

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended May 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from **to**

Commission file number 0-50761

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.)

14 Plaza Drive Latham, New York

(Address of principal executive offices)

12110

(Zip Code)

Registrant's telephone number, including area code (518) 795-1400

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, par value \$.01 per share

Name of each exchange on which registered
NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 28, 2014, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock held by non-affiliates was approximately \$625,782,868, computed by reference to the last sale price of the common stock on that date as reported by The NASDAQ Global Select Market.

As of July 31, 2015, there were 36,069,112 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The information required for Part III of this annual report on Form 10-K is incorporated by reference to the registrant's Proxy Statement for its 2015 Annual Meeting of Stockholders to be filed within 120 days of the registrant's fiscal year ended May 31, 2015.

AngioDynamics, Inc. and Subsidiaries

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Part I

Item 1. *Business.*

Overview

AngioDynamics, Inc. (together with its subsidiaries, "AngioDynamics," the "Company," "we," "our" or "us") designs, manufactures and sells a wide range of medical, surgical and diagnostic devices used by professional healthcare providers for vascular access, for the treatment of peripheral vascular disease and for use in oncology and surgical settings. Our devices are generally used in minimally invasive, image-guided procedures.

History

AngioDynamics was founded in 1988 and we completed our initial public offering in 2004, raising net proceeds of approximately \$21.7 million at an offering price of \$11.00 per share. In 2006 we completed a follow-on offering, raising net proceeds of approximately \$61.9 million at a public offering price of \$24.07 per share.

Products

Our product offerings fall within three product groupings: Peripheral Vascular, Vascular Access and Oncology/Surgery. All products discussed below have been cleared for sale in the United States by the FDA. International regulatory clearances vary by product and jurisdiction.

Peripheral Vascular Products

Our Peripheral Vascular products include Fluid Management, Venous, Thrombus Management, as well as other core products.

Fluid Management Products

Our Fluid Management product offering includes the NAMIC® Fluid Management portfolio. Since 1969, the NAMIC product line has been the leader in providing clinicians high quality, dependable devices that help in the diagnosis and treatment of cardiovascular and peripheral vascular disease. The NAMIC product line includes an extensive offering of manifolds, contrast management systems, closed fluid systems, guidewires, disposable transducers and interventional accessories. These devices are utilized together and allow clinicians to aspirate or inject contrast, saline, remove waste and monitor invasive blood pressures throughout the procedure.

Venous Products

Our venous products focus on the treatment of varicose veins and consist of our VenaCure EVLT® laser system and Sotradecol®. An estimated one-half of all Americans older than age 50 suffer from varicose veins, making the market for the treatment large and growing.

Our VenaCure EVLT laser system products are used in endovascular laser procedures to treat superficial venous disease (varicose veins). Superficial venous disease is a malfunction of one or more valves in the leg veins whereby blood refluxes or does not return to the heart. Venous laser treatment is an outpatient procedure that generally allows the patient to quickly return to normal activities with minimal post-operative pain.

With our VenaCure EVLT laser system, laser energy is used to stop the reflux by ablating, or collapsing and destroying, the affected vein. The body subsequently re-routes the blood to other healthy veins. Our products are sold as a system that includes diode laser hardware with our family of disposable laser fiber components, training and marketing materials. The disposable components in the system include a laser fiber system featuring our NeverTouch® gold-tip technology, an access sheath, access wires and needles. The procedure kits come in a variety of lengths and configurations to accommodate varied patient anatomies. Our VenaCure EVLT 1470 nanometer wavelength laser allows customers to more efficiently heat the vein wall using lower power settings thereby reducing the risk of collateral damage.

Sotradecol® (sodium tetradecyl sulfate injection) is an FDA approved sclerosing drug that we distribute through a global agreement with the manufacturer. Sotradecol® has been shown to be an effective non-surgical treatment of small, uncomplicated varicose veins of the lower extremities that show simple dilation with competent valves.

Thrombus Management

Our Thrombus Management product offerings include our AngioVac and thrombolytic products.

AngioVac

In fiscal 2013, we released our AngioVac venous drainage system which includes a Venous Drainage Cannula and Cardiopulmonary Bypass Circuit. The AngioVac devices are for use with other manufacturer's off-the-shelf pump, filter, and reinfusion cannula, to facilitate venous drainage as part of an extracorporeal bypass procedure. The cannula is indicated for use as a venous drainage cannula and for removal of fresh, soft thrombi or emboli during extracorporeal bypass. The cardiopulmonary bypass circuit is indicated for use in procedures requiring extracorporeal circulatory support for periods of up to six hours.

The AngioVac venous drainage cannula is a 22F coil-reinforced cannula designed with a balloon actuated, expandable funnel shaped distal tip. The proprietary funnel shaped tip enhances venous drainage flow when the balloon is inflated, prevents clogging of the cannula with commonly encountered undesirable intravascular material, and facilitates en bloc removal of such extraneous material.

Thrombolytic Products

Thrombolytic catheters are used to deliver thrombolytic agents, which are drugs that dissolve blood clots in hemodialysis access grafts, arteries, veins and surgical bypass grafts.

Core Products

Our other core peripheral vascular products include Angiographic products and accessories, drainage, micro access and other products.

Angiographic Products and Accessories

Angiographic products and accessories are used during peripheral vascular interventional procedures. These products permit interventional physicians to reach targeted locations within the vascular system to deliver contrast media for visualization purposes and therapeutic agents and devices, such as percutaneous transluminal angioplasty (PTA) balloons. Angiographic products consist primarily of angiographic catheters, but also include entry needles and guidewires specifically designed for peripheral interventions and fluid management products. We manufacture angiographic catheters and guidewires that are available in more than 500 tip configurations and lengths.

Drainage Products

Drainage products percutaneously drain abscesses and other fluid pockets. An abscess is a tender inflamed mass that typically must be drained by a physician.

Our line of drainage products, The Total Abscession[®] Family of Drainage Catheters, consists of our Total Abscession General, Biliary, and Nephrostomy drainage catheters. These products feature our proprietary soft shaft with Blue Silk[™] finish for a more comfortable patient fit. The kink-resistant shaft recovers rapidly, even if severely bent, knotted, or twisted. This is particularly beneficial when patients roll over and risk a potential kinking of the catheter during sleep. The thermal molded tip allows for less buckling and kinking upon insertion. Also important is that the shaft diameter equals the inner diameter of the catheter hub to maximize flow. Our Total Abscession drainage catheters feature a tamper-resistant locking mechanism called the Vault[®] which securely fixes the pigtail and prevents tampering or accidental removal. This locking mechanism helps to prevent the drain from becoming unlocked during routine use, thus reducing a physician's time by avoiding a possible "redo" case, and increasing patient satisfaction by not having to repeat the procedure. The Total Abscession catheter permits aspiration in the locked or unlocked position thus allowing more accurate placement and greater versatility for draining complex situations.

Micro Access Kits

Our Micro Access sets provide interventional physicians a smaller introducer system for minimally-invasive procedures. Our Micro Access product line provides physicians with the means to build a custom set from the wide selection of configurations available, including four wires in two different lengths, seven needle options and three sheath dilator options.

Vascular Access

Image-guided vascular access, or IGVA, involves the use of advanced imaging equipment to guide the placement of catheters that deliver primarily short-term drug therapies, such as chemotherapeutic agents and antibiotics, into the central venous system. Delivery to the circulatory system allows drugs to mix with a large volume of blood as compared to intravenous drug delivery into a superficial vessel. IGVA procedures include the placement of PICC lines, implantable ports and central venous catheters, or CVCs.

BioFlo®

Our BioFlo products incorporate Endexo Technology into the manufacturing and design of our Vascular Access products. Endexo is a fluorine based additive that creates a non-eluting (permanent), non-heparin based catheter material that is designed to reduce thrombus accumulation and platelet adhesion to all surfaces of the catheter. BioFlo's long-term durability and efficacy is intended to provide clinicians a high degree of safety and confidence in providing better patient care and improved patient outcomes.

PICC Products

A peripherally inserted central catheter, or PICC, is a long thin catheter that is inserted into a peripheral vein, typically in the upper arm, and advanced until the catheter tip terminates in a large vein in the chest near the heart to obtain intravenous access. PICCs can typically be used for prolonged periods of time and provide an alternative to central venous catheters. Our PICC product offerings include:

- *BioFlo® PICC*: Our BioFlo line is the only power injectable PICC available that incorporates Endexo Technology into the manufacturing and design of the catheter. Advanced features such as large lumen diameters allow the BioFlo® PICC to deliver the power injection flow rates required for contrast-enhanced computed tomography (CT) scans compatible with up to 325 psi CT injections.
- *Xcela PICC*: The Xcela® PICC line is designed to provide a high degree of safety, ease and confidence in patient care. Advanced features such as large lumen diameters allow the Xcela® PICC to deliver the power injection flow rates required for contrast-enhanced CTs compatible with up to 325 psi CT injections.
- *PASV® Valve Technology*: The PASV® Valve Technology is available in both BioFlo and Xcela lines and is designed to automatically resist backflow and reduce blood reflux that could lead to catheter-related complications.

Port Products

Ports are implantable devices utilized for the central venous administration of a variety of medical therapies and for blood sampling and diagnostic purposes. Central venous access facilitates a more systemic delivery of treatment agents, while mitigating certain harsh side effects of certain treatment protocols and eliminating the need for repeated access to peripheral veins. Depending upon needle gauge size and the port size, a port can be utilized for up to approximately 2,000 accesses once implanted in the body. Our ports are used primarily in systemic or regional short and long-term cancer treatment protocols that require frequent infusions of highly concentrated or toxic medications (such as chemotherapy agents, antibiotics or analgesics) and frequent blood samplings.

Our port products and accessories include:

- *BioFlo® Port*: Our BioFlo line is the only port available that incorporates Endexo Technology into the manufacturing and design of the catheter. Advanced features include multiple profile and catheter options, a large septum area for ease of access and the ability to administer contrast through a CT (Computed Tomography) injection for purposes of imaging.
- *SmartPort®*: The Smart Port power-injectable port with Vortex technology offers the ability for a clinician to access a vein for both the delivery of medications or fluids and for administering power-injected contrast to perform a Computed Tomography (CT) scan. The ability to access a port for power-injected contrast studies

eliminates the need for additional needle sticks in the patient's arm and wrist veins. Once implanted, repeated access to the bloodstream can be accomplished with greater ease and less discomfort. Our Smart Port is available in mini and low-profiles to accommodate more patient anatomies.

- *Vortex*[®]: Our Vortex port technology line of ports is a clear-flow port technology that, we believe, revolutionized port design. With its rounded chamber, the Vortex port is designed to have no sludge-harboring corners or dead spaces. This product line consists of titanium, plastic and dual-lumen offerings.
- *PASV*[®] *Valve Technology*: The PASV[®] Valve Technology is designed to automatically resist backflow and reduce blood reflux that could lead to catheter-related complications.
- *LifeGuard*[®]: The LifeGuard Safety Infusion Set and The LifeGuard Vision are used to infuse our ports and complement our port and vascular access catheters. The needles' low profile design is intended to allow clinicians to easily dress the site.

Dialysis Products

We market a complete line of dialysis products that provide short and long-term vascular access for dialysis patients. Dialysis, or cleaning of the blood, is necessary in conditions such as acute renal failure, chronic renal failure and end-stage renal disease (ESRD).

