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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant x

Filed by a party other than the registrant o

Check the appropriate box:

o Preliminary Proxy Statement.

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

o Definitive Proxy Statement.

oDefinitive Additional Materials.

x Soliciting Material Under Rule 14a-12.

AngioDynamics, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

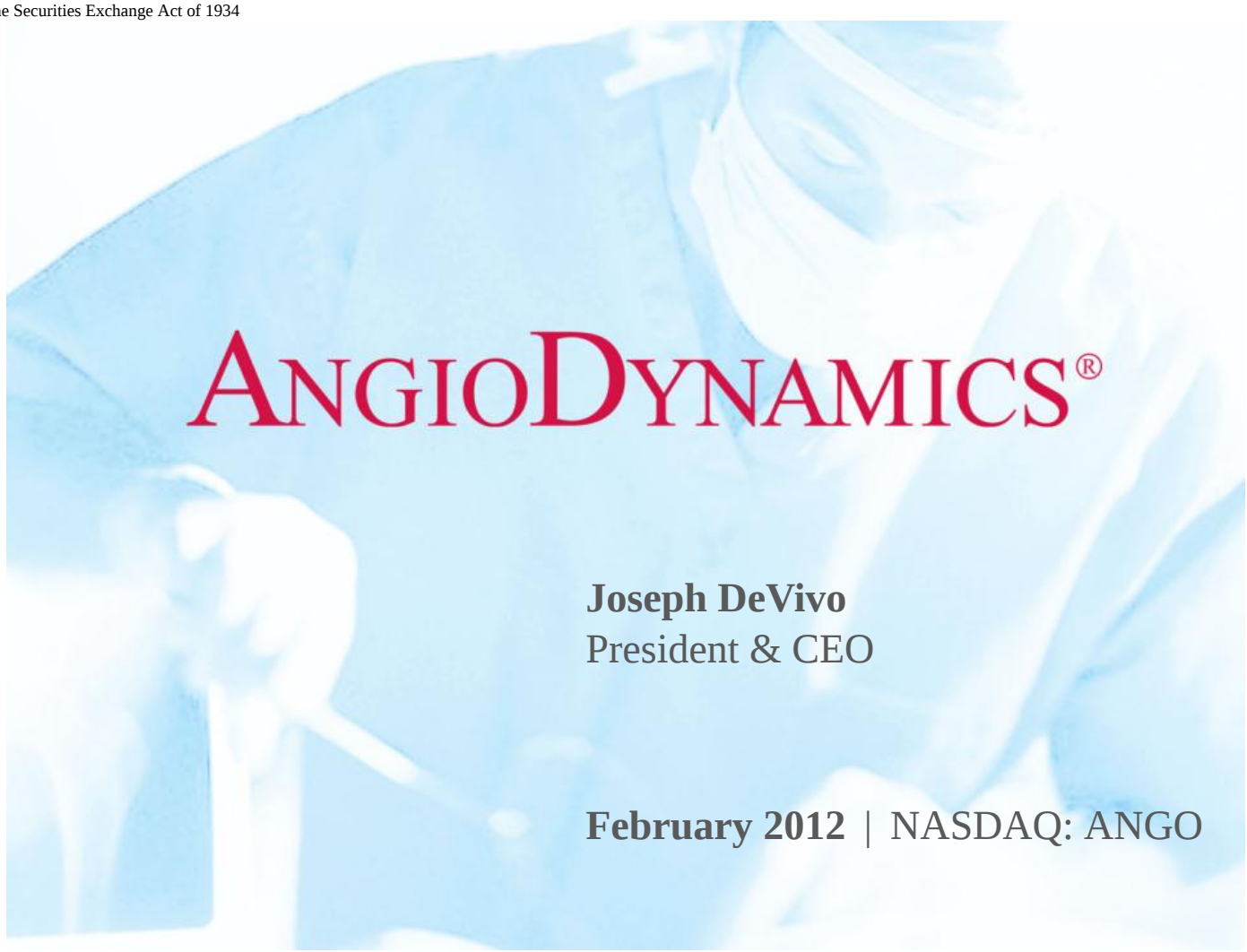
o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Forward-Looking Statements

Notice Regarding Forward-Looking Statements

This presentation includes “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 AngioDynamics. These forward-looking statements are based on current expectations and projections about future events. The forward-looking statements in this presentation include those with respect to the expected timing of the completion of the transaction.

