, are incorporated herein by reference.

PART II

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of Davies Ward Phillips & Vineberg LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of Davies Ward Phillips & Vineberg LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (set forth on the signature page of the Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Queensbury, State of New York, on the 6th day of November, 2006.

AngioDynamics, Inc.

By: /s/ Eamonn P. Hobbs

Eamonn P. Hobbs
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Eamonn P. Hobbs and Joseph G. Gerardi, and each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their, or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eamonn P. Hobbs</u> Eamonn P. Hobbs	President, Chief Executive Officer and Director (Principal Executive Officer)	November 6, 2006
<u>/s/ Joseph G. Gerardi</u> Joseph G. Gerardi	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 6, 2006
<u>/s/ Paul S. Echenberg</u> Paul S. Echenberg	Chairman of the Board, Director	November 6, 2006

<u>/s/ Jeffrey G. Gold</u> Jeffrey G. Gold	Director	November 6, 2006
<u>/s/ David P. Meyers</u> David P. Meyers	Director	November 6, 2006
<u>/s/ Howard W. Donnelly</u> Howard W. Donnelly	Director	November 6, 2006
<u>/s/ Dennis S. Meteny</u> Dennis S. Meteny	Director	November 6, 2006
<u>/s/ Robert E. Flaherty</u> Robert E. Flaherty	Director	November 6, 2006
<u>/s/ Gregory D. Casciaro</u> Gregory D. Casciaro	Director	November 6, 2006
<u>/s/ Peter J. Graham</u> Peter J. Graham	Director	November 6, 2006

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DAVIES WARD PHILLIPS & VINEBERG LLP

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12th Floor
New York NY 10022

Tel 212 308 8866
Fax 212 308 0132
www.dwpv.com

November 6, 2006

File No. 061057-62812

AngioDynamics, Inc.
603 Queensbury Avenue
Queensbury, NY 12804

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for AngioDynamics, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 filed by the Company with the Securities and Exchange Commission (the "Commission") on November 6, 2006 (the "Registration Statement").

The Registration Statement covers the registration of an aggregate of 1,000,000 shares of common stock, \$0.01 par value per share, of the Company (the "Shares") that are issuable by the Company pursuant to its 2004 Stock and Incentive Award Plan (the "2004 Plan").

We have examined the Registration Statement and have also examined and relied as to factual matters upon originals or copies of such documents, records, certificates, and other instruments as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed. In our examination, we have assumed the genuineness of all signatures, the authenticity and completeness of all documents, records, certificates and instruments submitted to us as originals, and the conformity with originals of all documents, records, and instruments submitted to us as copies.

This opinion is limited solely to the Delaware General Corporation Law, as applied by courts located in Delaware, the applicable provisions of the Delaware Constitution, and the reported judicial decisions interpreting those laws, and we do not express any opinion herein concerning any other law.

Based upon and subject to the foregoing, we are of the opinion that the Shares, when issued and delivered by the Company pursuant to the 2004 Plan and paid for in full in accordance with the terms of the 2004 Plan, will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Yours very truly,

/s/ Davies Ward Phillips & Vineberg LLP

Consent of Independent Registered Public Accounting Firm

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 10, 2006 relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, of AngioDynamics, Incorporated, which appears in AngioDynamics' Annual Report on Form 10-K for the year ended June 3, 2006.

/s/ PricewaterhouseCoopers LLP

Albany, New York
November 6, 2006

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated July 13, 2004, except for Note A as to which the date is August 17, 2004, accompanying the consolidated financial statements and schedule for the fifty-two weeks ended May 29, 2004, included in the Annual Report on Form 10-K of AngioDynamics, Inc. for the fiscal year ended June 3, 2006 which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ Grant Thornton LLP

Melville, New York
November 6, 2006