We currently offer a wide variety of dialysis catheters, including:

- *BioFlo*[®]: Our BioFlo line is the only dialysis catheter available that incorporates Endexo Technology into the manufacturing and design of the catheter. Advanced features include large inner diameter lumens designed for long term patency, a proprietary guidewire lumen to facilitate catheter exchanges and Curved Tip Technology that allows the catheter to self-center in the SVC (Superior Vena Cava).
- *DuraMax*[®]. The DuraMax catheter is a stepped-tip catheter designed to improve ease of use, dialysis efficiency and overall patient outcomes.

Oncology / Surgery Products

Our Oncology/Surgery product offerings include our Microwave Ablation products, our Radiofrequency Ablation (RFA) and our NanoKnife product lines.

Microwave Ablation Products

The Acculis Microwave Tissue Ablation (MTA) System complements the full range of ablative technologies we offer. When configured for use with the Accu2i pMTA Applicators, it includes the Sulis VpMTA Generator, optional MTA Temperature Probes, Acculis Local Control Station (LCS) and Accu2i pMTA Applicators. Designed for physicians trained in image-guided ablation procedures, intraoperative ultrasound and/or CT guided needle placement, the system is used for thermal coagulation of soft tissue. By utilizing 2.45 GHz of microwave energy, the Acculis MTA System can complete ablations up to 5 cm in six minutes with a single applicator. Applicators are available in 14 cm, 19 cm and 29 cm lengths, offering flexibility in selecting the appropriate length for the procedure. Additionally, an antenna transmits energy directly to the targeted tissue, eliminating the need for electrosurgical grounding pads, while the single, simple to place insertion applicator eliminates the need to deploy an active array.

Radiofrequency Ablation Products

Radiofrequency Ablation (RFA) products use radiofrequency energy to provide a minimally invasive approach to ablating solid cancerous or benign tumors. Our system delivers radiofrequency energy to raise the temperature of cells above 45-50°C, causing cellular death.

The physician inserts the disposable needle electrode device into the targeted body tissue, typically under ultrasound, computed tomography or magnetic resonance imaging guidance. Once the device is inserted, pushing on the handle of the device causes a group of curved wires to be deployed from the tip of the electrode. When the power is turned on, these wires deliver radiofrequency energy throughout the tumor. In addition, temperature sensors on the tips of the wires measure tissue temperature throughout the procedure.

During the procedure, our system automatically adjusts the amount of energy delivered in order to maintain the temperature necessary to ablate the targeted tissue. For a typical 5cm ablation using our StarBurst[®] Xli-enhanced disposable

device, the ablation process takes approximately ten minutes. When the ablation is complete, pulling back on the handle of the device causes the curved wire array to be retracted into the device so it can be removed from the body.

The RFA system consists of a radiofrequency generator and a family of disposable devices. We also market the Habib[®] 4X[®] resection device under a distribution agreement with EMcision Limited. In addition to the intra-operative (open surgery) device Habib 4X, AngioDynamics markets a minimally-invasive version of the Habib 4X device, a Laparoscopic 4X unit, which is used in minimally invasive laparoscopic surgery (MILS) procedures in surgical specialties such as: Hepato-Biliary, GI, Surgical Oncology, Transplant Surgery and Urology (Partial Nephrectomy Resections). It is clinically indicated to assist in coagulation of tissue during intraoperative and laparoscopic procedures.

NanoKnife[®] Ablation System Products

The NanoKnife[®] Ablation System is for the surgical ablation of soft tissue. The NanoKnife Ablation System utilizes low energy direct current electrical pulses to permanently open pores in target cell membranes. These permanent pores or nano-scale defects in the cell membranes result in cell death. The treated tissue is then removed by the body's natural processes in a matter of weeks, mimicking natural cell death. Unlike other ablation technologies, NanoKnife Ablation System does not achieve tissue ablation using thermal energy.

The NanoKnife Ablation System consists of two major components: a Low Energy Direct Current, or LEDC Generator and needle-like electrode probes. Up to six (6) electrode probes can be placed into or around the targeted soft tissue. Once the probes are in place, the user enters the appropriate parameters for voltage, number of pulses, interval between pulses, and the pulse length into the generator user interface. The generator then delivers a series of short electric pulses between each electrode probe. The energy delivery is hyperechoic and can be monitored under real-time ultrasound.

Research & Development

Our growth depends in large part on the continuous introduction of new and innovative products, together with ongoing enhancements to our existing products, through internal product development, technology licensing and strategic alliances. We recognize the importance of, and intend to continue to make investments in, research and development.

Our R&D development teams work closely with our sales force to incorporate customer feedback into our development and design process. We believe that we have a reputation among interventional physicians as a strong partner for product development because of our tradition of close physician collaboration, dedicated market focus, responsiveness and execution capabilities for product development and commercialization.

Competition

We encounter significant competition across our product lines and in each market in which our products are sold. These markets are characterized by rapid change resulting from technological advances and scientific discoveries. We face competitors ranging from large manufacturers with multiple business lines to small manufacturers that offer a limited selection of products.

Our primary device competitors include: Boston Scientific Corporation; Cook Medical; C.R. Bard; Medical Components, Inc. (Medcomp); TeleFlex Medical; Smiths Medical, a subsidiary of Smiths Group plc; Vascular Solutions; Medtronic; Merit Medical; Terumo Medical Corporation; Vascular Solutions and Total Vein Systems.

Many of our competitors have substantially greater financial, technological, research and development, regulatory, marketing, sales and personnel resources than we do. Competitors may also have greater experience in developing products, obtaining regulatory approvals, and manufacturing and marketing such products. Additionally, competitors may obtain patent protection or regulatory approval or clearance, or achieve product commercialization before us, any of which could materially adversely affect us.

We believe that our products compete primarily on the basis of their quality, clinical outcomes, ease of use, reliability, physician familiarity and cost-effectiveness. In the current environment of managed care, which is characterized by economically motivated buyers, consolidation among health care providers, increased competition and declining reimbursement rates, we have been increasingly required to compete on the basis of price. We believe that our continued competitive success will depend upon our ability to develop or acquire scientifically advanced technology, apply our technology cost-effectively across product lines and markets, develop or acquire proprietary products, attract and retain skilled development personnel, obtain patent or other protection for our products, obtain required regulatory and reimbursement

approvals, manufacture and successfully market our products either directly or through outside parties and maintain sufficient inventory to meet customer demand.

Sales and Marketing

We sell our broad line of quality devices in the United States through a direct sales force and internationally through a combination of direct sales and distributor relationships. We support our customers and sales organization with a marketing staff that includes product managers, customer service representatives and other marketing specialists.

We focus our sales and marketing efforts on interventional radiologists, interventional cardiologists, vascular surgeons, urologists and interventional and surgical oncologists. There are more than 5,000 interventional radiologists, 5,000 interventional cardiologists, 2,000 vascular surgeons, 9,000 urologists and 2,000 interventional and surgical oncologists in the United States.

Backlog

Historically, we ship the majority of products within 24-48 hours of receipt of the orders, and accordingly our backlog is not significant.

Manufacturing

We manufacture certain proprietary components and products and assemble, inspect, test and package our finished products. By designing and manufacturing many of our products from raw materials, and assembling and testing our subassemblies and products, we believe that we are able to maintain better quality control, ensure compliance with applicable regulatory standards and our internal specifications, and limit outside access to our proprietary technology. We have custom-designed proprietary manufacturing and processing equipment and have developed proprietary enhancements for existing production machinery.

We own or lease four primary manufacturing properties providing capabilities which include manufacturing, service, engineering and research, distribution warehouses and offices. These facilities are registered with the FDA and have been certified to ISO 13485 standards, as well as the CMD/CAS Canadian Medical Device Regulations. ISO 13485 is a quality system standard that satisfies European Union regulatory requirements, thus allowing us to market and sell our products in European Union countries. Our manufacturing facilities are subject to periodic inspections by regulatory authorities to ensure compliance with domestic and non-U.S. regulatory requirements. See "Government Regulation" section of this report for additional information. See Item 2 "Properties" for details on each manufacturing location.

Intellectual Property

Patents, trademarks and other proprietary rights are very important to our business. We also rely upon trade secrets, manufacturing know-how, technological innovations and licensing opportunities to maintain and improve our competitive position. We regularly monitor and review third-party proprietary rights, including patents and patent applications, as available, to aid in the development of our intellectual property strategy, avoid infringement of third-party proprietary rights, and identify licensing opportunities.

Most of our products are sold under the AngioDynamics trade name or trademark. Additionally, many are also sold under product trademarks and/or registered product trademarks owned by AngioDynamics, Inc., or an affiliate or subsidiary. Some products contain trademarks of companies other than AngioDynamics.

As of May 31, 2015, we owned or had exclusive licenses to 242 U.S. utility patents, 113 pending U.S. utility applications, and 86 foreign issued and pending utility patents. We also own 68 U.S. registered trademarks and 51 common law trademarks. We currently have 115 registered international trademarks and 12 pending international trademarks.

See Part I. Item 3 of this report for additional details on litigation regarding proprietary technology.

Litigation

We operate in an industry characterized by extensive patent litigation. Patent litigation can result in significant damage awards and injunctions that could prevent the manufacture and sale of affected products or result in significant royalty payments in order to continue selling the products. While it is not possible to predict the outcome of patent litigation incidents

to our business, we believe the costs associated with this type of litigation could have a material adverse impact on our consolidated results of operations, financial position, or cash flows. The medical device industry is also susceptible to significant product liability claims. These claims may be brought by individuals seeking relief on their own behalf or purporting to represent a class. In addition, product liability claims may be asserted against us in the future based on events we are not aware of at the present time. At any given time, we are involved in a number of product liability actions. For additional information, see both Part I. Item 3 of this report and Note O to the consolidated financial statements in this annual report on Form 10-K.

Government Regulation

The products we manufacture and market are subject to regulation by the FDA under the Federal Food, Drug, and Cosmetic Act, or FDCA, and, in some instances, state authorities and foreign governments.

United States FDA Regulation - Before a new medical device can be introduced into the market, a manufacturer generally must obtain marketing clearance or approval from the FDA through either a 510(k) submission (a premarket notification) or a premarket approval application, or PMA.

The 510(k) procedure is available only in particular circumstances. The 510(k) clearance procedure is available only if a manufacturer can establish that its device is “substantially equivalent” in intended use and in safety and effectiveness to a “predicate device,” which is a legally marketed device with 510(k) clearance in class I or II or grandfather status based upon commercial distribution on or before May 28, 1976. After a device receives 510(k) clearance, any modification that could significantly affect its safety or effectiveness, or that would constitute a major change in its intended use, requires a new 510(k) clearance or could require a PMA approval. The 510(k) clearance procedure generally takes from four to 12 months from the time of submission, but may take longer. In some cases, supporting clinical data may be required. The FDA may determine that a new or modified device is not substantially equivalent to a predicate device or may require that additional information, including clinical data, be submitted before a determination is made, either of which could significantly delay the introduction of new or modified device products. If a product does not satisfy the criteria of substantial equivalence, it is placed in class III and premarket approval is required prior to the introduction of that product into the market.