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 AngioDynamics 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 AngioDynamics’ reports filed with the SEC, including AngioDynamics’ Form 10-K for the fiscal year ended May 31, 2011 and AngioDynamics’ Form 10-Q for the quarterly period ended November
30, 2011; the ability of AngioDynamics to develop its existing and new products; financial community and rating agency perceptions of AngioDynamics; third-party relations and approvals; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; the ability of AngioDynamics to develop its products; future actions by the FDA or other regulatory agencies; domestic and foreign health care reforms and governmental laws and regulations; results of pending or future clinical trials; overall economic conditions; the results of ongoing litigation; the effects of economic, credit and capital market conditions on the economy in general, and on medical device companies in particular; general market conditions; market acceptance; foreign currency exchange rate fluctuations; the effects on pricing from group purchasing organizations and competition and the ability of AngioDynamics to integrate purchased businesses, including Navilyst. Risk and uncertainties related to the proposed transaction include, but are not limited to delays in or failure to obtain any required governmental and regulatory approvals with respect to the transaction; failure to obtain stockholder approval of the issuance of the AngioDynamics common stock in connection with the transaction; failure to consummate or delay in consummating the transaction for other reasons; the possibility that the expected benefits of the transaction, including projected synergies and tax benefits, may not materialize as expected; disruption from the proposed transaction making it more difficult to maintain business and operational relationships; and the failure to successfully integrate the products, R&D capabilities, infrastructure and employees of AngioDynamics and Navilyst.

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. AngioDynamics 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 presentation.

Certain Financial Projections

This presentation includes certain financial forecasts regarding AngioDynamics and Navilyst as well as certain pro forma financial forecasts for the combined companies. These forecasts were prepare solely for purposes of evaluating the transaction based on information available as of the date of preparation. There can be no assurance that these financial forecasts will be realized or that actual results will not be significantly higher or lower than forecasted. The financial forecasts cover multiple years and such information by its nature becomes less predictive with each successive year. These financial forecasts were based on numerous variables and assumptions. Such assumptions are inherently uncertain and may be beyond the control of AngioDynamics. Important factors that may affect actual results and cause these financial forecasts to not be achieved include, but are not limited to, the factors described or referenced under the heading “Notice Regarding Forward-Looking Statements.” Neither AngioDynamics nor any other party makes any representation to any stockholder regarding the information included in the financial forecasts set forth herein. Readers of this presentation are cautioned not to rely on the forecasted financial information.

ANGIODYNAMICS®

AngioDynamics at a Glance

Founded 1988 | NASDAQ ANGO | IPO - May 2004

Worldwide Presence | Albany NY - HQ
700 Employees | 5 Operating Locations

Financials

FY11	Sales $216M	Gross Margin 58.3%	Net Income $8.1M
Q2 FY12	Sales $58M	Gross Margin 57.2%*	Net Income $ 2.3M**

*59.8% excluding product recall costs
**$3.2M excluding restructuring and other costs

Mission
To improve patient health by being the global leader in delivering innovative minimally invasive therapies for Peripheral Vascular Disease & Oncology, while increasing shareholder value.