The PMA application procedure is more comprehensive than the 510(k) procedure and typically takes several years to complete. The PMA application must be supported by scientific evidence providing pre-clinical and clinical data relating to the safety and efficacy of the device and must include other information about the device and its components, design, manufacturing and labeling. The FDA will approve a PMA application only if a reasonable assurance that the device is safe and effective for its intended use can be provided. As part of the PMA application review, the FDA will inspect the manufacturer’s facilities for compliance with its Quality System Regulation, or QSR. As part of the PMA approval the FDA may place restrictions on the device, such as requiring additional patient follow-up for an indefinite period of time. If the FDA’s evaluation of the PMA application or the manufacturing facility is not favorable, the FDA may deny approval of the PMA application or issue a “not approvable” letter. The FDA may also require additional clinical trials, which can delay the PMA approval process by several years. After the PMA is approved, if significant changes are made to a device, its manufacturing or labeling, a PMA supplement containing additional information must be filed for prior FDA approval.

Historically, our products have been introduced into the market using the 510(k) procedure and we have never had to use the PMA procedure.

The FDA clearance and approval processes for a medical device are expensive, uncertain and lengthy. There can be no assurance that we will be able to obtain necessary regulatory clearances or approvals for any product on a timely basis or at all. Delays in receipt of or failure to receive such clearances or approvals, the loss of previously received clearances or approvals, or the failure to comply with existing or future regulatory requirements could have a material adverse effect on our business, financial condition and results of operations.

After a product is placed on the market, the product and its manufacturer are subject to pervasive and continuing regulation by the FDA. The FDA enforces these requirements by inspection and market surveillance. Our suppliers also may be subject to FDA inspection. We must therefore continue to spend time, money and effort to maintain compliance. Among other things, we must comply with the Medical Device Reporting regulation, which requires that manufacturers report to the FDA if their device may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if it were to recur. We must also comply with the FDA’s corrections and removal reporting regulation, which requires that manufacturers report to the FDA field corrections and product recalls or removals if undertaken to reduce a risk to health posed by a device or to remedy a violation of the FDCA that may present a risk to health.

The labeling and promotion activities for devices are subject to scrutiny by the FDA and, in certain instances, by the Federal Trade Commission. The FDA actively enforces regulations prohibiting the marketing of devices for unapproved new uses.

The devices manufactured by us also are subject to the QSR, which imposes elaborate testing, control, documentation and other quality assurance procedures. Every phase of production, including raw materials, components and subassemblies, manufacturing, testing, quality control, labeling, tracing of consignees after distribution and follow-up and reporting of complaint information is governed by the FDA's QSR. Device manufacturers are required to register their facilities and list their products with the FDA and certain state agencies. The FDA periodically inspects manufacturing facilities and, if there are alleged violations, the operator of a facility must correct them or satisfactorily demonstrate the absence of the violations or face regulatory action.

We are subject to inspection and marketing surveillance by the FDA to determine our compliance with all regulatory requirements. Recently, the FDA has placed an increased emphasis on enforcement of the QSR and other postmarket regulatory requirements. Non-compliance with applicable FDA requirements can result in, among other things, fines, injunctions, civil penalties, recall or seizure of products, total or partial suspension of production, failure of the FDA to grant marketing approvals, withdrawal of marketing approvals, a recommendation by the FDA to disallow us to enter into government contracts, and criminal prosecutions. The FDA also has the authority to request repair, replacement or refund of the cost of any device manufactured or distributed by us.

Other - We and our products are also subject to a variety of state and local laws in those jurisdictions where our products are or will be marketed, and federal, state and local laws relating to matters such as safe working conditions, manufacturing practices, environmental protection, fire hazard control and disposal of hazardous or potentially hazardous substances. In addition, we are subject to various federal and state laws governing our relationships with the physicians and others who purchase or make referrals for our products. For instance, federal law prohibits payments of any form that are intended to induce a referral for any item payable under Medicare, Medicaid or any other federal healthcare program. Many states have similar laws. There can be no assurance that we will not be required to incur significant costs to comply with such laws and regulations now or in the future or that such laws or regulations will not have a material adverse effect upon our ability to do business.

International Regulation - Internationally, all of our current products are considered medical devices under applicable regulatory regimes, and we anticipate that this will be true for all of our future products. Sales of medical devices are subject to regulatory requirements in many countries. The regulatory review process may vary greatly from country to country. For example, the European Union has adopted numerous directives and standards relating to medical devices regulating their design, manufacture, clinical trials, labeling and adverse event reporting. Devices that comply with those requirements are entitled to bear a Conformité Européenne, or CE Mark, indicating that the device conforms to the essential requirements of the applicable directives and can be commercially distributed in countries that are members of the European Union.

In some cases, we rely on our international distributors to obtain regulatory approvals, complete product registrations, comply with clinical trial requirements and complete those steps that are customarily taken in the applicable jurisdictions.

International sales of medical devices manufactured in the United States that are not approved or cleared by the FDA for use in the United States, or are banned or deviate from lawful performance standards, are subject to FDA export requirements. Before exporting such products to a foreign country, we must first comply with the FDA's regulatory procedures for exporting unapproved devices.

The process of obtaining approval to distribute medical products is costly and time-consuming in virtually all of the major markets where we sell medical devices. We cannot assure that any new medical devices we develop will be approved in a timely or cost-effective manner or approved at all. There can be no assurance that new laws or regulations regarding the release or sale of medical devices will not delay or prevent sale of our current or future products.

Third-Party Reimbursement and Anti-Fraud and Corrupt Practices Regulation

United States - The delivery of our devices is subject to regulation by the Department of Health and Human Services (HHS) and comparable state and non-U.S. agencies responsible for reimbursement and regulation of health care items and services. U.S. laws and regulations are imposed primarily in connection with the Medicare and Medicaid programs, as well as the government's interest in regulating the quality and cost of health care. Foreign governments also impose regulations in connection with their health care reimbursement programs and the delivery of health care items and services.

U.S. federal health care laws apply when we or customers submit claims for items or services that are reimbursed under Medicare, Medicaid, or other federally-funded health care programs. The principal U.S. federal laws include: (1) the Anti-kickback Statute which prohibits offers to pay or receive remuneration of any kind for the purpose of including or rewarding referrals of items or services reimbursable by a federal health care program; (2) the False Claims Act which prohibits the submission of false or otherwise improper claims for payment to a federally-funded health care program, including claims resulting from a violation of the Anti-kickback Statute; (3) the Stark law which prohibits physicians from referring Medicare or Medicaid patients to a provider that bills these programs for the provision of certain designated health services if the physician (or a member of the physician's immediate family) has a financial relationship with that provider; and (4) health care fraud statutes that prohibit false statements and improper claims to any third-party payer. There are often similar state false claims, anti-kickback, and anti-self-referral and insurance laws that apply to state-funded Medicaid and other health care programs and private third-party payers. In addition, the U.S. Foreign Corrupt Practices Act (FCPA) can be used to prosecute companies in the U.S. for arrangements with physicians, or other parties outside the U.S. if the physician or party is a government official of another country and the arrangement violates the law of that country.

International - Our success in international markets will depend largely upon the availability of reimbursement from the third-party payors through which healthcare providers are paid in those markets. Reimbursement and healthcare payment systems vary significantly by country. The main types of healthcare payment systems are government sponsored healthcare and private insurance. Reimbursement approval must be obtained individually in each country in which our products are marketed. Outside the United States, we generally rely on our distributors to obtain reimbursement approval in the countries in which they will sell our products. There can be no assurance that reimbursement approvals will be received.

Insurance

Our product liability insurance coverage is limited to a maximum of \$10,000,000 per product liability claim and an aggregate policy limit of \$10,000,000, subject to a self-insured retention of \$500,000 per occurrence and \$1,250,000 in the aggregate. The policy covers, subject to policy conditions and exclusions, claims of bodily injury and property damage from any product sold or manufactured by us.

There is no assurance that this level of coverage is adequate. We may not be able to sustain or maintain this level of coverage and cannot assure you that adequate insurance coverage will continue to be available on commercially reasonable terms, or at all. A successful product liability claim or other claim with respect to uninsured or underinsured liabilities could have a material adverse effect on our business.

Environmental

We are subject to federal, state and local laws, rules, regulations and policies governing the use, generation, manufacture, storage, air emission, effluent discharge, handling and disposal of certain hazardous and potentially hazardous substances used in connection with our operations. Although we believe that we have complied with these laws and regulations in all material respects and, to date, have not been required to take any action to correct any noncompliance, there can be no assurance that we will not be required to incur significant costs to comply with environmental regulations in the future.

Employees

As of May 31, 2015, we had approximately 1,300 full time employees. None of our employees are represented by a labor union and we have never experienced a work stoppage.

Executive Officers of the Company

The following table sets forth certain information with respect to our executive officers.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Joseph M. DeVivo	48	President and Chief Executive Officer
Mark T. Frost	52	Executive Vice President, Chief Financial Officer
John Soto	51	Executive Vice President, Chief Commercial Officer
Mark Stephens	47	Senior Vice President, Administration
Stephen A. Trowbridge	41	Senior Vice President and General Counsel
Barbara Kucharczyk	42	Senior Vice President Global Operations
Gary Barrett	47	Senior Vice President, Quality & Regulatory Affairs
Ben Davis	51	Senior Vice President, Business Development

Joseph M. DeVivo became our President and Chief Executive Officer in September 2011. Prior to joining AngioDynamics, Mr. DeVivo served as Global President of Smith & Nephew Orthopedics. Previously, Mr. DeVivo was CEO and President of RITA Medical Systems, serving in that capacity at the time AngioDynamics acquired RITA. Prior to RITA Medical Systems, Mr. DeVivo served as President, Chief Operating Officer and Director of Computer Motion Incorporation (CMI). Mr. DeVivo also previously served as Vice President and General Manager of a \$350 million division of TYCO International's Healthcare Business, U.S. Surgical/Davis and Geck Sutures, where he was responsible for sales, marketing, research and development, and finance in its vascular business. During his nine-year tenure at U.S. Surgical, he held various management positions related to sales and marketing. Mr. DeVivo earned his Bachelor of Science degree in Business Administration from the E. Clairborne Robins School of Business at the University of Richmond.

Mark T. Frost became our Executive Vice President and Chief Financial Officer in November 2012. Prior to AngioDynamics, Mr. Frost most recently served as Chief Financial Officer and Senior Vice President of Administration of Albany Molecular Research Inc. (AMRI). He also served five years as vice president of finance at Smith & Nephew Endoscopy, a global medical device division of Smith & Nephew, before joining AMRI. Mr. Frost also spent 14 years with General Electric where he last served as Chief Financial Officer of Groupe Sovac Auto Financial Services based in Paris, France. He earned a Bachelor of Arts in International Relations/Economics, graduating Cum Laude with Honors in Economics, from Colgate University in Hamilton, N.Y.

John Soto joined AngioDynamics as Senior Vice President, Global Franchise, Peripheral Vascular in September 2012 and was appointed Chief Commercial Officer in December 2013. Most recently he was Senior Vice President of Smith & Nephew's Global Hip Franchise. Mr. Soto is the former Senior Vice President of Global Sales for AngioDynamics — a role that he took on after the Company's acquisition of RITA Medical Systems in 2007, where he had served as Executive Vice President of Global Sales and Vice President of International Operations. Prior to joining RITA, he gained leadership experience at Computer Motion, Tyco Healthcare and U.S. Surgical. Mr. Soto graduated from the British Royal Navy with a degree in electronic engineering and has a diploma in medical marketing from the University of California at Los Angeles, CA.

Mark Stephens joined AngioDynamics in January 2013 as Senior Vice President, Administration. Prior to joining AngioDynamics, Mr. Stephens most recently led the global human resources organization for Smith and Nephew Orthopedics. Before joining Smith and Nephew, Mr. Stephens held the position of Vice-President, Human Resources, at Ingersoll Rand Corporation and served as Director of talent management with the Robert Bosch Corporation. He holds a MBA in Human Resources from Murray State University and a BS, Business Administration with a concentration in Economics and finance from the University of Tennessee.

Stephen A. Trowbridge joined AngioDynamics as corporate counsel in June 2008, becoming our Vice President and General Counsel in June 2010 and Senior Vice President and General Counsel in August 2013. Prior to joining AngioDynamics, Mr. Trowbridge was corporate counsel for Philips Healthcare from November 2006 through June 2008, and corporate counsel for Intermagnetics General Corporation from April 2006 until its acquisition by Philips Healthcare in November 2006. Mr. Trowbridge began his career at Cadwalader, Wickersham & Taft LLP in New York City in September 2000. Mr. Trowbridge holds a BS in Science and Technology Studies from Rensselaer Polytechnic Institute, a Juris Doctor from the University of Pennsylvania Law School and an MBA from Duke University's Fuqua School of Business.

Barbara Kucharczyk joined AngioDynamics in June 2012 and was promoted to Senior Vice President Global Operations in June 2015. Prior to joining AngioDynamics, Mrs. Kucharczyk most recently was the Focus Factory Manager for Vascular Therapy at Covidien. Before joining Covidien, Mrs. Kucharczyk was the Plant Manager for the Forest Products Group at

Hexion Specialty Chemicals, Inc. She holds a MBA from Rensselaer Polytechnic Institute, a BS in Chemical Engineering from the State University of New York Center at Buffalo and a BS in Chemistry from the State University of New York College at Fredonia.

Gary Barrett joined AngioDynamics in May 2014 and was promoted to Senior Vice President, Quality and Regulatory Affairs in June 2015. Prior to joining AngioDynamics, Mr. Barrett most recently was the Head of RA Development/Business Development at DEKRA. Before joining DEKRA, Mr. Barrett was the Vice President Regulatory Affairs for Merit Medical Systems Inc. He holds a PhD in Biotechnology from the Cranfield Biotechnology Center, a MBA from the Cranfield School of Management, a Masters in Environmental Diagnostics and Bachelors in Zoology.

Ben Davis joined AngioDynamics as Senior Vice President, Business Development in March 2015. Prior to joining AngioDynamics, Mr. Davis most recently was the Vice President Business Integration at C.R. Bard, Inc. where he was previously the Divisional Head of Business Development from 2004 -2013. Before joining C.R. Bard, Inc. Mr. Davis held the position of Chief Financial Officer, Treasurer at Axya Medical Inc. He holds a MBA in Business Administration - Finance from Bentley College Graduate School and BS in Business Administration from Bryant College.

Available Information

Our corporate headquarters is located at 14 Plaza Drive, Latham, New York 12110. Our phone number is (518) 795-1400. Our website is www.angiodynamics.com.

We make available, free-of-charge through our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file or furnish such materials to the Securities and Exchange Commission, or SEC. In addition, our website includes, among other things, charters of the various committees of our Board of Directors and our code of business conduct and ethics applicable to all employees, officers and directors. Any stockholder also may obtain copies of these documents, free of charge, by sending a request in writing to our investor relations firm: EVC Group, 60 East 42nd Street, Suite 936, New York, NY 10165, Attention: Doug Sherk. Information on our website or connected to our website is not incorporated by reference into this annual report on Form 10-K.

Item 1A. Risk Factors.

In addition to the other information contained in this annual report on Form 10-K, the following risk factors should be considered carefully in evaluating the Company's business. Our financial and operating results are subject to a number of factors, many of which are not within our control. These factors include those set forth below. Our business, financial condition or results of operations could be materially and adversely affected by any of these risks. Additional risks not presently known to us or that we currently deem immaterial may also adversely affect our business, financial condition or results of operations.

If we are unable to manage our growth profitably, our business, financial results and stock price could suffer.

Our future financial results will depend in part on our ability to profitably manage our growth. Management will need to maintain existing customers and attract new customers, recruit, retain and effectively manage employees, as well as expand operations and integrate customer support and financial control systems. If integration-related expenses and capital expenditure requirements are greater than anticipated or if we are unable to manage our growth profitably, our financial results and the market price of our common stock may decline.

In recent years we have begun to implement our operational excellence initiatives which include a number of restructuring, realignment and cost reduction initiatives. While we have realized some efficiencies from these actions, we may not realize the benefits of these initiatives to the extent we anticipated. Further, such benefits may be realized later than expected, and the ongoing difficulties in implementing these measures may be greater than anticipated, which could cause us to incur additional costs or result in business disruptions. In addition, if these measures are not successful or sustainable, we may undertake additional realignment and cost reduction efforts, which could result in significant additional charges. Moreover, if our restructuring and realignment efforts prove ineffective, our ability to achieve our other strategic goals and business plans may be adversely affected

We are dependent on single and limited source suppliers which subjects our business and results of operations to risks of supplier business interruptions.

We currently purchase significant amounts of several key products and product components from single and limited source suppliers and anticipate that we will do so for future products as well. Any delays in delivery of or shortages in those or other products and components could interrupt and delay manufacturing of our products and result in the cancellation of orders for our products. Any or all of these suppliers could discontinue the manufacture or supply of these products and components at any time. Due to FDA and other business considerations, we may not be able to identify and integrate alternative sources of supply in a timely fashion or at all. Any transition to alternate suppliers may result in production delays and increased costs and may limit our ability to deliver products to our customers. Furthermore, if we are unable to identify alternative sources of supply, we would have to modify our products to use substitute components, which may cause delays in shipments, increased design and manufacturing costs and increased prices for our products.

In addition, we purchase certain products as a distributor for the manufacturer of those products, including Sotradecol and our Celerity tip location system. Operational, quality or regulatory issues of the manufacturers of the products we distribute could constrain or interrupt the availability of those products or services. Any constraint, interruption in supply of finished products that we distribute could have a material adverse effect on our ability to sell products, our financial condition and our results of operations.

Changes in reimbursement levels by governmental or other third-party payors for procedures using our products may cause our revenues to decline.

Our products are purchased principally by hospitals or physicians which typically bill various third-party payors, such as governmental programs (e.g. Medicare, Medicaid and comparable foreign programs), private insurance plans and managed care plans, for the healthcare services provided to their patients. The ability of our customers to obtain appropriate reimbursement for products and services from third-party payors is critical to the success of medical device companies because it affects which products customers purchase and the prices they are willing to pay. Reimbursement varies by country and can significantly impact the acceptance of new technology. Implementation of healthcare reforms in the United States and in other countries may limit, reduce or eliminate reimbursement for our products and adversely affect both our pricing flexibility and the demand for our products. Even when we develop a promising new product, we may find limited demand for the product unless reimbursement approval is obtained from private and governmental third party payors.

Third-party payors have adopted, and are continuing to adopt, a number of healthcare policies intended to curb rising healthcare costs. These policies include:

- controls on government-funded reimbursement for healthcare services and price controls on medical products and services providers;
- challenges to the pricing of medical procedures or limits or prohibitions on reimbursement for specific devices and therapies through other means; and
- the introduction of managed care systems in which healthcare providers contract to provide comprehensive healthcare for a fixed cost per person.

We are unable to predict whether federal, state or local healthcare reform legislation or regulation affecting our business may be proposed or enacted in the future, or what effect any such legislation or regulation would have on our business. Changes in healthcare systems in the United States or elsewhere in a manner that significantly reduces reimbursement for procedures using our medical devices or denies coverage for these procedures, or adverse decisions relating to our products by administrators of these systems in coverage or reimbursement issues, would have an adverse impact on the acceptance of our products and the prices which our customers are willing to pay for them.

Failure to secure adequate reimbursement for our products could materially impair our ability to grow revenue and drive profitability.

Our products are used in medical procedures generally covered by government or private health plans.

In general, a third-party payor only covers a medical product or procedure when the plan administrator is satisfied that the product or procedure improves health outcomes, including quality of life or functional ability, in a safe and cost-effective manner. Even if a device has received clearance or approval for marketing by the FDA, there is no assurance that third-party payors will cover the cost of the device and related procedures.

In many instances, third-party payors use price schedules that do not vary to reflect the cost of the products and equipment used in performing those procedures. In other instances, payment or reimbursement is separately available for the products and equipment used, in addition to payment or reimbursement for the procedure itself. Even if coverage is available, third-party payors may place restrictions on the circumstances where they provide coverage or may offer reimbursement that is not sufficient to cover the cost of our products.

Third-party payors who cover the cost of medical products or equipment, in addition to allowing a general charge for the procedure, often maintain lists of exclusive suppliers or approved lists of products deemed to be cost-effective. Authorization from those third-party payors is required prior to using products that are not on these lists as a condition of reimbursement. If our products are not on the approved lists, healthcare providers must determine if the additional cost and effort required in obtaining prior authorization, and the uncertainty of actually obtaining coverage, is justified by any perceived clinical benefits from using our products.

Finally, the advent of contracted fixed rates per procedure has made it difficult to receive reimbursement for disposable products, even if the use of these products improves clinical outcomes. In addition, many third-party payors are moving to managed care systems in which providers contract to provide comprehensive healthcare for a fixed cost per person. Managed care providers often attempt to control the cost of healthcare by authorizing fewer elective surgical procedures. Under current prospective payment systems, such as the diagnosis related group system and the hospital out-patient prospective payment system, both of which are used by Medicare and in many managed care systems used by private third-party payors, the cost of our products will be incorporated into the overall cost of a procedure and not be separately reimbursed. As a result, we cannot be certain that hospital administrators and physicians will purchase our products, despite the clinical benefits and opportunity for cost savings that we believe can be derived from their use. If hospitals and physicians cannot obtain adequate reimbursement for our products or the procedures in which they are used, our business, financial condition, results of operations, and cash flows could suffer a material adverse impact.

Our success in international markets will depend largely upon the availability of reimbursement from the third-party payors through which healthcare providers are paid in those markets. Reimbursement and healthcare payment systems vary significantly by country. The main types of healthcare payment systems are government sponsored healthcare and private insurance. Reimbursement approval must be obtained individually in each country in which our products are marketed. Outside the United States, we generally rely on our distributors to obtain reimbursement approval in the countries in which they will sell our products. There can be no assurance that reimbursement approvals will be received. The failure to secure reimbursement approvals in international markets could materially impact our financial position and results of operations.

Cost-containment efforts of group purchasing organizations could adversely affect our selling prices, financial position and results of operations.

Many of our existing and potential customers have become members of group purchasing organizations, or GPOs, and integrated delivery network, or IDNs, in an effort to reduce costs. GPOs and IDNs negotiate pricing arrangements with healthcare product manufacturers and distributors and offer the negotiated prices to affiliated hospitals and other members. GPOs and IDNs typically award contracts on a category-by-category basis through a competitive bidding process. Bids are generally solicited from multiple manufacturers with the intention of driving down pricing. Due to the highly competitive nature of the GPO and IDN contracting processes, we may not be able to obtain market prices for our products or obtain or maintain contract positions with major GPOs and IDNs, which could adversely impact our profitability. Also, sales through a GPO or IDN can be significant to our business and if we are unable to retain contracts with our customers, or acquire additional contracts, our financial results may be negatively impacted.

If we are unable to convince customers that our products can improve the cost structure of their business, our revenue growth and profitability may be materially adversely impacted.