Where We Are
- 100+ person direct sales team in U.S.
- 50+ markets through 110+ distributors
- 20+ person direct sales in The Netherlands, UK, Germany and France

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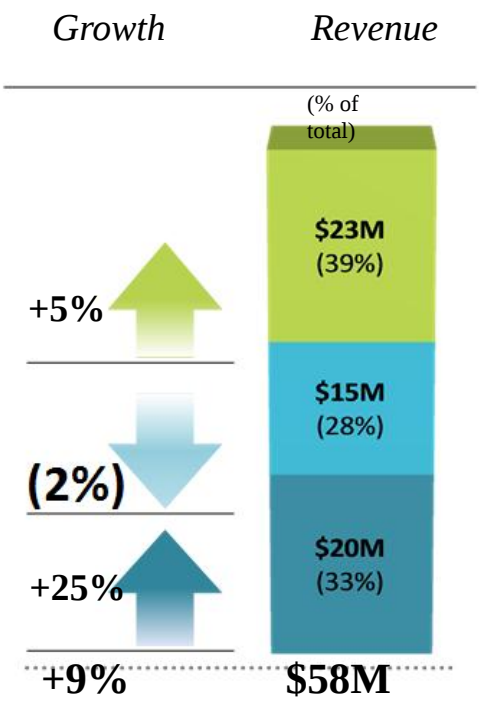
Large, Attractive Market Opportunities

ANGO Q2 FY12



Total Available Market

Market	*ANGO FY11*	
Peripheral Vascular $1.6B	5% $87M	
Vascular Access $0.8B	8% $63M	
Oncology/ Surgery $0.6B	11% $66M*	
$3B TAM	7% ($216M)	

•End 2010 estimate

*** Includes $28M in LC Bead sales.**

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Peripheral Vascular

Varicose Vein Ablation

•U.S. $220M Market | 10% CAGR | 5% U.S. penetration

•Growth Drivers: reimbursement, training, practice development

Thrombus Management

•$500M WW Market | 7% CAGR in targeted segments

Angiographic Catheters

•$60M U.S. Market | 2.7% CAGR in targeted segments

VenaCure EVLT® | Laser Vein Ablation

- 80 million+ Americans suffer from some form of venous disorder
- Currently only 6% of all potential patients have their veins treated
- Approaching 1M patients treated
- 2,000-units installed, including 80 new VenaCure® 1470 lasers since introduced in Q4 FY11

The VenaCure 1470 laser operates at a peak on the water absorption curve to precisely deliver targeted energy through the NeverTouch® fiber. The fiber's gold tip eliminates contact with the vein wall and minimizes perforations that typically result in pain and bruising.

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Vascular Access

Implantable Ports

•$180M U.S. Market | 5% CAGR

•Growth Drivers: Better Device Performance, Better Device Efficiency, Increased Utilization

PICCs

•Largest U.S. vascular access market $400M | 7% CAGR

•Growth Drivers: Mid-level provider focus, Anti-thrombotic solutions, training and education

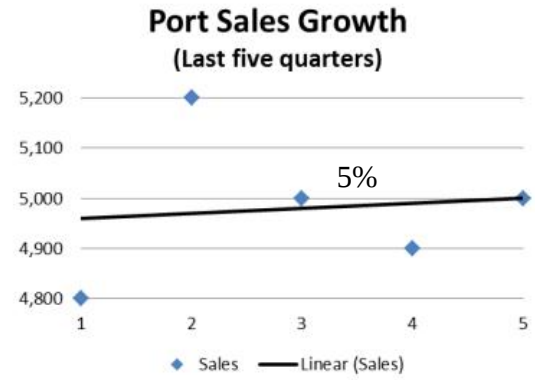
Dialysis

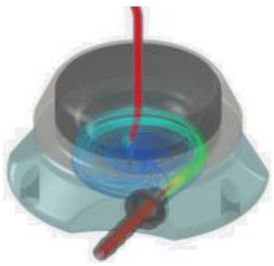
•$160M U.S. Market | 2% CAGR

•Growth Drivers: Addressing CRBSI (coatings), new technologies and treatment options

Smart Port® | Power-Injectable Ports

- 100,000th Smart Port sold in 2011
- 350,000 AngioDynamics ports sold since FY07
- Average growth of 5% in last five quarters





The round chamber design coupled with an off-set outlet creates a hyper-cleansing chamber, resulting in decreased sludge build up and a reduced rate of port occlusions.[1] Use of Vortex port technology results in an average savings of $1,224 per patient over conventional ports[2] by reducing occlusions, and thus overall interventions, including explants and TPA use.