Worldwide initiatives to contain healthcare costs have led government and the private sector enact cost containment efforts as means of managing the growth of health care utilization. Common techniques include policies on price regulation, competitive pricing, bidding and tender mechanics, coverage and payment, comparative effectiveness of therapies, technology assessments, and managed-care arrangements. These changes are causing the marketplace to put increased emphasis on the delivery of more cost-effective medical devices and therapies. Government programs, including Medicare and Medicaid, private health care insurance, and managed-care plans have attempted to control costs by limiting the amount of reimbursement they will pay for particular procedures or treatments, tying reimbursement to outcomes, shifting to population health management, and other mechanisms designed to constrain utilization and contain costs. Simultaneously, hospitals are redefining their role in health care delivery as many assume much more risk and control of the total cost of patient care. To successfully make this transformation health systems are consolidating, purchasing or partnering with physicians, post-acute care providers, while also narrowing

networks thus allowing greater control over outcomes. Today, many systems are becoming ‘mini’ payer/provider organizations. These newly redesigned health systems are creating mechanisms such as value analysis and centralized purchasing functions that set pricing and in some cases limiting the number of vendors that can participate in the purchasing program. Hospitals are also aligning interests with physicians through employment and other arrangements, such as gainsharing, where a hospital agrees with physicians to share any realized cost savings resulting from the physicians’ collective change in practice patterns such as standardization of devices where medically appropriate. This has created an increasing level of price sensitivity among customers for our products. Some third-party payers must also approve coverage and set reimbursement levels for new or innovative devices or therapies before they will reimburse health care providers who use the medical devices or therapies. Even though a new medical device may have been cleared for commercial distribution, we may find limited demand for the device until coverage and sufficient reimbursement levels have been obtained from governmental and private third-party payers. In addition, some private third-party payers require that certain procedures or that the use of certain products be authorized in advance as a condition of reimbursement. International examples of cost containment initiatives and health care reforms advancing clinical outcomes as the key to market access are emerging in France, Germany, the Netherlands and the UK. This new criteria can severely restrict coverage, reduce reimbursement and delay access to key markets with requirements for incremental clinical benefit and coverage with evidence development.

If we fail to develop or market new products and enhance existing products, we could lose market share to our competitors and our results of operations could suffer.

The market for interventional devices is characterized by rapid technological change, new product introductions, technological improvements, changes in physician requirements and evolving industry standards. To be successful, we must continue to develop and commercialize new products and to enhance versions of our existing products. Our products are technologically complex and require significant research, planning, design, development and testing before they may be marketed. This process generally takes at least 12 to 18 months from initial concept and may take up to several years. In addition, product life cycles are relatively short because medical device manufacturers continually develop smaller, more effective and less expensive versions of existing devices in response to physician demand.

Our success in developing and commercializing new and enhanced versions of our products is affected by our ability to:

- recruit engineers;
- timely and accurately identify new market trends;
- accurately assess customer needs;
- minimize the time and costs required to obtain regulatory clearance or approval;
- adopt competitive pricing;
- timely manufacture and deliver products;
- accurately predict and control costs associated with the development, manufacturing and support of our products; and
- anticipate and compete effectively with our competitors’ efforts.

Market acceptance of our products depends in part on our ability to demonstrate that our products are cost-effective and easier to use, as well as offer technological advantages. Additionally, we may experience design, manufacturing, marketing or other difficulties that could delay or prevent our development, introduction or marketing of new products or new versions of our existing products. As a result of such difficulties and delays, our development expenses may increase and, as a consequence, our results of operations could suffer.

Development and sales of our products are dependent on a number of factors beyond our control, and our inability to successfully complete our research and development, design, marketing strategy and regulatory clearance with respect to the respective products may adversely affect our business, financial condition and results of operations.

A significant aspect of our growth strategy is the continued market development of products including NanoKnife, AngioVac and BioFlo products.

There can be no guarantee that we will be able to develop and manufacture additional next generation or updated products on commercially favorable terms, or at all. NanoKnife and AngioVac are developing technologies and the inability of either of them to achieve clinical acceptance, as well as our inability to generate meaningful clinical data to convince providers of the clinical and economic benefits of our BioFlo platform, could severely limit our ability to drive revenue growth.

We currently have FDA 510(k) clearance to market NanoKnife products for soft tissue ablation. If we are not able to secure FDA approval to conduct investigational device exemption (IDE) trials or marketing approval for additional or more

specific indications, through 510(k) clearance, pre-market approval or otherwise, our ability to market our NanoKnife products will be restricted which may have an adverse effect on our business, financial condition and results of operations.

We face intense competition in the medical device industry. We may be unable to compete effectively with respect to technological innovation and price which may have an adverse effect on our revenues, financial condition or results of operations.

The markets for our products are highly competitive, and we expect competition to continue to intensify. We may not be able to compete effectively, and we may lose market share to our competitors. Our primary device competitors include: Boston Scientific Corporation; Cook Medical; C.R. Bard; Medical Components, Inc. (Medcomp); TeleFlex Medical; Smiths Medical, a subsidiary of Smiths Group plc; Vascular Solutions; Medtronic; Merit Medical; Terumo Medical Corporation; Vascular Solutions and Total Vein Systems. Many of our competitors have substantially greater:

- financial and other resources to devote to product acquisitions, research and development, marketing and manufacturing;
- variety of products;
- technical capabilities;
- history of developing and introducing new products;
- patent portfolios that may present an obstacle to our conduct of business;
- name recognition; and
- distribution networks and in-house sales forces.

Our competitors may succeed in developing technologies and products earlier, in obtaining patent protection or regulatory clearance earlier, or in commercializing new products or technologies more rapidly than us. Our competitors may also develop products and technologies that are superior to those we are developing or that otherwise could render our products obsolete or noncompetitive. In addition, we may face competition from providers of other medical therapies, such as pharmaceutical companies, that may offer non-surgical therapies for conditions that are currently, or in the future, may be treated using our products. Our products are generally sold at higher prices than those of our competitors. However, in the current environment of managed care, which is characterized by economically motivated buyers, consolidation among healthcare providers, increased competition and declining reimbursement rates, we are increasingly being required to compete on the basis of price. If we are not able to compete effectively, our market share and revenues may decline.

If we fail to adequately protect our intellectual property rights, we may not be able to generate revenues from new or existing products and our business may suffer.

Our success depends in part on obtaining, maintaining and enforcing our patents, trademarks and other proprietary rights, and our ability to avoid infringing the proprietary rights of others. We take precautionary steps to protect our technological advantages and intellectual property. We rely upon patent, trade secret, copyright, know-how and trademark laws, as well as license agreements and contractual provisions, to establish our intellectual property rights and protect our products. However, no assurances can be made that any pending or future patent applications will result in the issuance of patents, that any current or future patents issued to, or licensed by, us will not be challenged or circumvented by our competitors, or that our patents will not be found invalid.

Patent positions of medical device companies, including our company, are uncertain and involve complex and evolving legal and factual questions. The coverage sought in a patent application can be denied or significantly reduced either before or after the patent is issued. Consequently, there can be no assurance that any of our pending patent applications will result in an issued patent. There is also no assurance that any existing or future patent will provide significant protection or commercial advantage, or whether any existing or future patent will be circumvented by a more basic patent, thus requiring us to obtain a license to produce and sell the product. Generally, patent applications can be maintained in secrecy for at least 18 months after their earliest priority date. In addition, publication of discoveries in the scientific or patent literature often lags behind actual discoveries. Therefore, we cannot be certain that we were the first to invent the subject matter covered by each of our pending U.S. patent applications or that we were the first to file non-U.S. patent applications for such subject matter.

Additionally, we rely on trade secret protection for certain unpatented aspects of our proprietary technology. There can be no assurance that others will not independently develop or otherwise acquire substantially equivalent proprietary information or techniques, that others will not gain access to our proprietary technology or disclose such technology, or that we can meaningfully protect our trade secrets. We have a policy of requiring key employees and consultants to execute confidentiality agreements upon the commencement of an employment or consulting relationship with us. Our confidentiality agreements also require our employees to assign to us all rights to any inventions made or conceived during their employment with us. We also

generally require our consultants to assign to us any inventions made during the course of their engagement by us. There can be no assurance, however, that these agreements will provide meaningful protection or adequate remedies for us in the event of unauthorized use, transfer or disclosure of confidential information or inventions.

If we are not able to adequately protect our intellectual property, our market share, financial condition and results of operations may suffer.

If third parties claim that our products infringe their intellectual property rights, we may be forced to expend significant financial resources and management time defending against such actions and our financial condition and our results of operations could suffer.

Third parties may claim that our products infringe their patents and other intellectual property rights. Identifying third-party patent rights can be particularly difficult because, in general, patent applications can be maintained in secrecy for at least 18 months after their earliest priority date. Some companies in the medical device industry have used intellectual property infringement litigation to gain a competitive advantage. If a competitor were to challenge our patents, licenses or other intellectual property rights, or assert that our products infringe its patent or other intellectual property rights, we could incur substantial litigation costs, be forced to make expensive changes to our product design, pay royalties or other fees to license rights in order to continue manufacturing and selling our products, or pay substantial damages. Third-party infringement claims, regardless of their outcome, would not only consume our financial resources but also divert our management's time and effort. Such claims could also cause our customers or potential customers to purchase competitors' products or defer or limit their purchase or use of our affected products until resolution of the claim.

If we cannot obtain and maintain marketing clearance or approval from governmental agencies, we will not be able to sell our products.

Our products are medical devices that are subject to extensive regulation in the United States and in the foreign countries in which they are sold. Unless an exemption applies, each medical device that we wish to market in the United States must receive either 510(k) clearance or premarket approval (PMA) from the U.S. Food and Drug Administration, or the FDA, before the product can be sold. Either process can be lengthy and expensive. The FDA's 510(k) clearance procedure, also known as "premarket notification," is the process we have used for our current products. This process usually takes from four to 12 months from the date the premarket notification is submitted to the FDA, but may take significantly longer. Although we have obtained 510(k) clearances for our current products, our clearances may be revoked by the FDA if safety or effectiveness problems develop with the devices. The PMA process is much more costly, lengthy and uncertain. It generally takes from one to three years from the date the application is submitted to, and filed with, the FDA, and may take even longer. Regulatory regimes in other countries similarly require approval or clearance prior to our marketing or selling products in those countries. We rely on our distributors to obtain regulatory clearances or approvals of our products outside of the United States. If we are unable to obtain additional clearances or approvals needed to market existing or new products in the United States or elsewhere or obtain these clearances or approvals in a timely fashion or at all, or if our existing clearances are revoked, our revenues and profitability may decline.

If we or some of our suppliers fail to comply with the FDA's Quality System Regulation, or QSR, and other applicable postmarket requirements, our manufacturing operations could be disrupted, our product sales and profitability could suffer, and we may be subject to a wide variety of FDA enforcement actions.

After a device is placed on the market, numerous regulatory requirements apply. We are subject to inspection and marketing surveillance by the FDA to determine our compliance with all regulatory requirements. Our failure to comply with applicable regulatory requirements could result in the FDA or a court instituting a wide variety of enforcement actions against us, including a public "Warning Letter"; an order to shut down some or all manufacturing operations; a recall of products; fines or civil penalties; seizure or detention of our products; refusing our requests for 510(k) clearance or a premarket approval, or PMA, of new or modified products; withdrawing 510(k) clearance or PMA approvals already granted to us; and criminal prosecution.