1 Stevens B, Barton SE, Brechbill M, et. al. A Randomized, Prospective Trial of Conventional Vascular Ports vs. The Vortex "ClearFlow" Reservoir Port in Adult Oncology Patients. JVAD 2000;(Summer).

2 Third party verification by Pinnacle Healthcare Management.

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Oncology/Surgery

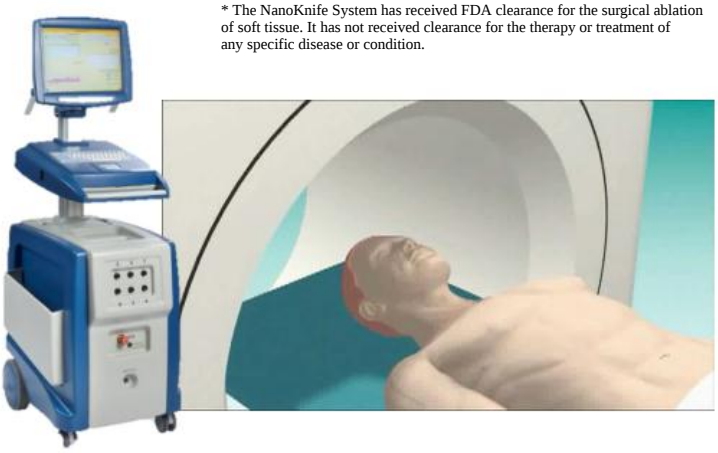
StarBurst® Radio Frequency Ablation

- WW Market $250M | 10% CAGR
- Growth Driver: temperature monitoring to ensure complete ablation

NanoKnife® System

- FDA 510(k) for surgical ablation of soft tissue + CE mark*
- Introduced commercially Q3-2009
- 1,000+ patients treated WW in 57 Centers as of Dec. 30, 2011

* The NanoKnife System has received FDA clearance for the surgical ablation of soft tissue. It has not received clearance for the therapy or treatment of any specific disease or condition.



Surgical Resection - Habib®

- WW Market $162M | 9% CAGR

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NanoKnife® System Pancreatic Study

Market

•165,000 new patients/year in developed countries WW[1]

•Greatest unmet clinical need - 4% of diagnosed patients have a 5-year survival rate

•Only 3-7% of patients respond to first-line chemotherapy

- Only 15% to 20% of diagnosed patients are surgical candidates

[1]American Cancer Society, Cancer Facts & Figures, 2011, and Global Cancer Fact and Figures, 2008

EU NanoKnife® Panc Study (ONC-208)

Objective

To evaluate the safety and feasibility of the NanoKnife LEDC System when used to treat unresectable pancreatic adenocarcinoma.

Primary Endpoints

No adverse events (AEs) & serious adverse events, unanticipated AEs and device complaints, positive safety lab tests, vital signs, and physical findings.

Study Design

This is a single-center, single-arm treatment, pilot clinical trial with NanoKnife for subjects who have locally advanced, unresectable pancreatic cancer and are unresponsive to chemotherapy.

Fast Facts

•Study Center: University of Verona (Prof. C. Bassi, PI)

•Study Size: 10 Subjects (Enrollment Complete)

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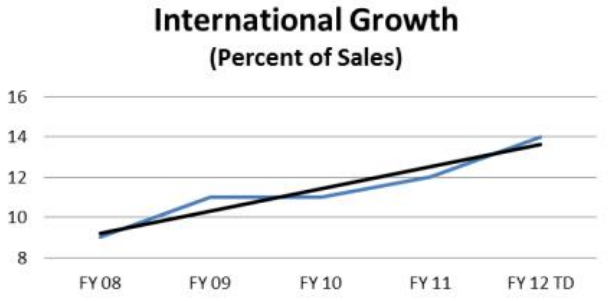
Strong US Base, International Opportunity

US: 85% of WW Sales

International: 15%

Strategy

- Focus on high-growth markets
- International expansion
- Invest in R&D, transformational tech
- Accretive Acquisitions



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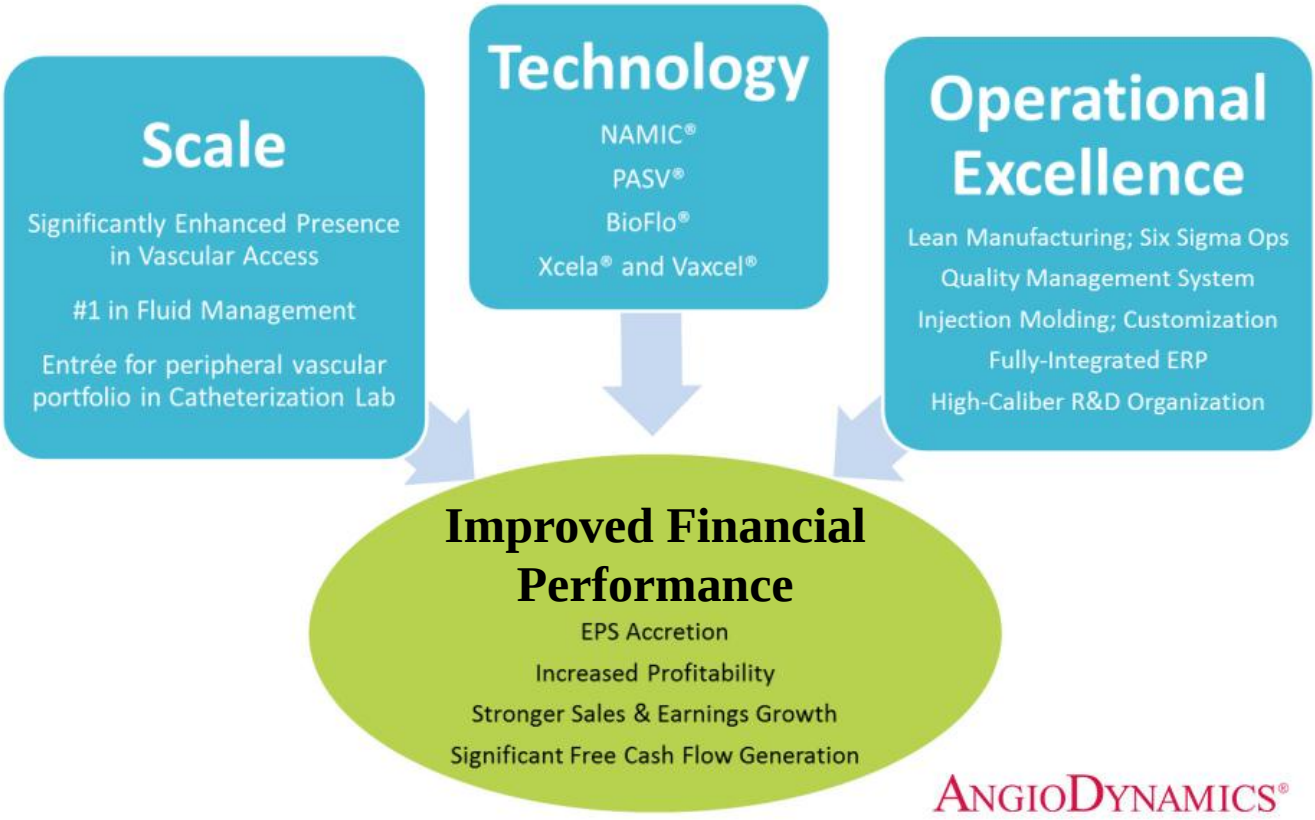
AngioDynamics & Navilyst Medical

Creating a World-Class Platform for Growth



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The Acquisition of Navilyst Medical