Our manufacturing processes and those of some of our suppliers must comply with the FDA's Quality System Regulation, or QSR, which governs the methods used in, and the facilities and controls used for, the design, testing, manufacture, control, quality assurance, installation, servicing, labeling, packaging, storage and shipping of medical devices. The FDA enforces the QSR through unannounced inspections. If we, or one of our suppliers, fail a QSR inspection, or if a corrective action plan adopted by us or one of our suppliers is not sufficient, the FDA may bring an enforcement action, and our operations could be disrupted and our manufacturing delayed. We are also subject to the FDA's general prohibition against promoting our products for unapproved or "off-label" uses, the FDA's adverse event reporting requirements and the FDA's

reporting requirements for field correction or product removals. The FDA has recently placed increased emphasis on its scrutiny of compliance with the QSR and these other postmarket requirements.

We will continue to work closely with FDA to resolve any outstanding issues. Unless the items raised in the previously disclosed Warning Letters and Form 483s are corrected to the FDA's satisfaction or we come to some other arrangement with the FDA finally resolving such matters, we may be subject to additional regulatory or legal action, including the issuance of warning letters, injunction, seizure or recall of products, imposition of fines or penalties or operating restrictions on our facilities. Such actions could significantly disrupt our ongoing business and operations and have a material adverse impact on our financial position and operating results.

If we, or one of our suppliers, violate the FDA's requirements or fail to take adequate corrective action in response to any significant compliance issue raised by the FDA, the FDA can take various enforcement actions which could cause our product sales and profitability to suffer.

In addition, most other countries require us and our suppliers to comply with manufacturing and quality assurance standards for medical devices that are similar to those in force in the United States before marketing and selling our products in those countries. If we, or our suppliers, should fail to do so, we would lose our ability to market and sell our products in those countries.

Even after receiving regulatory clearance or approval, our products may be subject to product recalls, which may harm our reputation and divert managerial and financial resources.

The FDA and similar governmental authorities in other countries have the authority to order mandatory recall of our products or order their removal from the market if there are material deficiencies or defects in design, manufacture, installation, servicing or labeling of the device, or if the governmental entity finds that our products would cause serious adverse health consequences. A government mandated voluntary recall or field action by us could occur as a result of component failures, manufacturing errors or design defects, including labeling defects. Any recall of our products may harm our reputation with customers and divert managerial and financial resources.

We may be subject to fines, penalties, injunctions or costly investigations if we are determined to be promoting the use of our products for unapproved or "off-label" uses.

If we are incorrect in our belief that our promotional materials and training methods regarding physicians are conducted in compliance with regulations of the FDA and other applicable regulations, and the FDA determines that our promotional materials or training constitutes promotion of an unapproved use, the FDA could request that we modify our training or promotional materials or subject us to regulatory enforcement actions, including the issuance of a warning letter, injunction, seizure, civil fine and criminal penalties. It is also possible that other federal, state or foreign enforcement authorities might take action if they consider promotional or training materials to constitute promotion of an unapproved use, which could result in significant fines or penalties under other statutory authorities, such as laws prohibiting false claims for reimbursement.

We may be exposed to risks associated with acquisitions, including integration risks and risks associated with methods of financing and the impact of accounting treatment. Accordingly, completed acquisitions may not enhance our financial position or results of operations as they are based on projections and assumptions which are uncertain and subject to change.

Part of our growth strategy is to acquire businesses and technologies that are complementary to ours. There is no assurance that acquisition opportunities will be available on acceptable terms, or at all, or that we will be able to obtain necessary financing or regulatory approvals. Any acquisitions that we do undertake would be accompanied by the risks commonly encountered in acquisitions, including the:

- potential disruption of our business while we evaluate opportunities, complete acquisitions and develop and implement new business strategies to take advantage of these opportunities;
- inability of our management to maximize our financial and strategic position by incorporating an acquired technology or business into our existing offerings;
- our inability to achieve the cost savings and operating synergies anticipated in the acquisition, which would prevent us from achieving the positive earnings gains expected as a result of the acquisition;
- diversion of management attention from ongoing business concerns to integration matters;
- difficulty of maintaining uniform standards, controls, procedures and policies;
- challenges in demonstrating to our customers and to customers of Navilyst that the acquisition will not result in adverse changes in customer service standards or business focus; and

- possible cash flow interruption or loss of revenue as a result of change of ownership transitional matters.
- difficulty of assimilating the operations and personnel of acquired businesses;
- potential loss of key employees of acquired businesses, and the impairment of relationships with employees and customers as a result of changes in management; and
- uncertainty as to the long-term success of any acquisitions we may make.

There is no assurance that any completed acquisition will be accretive to our margins or profits in the short term or in the long term. If we proceed with one or more significant acquisitions in which the consideration consists of cash, a substantial portion of our available cash could be used to consummate the acquisitions. If we consummate one or more acquisitions in which the consideration consists of capital stock, our stockholders could suffer significant dilution of their interest in us. In addition, we could incur or assume significant amounts of indebtedness in connection with acquisitions. Further, acquisitions could also result in significant goodwill and/or amortization charges for acquired businesses or technologies.

We have incurred significant indebtedness which imposes operating and financial restrictions on us which, together with our debt service obligations, could significantly limit our ability to execute our business strategy and increase the risk of default under our debt obligations.

We borrowed an aggregate of approximately \$140 million. The terms of our credit facilities require us to comply with certain financial maintenance covenants. In addition, the terms of our new indebtedness also include certain covenants restricting or limiting our ability to take certain actions.

These covenants may adversely affect our ability to finance future operations or limit our ability to pursue certain business opportunities or take certain corporate actions. The covenants may also restrict our flexibility in planning for changes in our business and the industry and make us more vulnerable to economic downturns and adverse developments.

Our ability to meet our cash requirements, including our debt service obligations, will be dependent upon our operating performance, which will be subject to general economic and competitive conditions and to financial, business and other factors affecting our operations, many of which are or may be beyond our control. We cannot provide assurance that our business operations will generate sufficient cash flows from operations to fund these cash requirements and debt service obligations. If our operating results, cash flow or capital resources prove inadequate, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt and other obligations. If we are unable to service our debt, we could be forced to reduce or delay planned expansions and capital expenditures, sell assets, restructure or refinance our debt or seek additional equity capital, and we may be unable to take any of these actions on satisfactory terms or in a timely manner. Further, any of these actions may not be sufficient to allow us to service our debt obligations or may have an adverse impact on our business. Our debt agreements limit our ability to take certain of these actions. Our failure to generate sufficient operating cash flow to pay our debts or to successfully undertake any of these actions could have a material adverse effect on us.

In addition, the degree to which we are leveraged as a result of the indebtedness incurred in connection with the acquisition or otherwise could materially and adversely affect our ability to obtain additional financing for working capital, capital expenditures, acquisitions, debt service requirements or other purposes, could make us more vulnerable to general adverse economic, regulatory and industry conditions, could limit our flexibility in planning for, or reacting to, changes and opportunities in the markets in which we compete, could place us at a competitive disadvantage compared to our competitors that have less debt or could require us to dedicate a substantial portion of our cash flow to service our debt.

The presence of a significant stockholder who may sell our common stock, could cause our stock price to decline or they may affect the ability of a third party to acquire control of us.

The former Navilyst stockholders, including investment funds affiliated with Avista Capital Partners, beneficially own approximately 21% of our outstanding common stock. The sale of a substantial number of our shares by such parties or our other stockholders within a short period of time could cause our stock price to decline, make it more difficult for us to raise funds through future offerings of our common stock or acquire other businesses using our common stock as consideration.

Certain of the former Navilyst stockholders entered into a stockholders agreement at the closing of the acquisition that permits investment funds affiliated with Avista Capital Partners to appoint two directors to our Board of Directors until such time as, with respect to the first director, certain of the former Navilyst stockholders' beneficial ownership in us has been reduced below 20% of the then outstanding voting shares and, with respect to the second director, certain of the former Navilyst stockholders' beneficial ownership in us has been reduced below 10% of the then outstanding voting shares. Although

these directors will not constitute a majority of the Board of Directors, they may exercise influence over the decisions of the board. David Burgstahler and Sriram Venkataraman were appointed to our Board of Directors on May 22, 2012.

Having certain of the former Navilyst stockholders as our significant stockholders of us may have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from seeking to acquire, a majority of our outstanding common stock or control of our Board of Directors through a proxy solicitation. In that regard, these stockholders and their controlled affiliates are obligated pursuant to the stockholders agreement, in certain circumstances, not to transfer their shares of our common stock, in whole or in part, pursuant to any recapitalization, reclassification, consolidation, merger, share exchange or other business combination transaction involving us or pursuant to any tender, exchange or other similar offer for our common stock unless, in each case, the Board of Directors recommends such transaction or offer or fails to recommend that our stockholders reject such transaction or offer.

For the period from the date that is one year from the date of the stockholders agreement until the first date that certain of the former Navilyst stockholders no longer beneficially own at least ten percent (10%) of the voting securities outstanding at such time, the applicable former Navilyst stockholders agree to vote all voting securities then owned by them either, in the sole discretion of each stockholder, (1) in accordance with the recommendation of our Board or (2) in proportion to the votes cast with respect to the voting securities not owned by the applicable former Navilyst stockholders with respect to any business or proposal on which our stockholders are entitled to vote. If at any time following one (1) year from the date of the stockholders agreement, certain of the former Navilyst stockholders beneficially own less than fifteen percent (15%) of the voting securities then outstanding and there is no stockholder designee then serving on our Board pursuant to the stockholders agreement, the applicable former Navilyst stockholders may vote all voting securities then owned by them in their own discretion.

Economic instability could continue to adversely affect the Company.

In recent years financial markets and the economies in the United States and internationally have been experiencing a period of upheaval characterized by the bankruptcy, failure, collapse or sale of various financial institutions, severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates and uncertainty about economic stability. These conditions may continue and could worsen. As a result, the global economic environment may, among other things, create downward pressure on the pricing of our products, increase the sales cycle of certain products and slow the adoption of new technology, any of which could have an adverse effect on our business, financial position and results of operations.

Our industry is experiencing greater scrutiny and regulation by governmental authorities, which has led to certain costs and business distractions as we respond to inquiries and comply with new regulations, and may lead to greater governmental regulation in the future.

Our medical devices and our business activities are subject to rigorous regulation by the FDA and numerous other federal, state and foreign governmental authorities. These authorities and members of Congress have been increasing their scrutiny of our industry. In addition, certain states, including Massachusetts, have recently passed or are considering legislation restricting our interactions with health care providers and requiring disclosure of many payments to them. The federal government has recently introduced similar legislation, which may or may not preempt state laws. Recent Supreme Court case law has clarified that the FDA's authority over medical devices preempts state tort laws, but legislation has been introduced at the federal level to allow state intervention, which could lead to increased and inconsistent regulation at the state level. We anticipate that the government will continue to scrutinize our industry closely, and that additional regulation by governmental authorities may increase compliance costs, exposure to litigation and other adverse effects to our operations.

Our international sales and operations are subject to risks and uncertainties that vary by country and which could have a material adverse effect on our business and/or results of operations.

Sales outside the United States accounted for approximately 20% of our net sales during our fiscal year ended May 31, 2015. We anticipate that sales from international operations will continue to represent a significant portion of our total sales, and we intend to continue our expansion into emerging and/or faster-growing markets outside the United States. Our sales and profitability from our international operations are subject to risks and uncertainties that can vary by country, and include those related to political and economic conditions, foreign currency exchange rate fluctuations, changes in tax laws, regulatory and reimbursement programs and policies, and the protection of intellectual property rights. These risks and uncertainties could have a material adverse effect on our business and/or results of operations.