A Compelling Deal Expected to Drive Significant Shareholder Value

- The Navilyst purchase price of $372mm is meaningfully reduced by the value of the identified cost savings and the acquired tax assets
  - The Economic Value(1) paid for Navilyst is estimated to be $202 - $217mm
- The combination will drive significantly improved financial performance based on the following estimates:
  - At least $0.08 EPS accretion in FY13; Increasingly more accretive through FY16
  - FY13 net cost savings of $5-7mm; Fully-implemented annual net cost savings of $10-15mm by FY15
  - FY13 Pro Forma Adjusted EBITDA(2) of $60mm; Run-rate Adjusted-EBITDA(3) of $70mm
  - Mid-teen growth in Pro Forma Adjusted EBITDA(2) from FY13 to FY16; 200-300 bps accretion in EBITDA margin by FY16
- The transaction will optimize AngioDynamics' capital structure and preserve liquidity, with at least $50mm of free cash flow expected in FY13, including $11.5mm of free cash flow estimated to be generated annually through FY24 from acquired tax assets
- There is potential for revenue synergies and additional longer-term cost savings, which have not been included in current forward-looking estimates
- Updated guidance will be provided at the transaction closing, which is expected in Q4 FY12

(1) Economic value is equal to the purchase price, less the estimated value of identified cost savings and the acquired tax assets.
(2) Adjusted EBITDA excludes transaction-related and non-recurring costs.
(3) Run-rate Adjusted EBITDA includes fully-implemented cost savings and excludes the Medical Device Tax and transaction-related and non-recurring costs.

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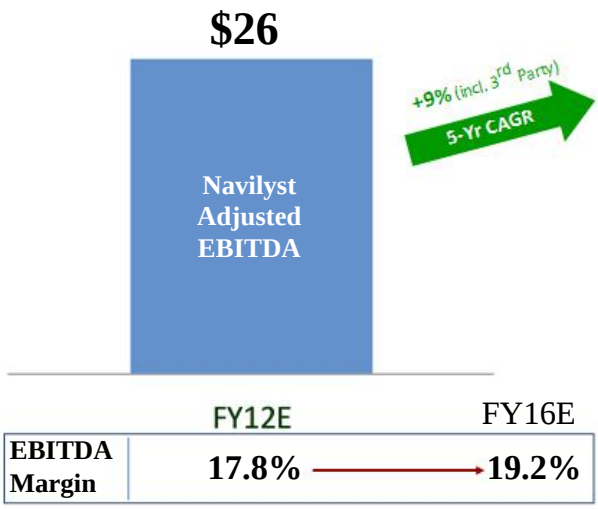
Navilyst Standalone EBITDA Forecast

Navilyst Projected Adjusted EBITDA(1) ($mm)



	FY12E	FY16E
EBITDA Margin	17.8%	19.2%

Key Performance Drivers

- Continued sales growth in the Vascular Access and International divisions, and the return to growth of the Fluid Management business, will drive increases in EBITDA
- Gross margins expected to increase 400 bps by FY16 due to favorable sales mix and manufacturing efficiencies
- Operating leverage in SG&A expected to improve margins

The Acquisition of Navilyst is Expected to Increase AngioDynamics' Pro Forma Adjusted EBITDA(1) CAGR to the Mid-teens(2) During FY13 to

(1) Adjusted EBITDA excludes transaction-related and non-recurring costs.
(2) Includes expected cost savings.

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Overview of Net Cost Savings (cont'd)

Potential for Additional Cost Savings

Operational Excellence	Reductions in waste and product recalls; Working capital optimization; Improved capacity utilization and leaner operations
Strategic Sourcing	Supplier bundling, purchase volume discounts, inventory management
Network Optimization	More efficient and productive warehousing, distribution and logistics
Research & Development	Implementation of project management office; Faster development cycles
Information Technology	Integration of ERP and IT platforms
Infrastructure Alignment	Consolidation of organizational footprint; Build centers of excellence

Work Ongoing to Assess the Magnitude of These Additional Opportunities

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Revenue Synergies

Optimizing Our U.S. Go-to-Market Strategies

THREE SALES CHANNELS

CALL POINTS	Peripheral Vascular Channel	Vascular Access Channel	Oncology Channel
IV Radiologist	✓	✓	✓
IV Nurse		✓	
IV Cardiologist	✓		
Vascular Surgeon	✓		
General Surgeon		✓	✓
Surgical Oncologist			✓
# OF REPS	**65-70 reps**	**45-50 reps**	**20-25 reps**
ANNUAL U.S. SALES	**$135 million**	**$110 million**	**$30 million**
PRODUCTS IN "BAG" (1)	EVLT / Sotradecol Fluid Management Micro Access Thrombus Core PV Products	PICCs / BioFlo® Ports / BioFlo® Dialysis / BioFlo® Micropuncture	NanoKnife RFA Habib Drainage Microcatheters

Commercial Focus and Scale Offer Compelling Opportunities for Growth

(1) BioFlo® is currently pending FDA approval.

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Significant Integration Planning Underway

Increasing Shareholder Value After the Acquisition

- Integration planning is our top priority and is well underway
  - Retained outside experts to assist in the process
  - Established an Integration Management Office
  - Creating an Operational Excellence group to ensure long-term commitment to best practices
  - Focused on achieving operational efficiencies across combined company
- Go-to-market strategies will be optimized with newly focused sales channels
- IT systems will be integrated in a single, worldwide platform
- R&D spend will be focused on high-return product and technology innovations

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Pro Forma FY13 Guidance

Reviewing the Components of Pro Forma Adjusted EBITDA (2)

Cost Savings

- $6mm of net cost savings in FY13 (1)
- $12.5mm of fully-implemented cost savings by FY15 (1)
- Excludes potential cost savings associated with operational excellence and footprint consolidation
- Excludes potential revenue synergies

Medical Device Tax

- Pro Forma FY13 Medical Device Tax of $3mm

Navilyst

- Assumes flat business during Year 1 post close
- Assumes decline in 3rd party supply agreement sales
- Includes Medical Device Tax

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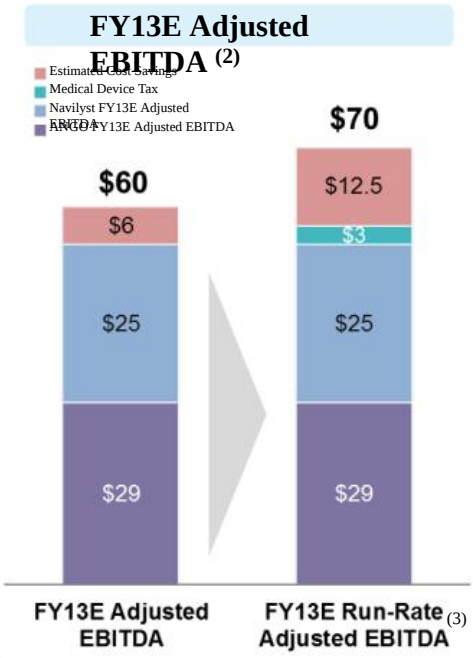
- Includes Medical Device Tax

Run-rate business (including fully-implemented cost savings) would have ~$70mm of Adjusted EBITDA(2) prior to the Medical Device Tax in



(1) Represents midpoint of $5-7mm of expected net cost savings in FY13 and $10-15mm of expected net cost savings by FY15.
(2) Excludes transaction-related and non-recurring expenses.
(3) Run-rate Adjusted EBITDA includes fully-implemented cost savings and excludes the Medical Device Tax.