Consolidation in the healthcare industry could have an adverse effect on our revenues and results of operations.

Many healthcare industry companies, including medical device companies, are consolidating to create new companies with greater market power. As the healthcare industry consolidates, competition to provide goods and services to industry participants will become more intense. These industry participants may try to use their market power to negotiate price concessions or reductions for medical devices that incorporate components produced by us. If we are forced to reduce our prices because of consolidation in the healthcare industry, our revenues would decrease and our consolidated earnings, financial condition, or cash flow would suffer.

If we do not maintain our reputation with interventional physicians, our growth will be limited and our business could be harmed.

Physicians typically influence the medical device purchasing decisions of the hospitals and other healthcare institutions in which they practice. Consequently, our reputation with interventional physicians is critical to our continued growth. We believe that we have built a positive reputation based on the quality of our products, our physician-driven product development efforts, our marketing and training efforts and our presence at medical society meetings. Any actual or perceived diminution in the quality of our products, or our failure or inability to maintain these other efforts, could damage our reputation with interventional physicians and cause our growth to be limited and our business to be harmed.

Our business could be harmed if we lose the services of our key personnel.

Our business depends upon our ability to attract and retain highly qualified personnel, including managerial, sales and technical personnel. We compete for key personnel with other companies, healthcare institutions, academic institutions, government entities and other organizations. We do not have written employment agreements with our executive officers, other than the CEO. Our ability to maintain and expand our business may be impaired if we are unable to retain our current key personnel or hire or retain other qualified personnel in the future. In addition, our sales force is highly talented and there is high competition in the sales industry which could have an adverse effect on our business if there is significant turnover.

Undetected defects may increase our costs and impair the market acceptance of our products.

Our products have occasionally contained, and may in the future contain, undetected defects. When these problems occur, we must divert the attention of our engineering personnel to address them. There is no assurance that we will not incur warranty or repair costs, be subject to liability claims for damages related to product defects, or experience manufacturing, shipping or other delays or interruptions as a result of these defects in the future. Our insurance policies may not provide sufficient protection should a claim be asserted. In addition, the occurrence of defects may result in significant customer relations problems and injury to our reputation, and may impair market acceptance of our products.

If a product liability claim is brought against us or our product liability insurance coverage is inadequate, our business could be harmed.

The design, manufacture and marketing of the types of medical devices we sell entail an inherent risk of product liability. Our products are used by physicians to treat seriously ill patients. We are periodically subject to product liability claims, and patients or customers may in the future bring claims against us in a number of circumstances and for a number of reasons, including if our products were misused, if a component of our product fails, if their manufacture or design was flawed, if they produced unsatisfactory results or if the instructions for use and operating manuals and disclosure of product related risks for our products were found to be inadequate. In addition, individuals or groups seeking to represent a class may file suit against us. The outcome of litigation, particularly class action lawsuits, is difficult to assess or quantify. Plaintiffs in these types of lawsuits often seek recovery of very large or indeterminate amounts, including not only actual damages, but also punitive damages. The magnitude of the potential losses relating to these lawsuits may remain unknown for substantial periods of time.

We carry a product liability policy with a limit of \$10,000,000 per product liability claim and an aggregate policy limit of \$10,000,000, subject to a self-insured retention of \$500,000 per occurrence and \$1,250,000 in the aggregate. We believe, based on claims made against us in the past, our existing product liability insurance coverage is reasonably adequate to protect us from any liabilities we might incur. However, there is no assurance that this coverage will be sufficient to satisfy any claim made against us. In addition, we may not be able to continue to maintain adequate coverage at a reasonable cost and on reasonable terms, if at all. Any product liability claim brought against us, with or without merit, could increase our product liability insurance rates or prevent us from securing any coverage in the future. Additionally, if one or more product liability claims is brought against us for uninsured liabilities or is in excess of our insurance coverage, our financial condition and

results of operations could be negatively impacted. Further, such claims may require us to recall some of our products, which could result in significant costs to us and could divert management's attention from our business.

Modifications to our current products may require new marketing clearances or approvals or require us to cease marketing or recall the modified products until such clearances or approvals are obtained.

Any modification to an FDA-cleared medical device that could significantly affect its safety or effectiveness, or that would constitute a major change or modification in its intended use, requires a new FDA 510(k) clearance or, possibly, a premarket approval. The FDA requires every manufacturer to make its own determination as to whether a modification requires a new 510(k) clearance or premarket approval, but the FDA may review and disagree with any decision reached by the manufacturer. We have modified aspects of some of our devices since receiving regulatory clearance. We believed that some of these modifications did not require new 510(k) clearance or premarket approval and, therefore, we did not seek new 510(k) clearances or premarket approvals. In the future, we may make additional modifications to our products after they have received FDA clearance or approval and, in appropriate circumstances, determine that new clearance or approval is unnecessary. Regulations in other countries in which we market or sell, or propose to market or sell, our products may also require that we make judgments about changes to our products and whether or not those changes are such that regulatory approval or clearance should be obtained. In the United States and elsewhere, regulatory authorities may disagree with our past or future decisions not to seek new clearance or approval and may require us to obtain clearance or approval for modifications to our products. If that were to occur for a previously cleared or approved product, we may be required to cease marketing or recall the modified device until we obtain the necessary clearance or approval. Under these circumstances, we may also be subject to significant regulatory fines or other penalties. If any of the foregoing were to occur, our financial condition and results of operations could be negatively impacted.

We are subject to healthcare fraud and abuse regulations that could result in significant liability, require us to change our business practices and restrict our operations in the future.

We are subject to various federal, state and local laws targeting fraud and abuse in the healthcare industry, including anti-kickback and false claims laws. Violations of these laws are punishable by criminal or civil sanctions, including substantial fines, imprisonment and exclusion from participation in healthcare programs such as Medicare and Medicaid and health programs outside the United States. These laws and regulations are wide ranging and subject to changing interpretation and application, which could restrict our sales or marketing practices. Furthermore, since many of our customers rely on reimbursement from Medicare, Medicaid and other governmental programs to cover a substantial portion of their expenditures, our exclusion from such programs as a result of a violation of these laws could have a material adverse effect on our business, results of operations, financial condition and cash flow.

If our employees or agents violate the U.S. Foreign Corrupt Practices Act or anti-bribery laws in other jurisdictions, we may incur fines or penalties, or experience other adverse consequences.

We are subject to the U.S. Foreign Corrupt Practices Act, or FCPA, and similar anti-bribery laws in international jurisdictions, including the UK Anti-Bribery Act, which generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. Because of the predominance of government-sponsored healthcare systems around the world, many of our customer relationships outside of the United States are with governmental entities and are therefore subject to such anti-bribery laws. Our sales to customers and distributors outside of the United States have been increasing and we expect them to continue to increase in the future. If our employees or agents violate the provisions of the FCPA or other anti-bribery laws, we may incur fines or penalties, we may be unable to market our products in other countries or we may experience other adverse consequences which could have a material adverse effect on our operating results or financial condition.

Any disaster at our manufacturing facilities could disrupt our ability to manufacture our products for a substantial amount of time, which could cause our revenues to decrease.

We conduct our manufacturing and assembly at facilities in Queensbury, New York, Glens Falls, New York, Manchester, Georgia, and Denmead, England. It would be difficult, expensive and time-consuming to transfer resources from one facility to the other, replace, or repair these facilities and our manufacturing equipment if they were significantly affected by a disaster. Additionally, we might be forced to rely on third-party manufacturers or to delay production of our products. Insurance for damage to our properties and the disruption of our business from disasters may not be sufficient to cover all of our potential losses and may not continue to be available to us on acceptable terms, or at all. In addition, if one of our principal suppliers were to experience a similar disaster, uninsured loss or under-insured loss, we might not be able to obtain adequate alternative sources of supplies or products or could face significant delays and incur substantial expense in doing so. Any significant

uninsured loss, prolonged or repeated disruption, or inability to operate experienced by us or any of our principal suppliers could cause significant harm to our business, financial condition and results of operations.

Our future operating results are difficult to predict and may vary significantly from quarter to quarter, which may adversely affect the price of our common stock.

The ongoing introduction of new products and services that affect our overall product mix make the prediction of future operating results difficult. You should not rely on our past results as any indication of future results or operating results. The price of our common stock will likely fall in the event that our operating results do not meet the expectations of analysts and investors. Comparisons of our quarterly operating results are an unreliable indication of our future performance because they are likely to vary significantly based on many factors, including:

- the level of sales of our products and services in our markets;
- our ability to introduce new products or services and enhancements in a timely manner;
- the demand for and acceptance of our products and services;
- the success of our competition and the introduction of alternative products or services;
- our ability to command favorable pricing for our products and services;
- the growth of the market for our devices and services;
- the expansion and rate of success of our direct sales force in the United States and internationally and our independent distributors internationally;
- actions relating to ongoing FDA compliance;
- the effect of intellectual property disputes;
- the size and timing of orders from independent distributors or customers;
- the attraction and retention of key personnel, particularly in sales and marketing, regulatory, manufacturing and research and development;
- unanticipated delays or an inability to control costs;
- general economic conditions as well as those specific to our customers and markets; and
- seasonal fluctuations in revenue due to the elective nature of some procedures.

Our stock price may be volatile, which may cause the value of our stock to decline or subject us to a securities class action litigation.

The trading price of our common stock price may be volatile and could be subject to wide fluctuations in price in response to various factors, many of which are beyond our control, including:

- general economic, industry and market conditions;
- actions by institutional or other large stockholders;
- the depth and liquidity of the market for our common stock;
- volume and timing of orders for our products;
- developments generally affecting medical device companies;
- the announcement of new products or product enhancements by us or our competitors;
- changes in earnings estimates or recommendations by securities analysts;
- investor perceptions of us and our business, including changes in market valuations of medical device companies;
- our results of operations and financial performance.

In addition, the stock market in general, and the NASDAQ Stock Market and the market for medical devices in particular, have experienced substantial price and volume volatility that is often seemingly unrelated to the operating performance of particular companies. These broad market fluctuations may cause the trading price of our common stock to decline. In the past, securities class action litigation has often been brought against a company after a period of volatility in the market price of its common stock. We may become involved in this type of litigation in the future. Any securities litigation claims brought against us could result in substantial expense and the diversion of management's attention from our business.

Anti-takeover provisions in our organizational documents and Delaware law may discourage or prevent a change of control, even if an acquisition would be beneficial to our stockholders, which could cause our stock price to decline and prevent attempts by our stockholders to replace or remove our current management.

Our amended and restated certificate of incorporation and our amended and restated bylaws contain provisions that may enable our management to resist a change in control. These provisions may discourage, delay or prevent a change in the ownership of our company or a change in our management. In addition, these provisions could limit the price that investors would be willing to pay in the future for shares of our common stock. Such provisions include:

- our board of directors is authorized, without prior stockholder approval, to create and issue “blank check” preferred stock, with rights senior to those of our common stock;
- our board of directors is classified so that not all members of our board of directors are elected at one time, which may make it more difficult for a person who acquires control of a majority of our outstanding voting stock to replace our directors;
- advance notice requirements for stockholders to nominate individuals to serve on our board of directors or for stockholders to submit proposals that can be acted upon at stockholder meetings;
- stockholder action by written consent is prohibited; and
- stockholders are not permitted to accumulate their votes for the election of directors.