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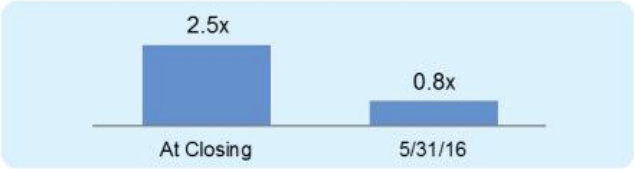
Optimized Capital Structure and Cash Flow

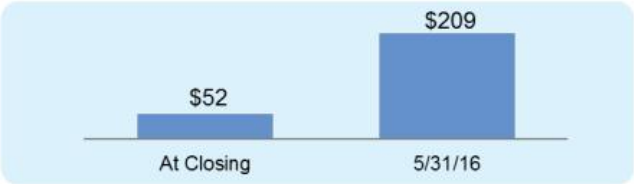
Impact on the Balance Sheet

Total Debt / EBITDA



Total Debt (millions)

Total Cash (millions)



Overview of Financing

- ~$150mm of committed financing with coupon of LIBOR +250 bps
- ~$100mm of balance sheet cash used as consideration
- Optimizes capital structure on pro forma basis; lowering cost of capital

Cash Flow Impact

- Generates at least $50mm in free cash flow in FY13 vs. $27mm standalone
- Pro forma free cash flow of at least $1.40 per share vs. $1.05 standalone
- De-levering, synergies and growth drive increased cash flow thereafter

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Summary Estimated Financial Impact

Driving Shareholder Value in the Near- and Long-term

Net Sales	~$360mm Net Sales in FY13 Annual net sales growth in the mid-to-high single digits from FY13 to FY16
EBITDA	~$60mm Pro Forma Adjusted EBITDA* in FY13 ~$70mm Run-rate Adjusted EBITDA** Expands EBITDA margins by 200-300 bps by FY16 Mid-teen CAGR in Pro Forma Adjusted EBITDA* from FY13 to FY16
Substantial Cost Savings	$5-7mm of net cost savings in FY13 $10-15mm of fully-implemented net cost savings by FY15
Significant Earnings Accretion	At least $0.08/share accretive to FY13 Non-GAAP EPS* Increasingly more accretive through FY16
Tax Benefits	NPV of tax asset ~$80mm expected to reduce transaction value to $292mm Estimated cumulative cash tax savings of $130mm, or $3.65/share
Improved Cash Flow	Expected to generate at least $50mm in free cash flow in FY13 Pro Forma Free Cash Flow of at least $1.40/share vs. standalone of $1.05
Capital Structure	Net Debt to FY12 Pro Forma Adjusted EBITDA* of ~1.6x

* Excludes transaction-related costs and nonrecurring costs.

** Includes fully-implemented estimated net cost savings and excludes transaction-related and nonrecurring costs and the Medical Device Tax.

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Additional Information

AngioDynamics intends to file with the Securities and Exchange Commission (the "SEC") a proxy statement regarding the issuance of the AngioDynamics common stock in connection with the proposed transaction. The proxy statement will be mailed to AngioDynamics' stockholders. INVESTORS AND STOCKHOLDERS ARE ENCOURAGED TO READ THE PROXY STATEMENT AND OTHER
RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT
INFORMATION ABOUT ANGIODYNAMICS AND THE PROPOSED TRANSACTION. Investors and
stockholders will also be able to obtain a free copy of these documents (when they are available), as well as other filings made by AngioDynamics, without charge, at the SEC's web site at http://www.sec.gov. In addition, the documents filed by AngioDynamics with the SEC may be obtained free of charge by contacting AngioDynamics' investor relations firm: EVC Group, 60 East 42nd Street, Suite 936, New York, NY 10165.

AngioDynamics and its executive officers, directors and other persons may be deemed to be participants in the solicitation of proxies from AngioDynamics' stockholders with respect to the issuance of the AngioDynamics common stock in connection with the proposed transaction. Information regarding the officers and directors of AngioDynamics and their ownership of AngioDynamics common stock is set forth in AngioDynamics' proxy statement for its most recent annual meeting, which was filed with the SEC on September 6, 2011. Other information regarding the participants in the solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC regarding the issuance of the AngioDynamics common stock in connection with the proposed transaction.

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