We are also subject to the provisions of Section 203 of the Delaware General Corporation Law, which may prohibit certain business combinations with stockholders owning 15% or more of our outstanding voting stock.

These and other provisions in our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law could make it more difficult for stockholders or potential acquirers to obtain control of our board of directors or initiate actions that are opposed by our then-current board of directors, including delaying or impeding a merger, tender offer or proxy contest involving our company. Any delay or prevention of a change of control transaction or changes in our board of directors could cause the market price of our common stock to decline.

Our goodwill, intangible assets and fixed assets are subject to potential impairment.

A significant portion of our assets consists of goodwill, intangible assets and fixed assets, the carrying value of which may be reduced if we determine that those assets are impaired.

Most of our intangible and fixed assets have determinable useful lives and are amortized or depreciated over their useful lives on either a straight-line basis or over the expected period of benefit or as revenues are earned from the sales of the related products. The underlying assumptions regarding the estimated useful lives of these intangible assets are reviewed annually and more often if an event or circumstance occurs making it likely that the carrying value of the assets may not be recoverable and are adjusted through accelerated amortization if necessary. Whenever events or changes in circumstances indicate that the carrying value of the assets is not recoverable we test intangible assets for impairment based on estimates of future cash flows. If an intangible asset is considered to be impaired, the amount of the impairment will equal the excess of the carrying value over the fair value of the asset. During the third quarter of fiscal 2015, we recorded an impairment charge of \$6.4 million associated with trademarks.

We review our single reporting unit for potential goodwill impairment in the third fiscal quarter of each year as part of our annual goodwill impairment testing, and more often if an event or circumstance occurs making it likely that impairment exists. We conduct impairment testing based on our current business strategy in light of present industry and economic conditions, as well as future expectations. The annual goodwill impairment review performed in December 2014 indicated no goodwill impairments.

If actual results differ from the assumptions and estimates used in the goodwill and intangible asset calculations, we could incur future impairment or amortization charges, which could negatively impact our results of operations.

Failure to attract additional capital which we may require to expand our business could curtail our growth.

We may require additional capital to expand our business. If cash generated internally is insufficient to fund capital requirements, we will require additional debt or equity financing. In addition, we may require financing to fund any significant acquisitions we may seek to make. Needed financing may not be available or, if available, may not be available on terms satisfactory to us and may result in significant stockholder dilution. Covenants in our existing financing agreements may also restrict our ability to obtain additional debt financing. If we fail to obtain sufficient additional capital in the future, we could be forced to curtail our growth strategy by reducing or delaying capital expenditures and acquisitions, selling assets, restructuring our operations or refinancing our indebtedness.

We rely on the proper function, availability and security of information technology systems to operate our business and a cyber-attack or other breach of these systems could have a material adverse effect on our business, financial condition or results of operations.

We rely on information technology systems to process, transmit, and store electronic information in our day-to-day operations. Similar to other large multi-national companies, the size and complexity of our information technology systems

makes them vulnerable to a cyber-attack, malicious intrusion, breakdown, destruction, loss of data privacy, or other significant disruption. Our information systems require an ongoing commitment of significant resources to maintain, protect, and enhance existing systems and develop new systems to keep pace with continuing changes in information processing technology, evolving systems and regulatory standards, the increasing need to protect patient and customer information, and changing customer patterns. In addition, third parties may attempt to hack into our products to obtain data relating to patients with our products or our proprietary information. Any failure by us to maintain or protect our information technology systems and data integrity, including from cyber-attacks, intrusions or other breaches, could result in the unauthorized access to patient data and personally identifiable information, theft of intellectual property or other misappropriation of assets, or otherwise compromise our confidential or proprietary information and disrupt our operations. Any of these events, in turn, may cause us to lose existing customers, have difficulty preventing, detecting, and controlling fraud, have disputes with customers, physicians, and other health care professionals, be subject to legal claims and liability, have regulatory sanctions or penalties imposed, have increases in operating expenses, incur expenses or lose revenues as a result of a data privacy breach or theft of intellectual property, or suffer other adverse consequences, any of which could have a material adverse effect on our business, financial condition or results of operations.

The Company has substantial deferred tax assets that could become impaired and result in a charge to earnings.

Our Federal net operating loss carryforwards as of May 31, 2015 after considering IRC Section 382 limitations are \$147.6 million. The expiration of the Federal net operating loss carryforwards are as follows: \$30.7 million between 2017 and 2026 and \$116.9 million between 2027 and 2033.

Our state net operating loss carryforwards as of May 31, 2015 after considering remaining IRC Section 382 limitations are \$29.4 million which expire in various years from 2015 to 2033.

If future results are less than projected in the U.S. and if tax planning alternatives do not offset those effects, a valuation allowance may be required to reduce the deferred tax asset, which could have a material impact on our results of operations in the period in which it is recorded. While the net deferred tax asset at May 31, 2015 is \$19.3 million, if the Company were required to record a valuation allowance it could be \$15.3 million greater than this amount due to deferred tax liabilities related to intangibles that have an indefinite reversal period.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

During the year ended May 31, 2015, we operated in the following locations:

Location	Purpose	Approx. Sq. Ft.	Property Type
Latham, NY	Corporate headquarters	55,000	Leased
Glens Falls, NY	Manufacturing and distribution	189,000	Owned
Queensbury, NY	Manufacturing and distribution	129,000	Owned
Manchester, GA	Manufacturing and distribution	60,000	Leased
Marlborough, MA	Research & Development	31,000	Leased
Denmead, U.K.	Manufacturing	7,500	Leased
Amsterdam, NL	Selling, Marketing & Administrative	10,100	Leased

In addition, we lease sales offices in various other jurisdictions.

Item 3. Legal Proceedings.

AngioDynamics v. biolitec

On January 2, 2008, we commenced an action in the United States District Court for the Northern District of New York entitled AngioDynamics, Inc. v. biolitec, Inc. In this action, we sought judgment against biolitec for defense and indemnification in two lawsuits which we previously settled. Our claims arise out of a Supply and Distribution Agreement (“SDA”) entered into with biolitec on April 1, 2002. On September 27, 2011, the U.S. District Court granted key portions of

our motion for summary judgment in our legal case against biolitec. The Court also dismissed biolitec's counterclaims against us. The court denied one portion of our summary judgment motion, which sought to recover additional costs from biolitec, leaving this for adjudication at trial. On November 8, 2012, the Court granted partial judgment to us in the amount of \$23.2 million. Biolitec appealed this judgment. On August 23, 2013, the U.S. Court of Appeals for the Second Circuit dismissed biolitec's appeal.

In October 2009, we commenced an action in the United States District Court for the District of Massachusetts entitled *AngioDynamics, Inc. v. biolitec AG and Wolfgang Neuberger*. The Complaint in this action was amended in March 2010. This action seeks to recover against biolitec, Inc.'s parent entities and CEO for tortiously interfering with biolitec, Inc.'s contractual obligation to defend and indemnify us, and also seeks to pierce the corporate veil of biolitec, Inc. and to invalidate certain alleged fraudulent transfers in order to hold biolitec, Inc.'s parent entities jointly and severally liable for the alleged breach of the SDA. On September 13, 2012, the Massachusetts Court granted our request for a preliminary injunction prohibiting the downstream merger of biolitec AG with its Austrian subsidiary. On April 1, 2013, the U.S. Court of Appeals for the First Circuit affirmed the preliminary injunction. On January 14, 2014, the District Court entered judgment in our favor as to liability. On March 18, 2014, the District Court entered judgment in our favor against Biolitec AG, Biomed Technology Holdings, Ltd., and Wolfgang Neuberger, jointly and severally, in the amount of \$74.9 million. The defendants have appealed this judgment.

August 29, 2013, we became co-plaintiffs in an adversary proceeding in the United States Bankruptcy Court for the District of New Jersey entitled *Cyganowski, Trustee, et al. v. Biolitec U.S., Inc., et al.* In this action, we assert claims of conversion, unjust enrichment, tortious interference, and unfair competition against various biolitec entities for alleged violation of Bankruptcy Court settlement and sale orders under which we acquired certain assets of Biolitec, Inc. On September 3, 2013, we, along with our co-plaintiff, obtained a temporary restraining order against the defendants in this action. On January 22, 2015, the Bankruptcy Court entered a permanent injunction on our behalf for an additional two years.

C.R. Bard, Inc. v. AngioDynamics, Inc.

On January 11, 2012, C.R. Bard, Inc. filed a suit in the United States District Court of Utah claiming certain of the Company's implantable port products infringe on three U.S. patents held by Bard (the "Utah Action"). Bard is seeking unspecified damages and other relief. The Court denied Bard's motion for pre-trial consolidation with separate actions it filed on the same day against Medical Components, Inc. and Smiths Medical ASD, Inc., but had asked for supplemental briefing on the issue of whether to conduct a common Markman hearing. Meanwhile, the Company filed petitions for reexamination in the US Patent and Trademark Office ("PTO") which seek to invalidate all three patents asserted in the litigation. The Company's petitions have been granted and 40 of 41 patent claims have been and remain rejected. The Patent Office has issued a Final Rejection of all the claims subject to reexamination and Bard has filed appeals. The parties have completed briefing on the appeals and oral argument was held on June 18, 2015. The parties are awaiting decision by the Board of Appeals and Interferences. The case has been stayed pending final resolution of the PTO process. The Company believes these claims are without merit and intends to defend them vigorously. The Company has not recorded an expense related to the outcome of this litigation because it is not yet possible to determine if a potential loss is probable nor reasonably estimable.

On March 10, 2015, C.R. Bard, Inc. and Bard Peripheral Vascular, Inc. filed suit in the United States District Court for the District of Delaware claiming certain of the Company's implantable port products infringe three Bard patents (the "Delaware Action"). Bard is seeking unspecified damages and other relief; and the patents asserted in the Delaware Action are different than those asserted in the Utah Action. On June 1, 2015, the Company filed two motions in response to Bard's Complaint - one seeks transfer to the District of Utah where the Utah Action is currently pending, and the other seeks dismissal of the entire complaint on grounds that none of the claims in the asserted patents is directed to patent eligible subject matter under Section 101 of the Patent Statute and in light of recent authority from the U. S. Supreme Court. Briefing is complete on both motions (except Bard has requested permission to file a Sur-Reply on the dismissal motion) and the parties are awaiting decision by the Delaware Court. The Company believes these claims are without merit and intends to defend them vigorously. The Company has not recorded an expense related to the outcome of this litigation because it is not yet possible to determine if a potential loss is probable nor reasonably estimable.

LC Beads

In June 2014 we received a subpoena from the U.S. Department of Justice (the "DOJ") requesting documents in relation to a purported criminal investigation the DOJ is conducting regarding BTG International, Inc.'s LC Bead® product beginning in 2003. RITA Medical Systems and AngioDynamics, Inc., after its acquisition of RITA, was the exclusive

distributor of LC Beads in the United States from 2006 through December 31, 2011. We are cooperating fully with this investigation and at this time are unable to predict its scope, duration or outcome.

EVLT

In April 2015 we received a subpoena from the DOJ requesting documents in relation to a criminal investigation the DOJ is conducting regarding purported promotion of certain of AngioDynamics' VenaCure EVLT products for un-cleared indications. We are cooperating fully with this investigation and at this time are unable to predict its scope, duration or outcome.

Item 4. *Mine Safety Disclosures.*

Not applicable.

Part II

Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.*

Our common stock is traded on The Global Select Market tier of The NASDAQ Stock Market LLC (formerly the Nasdaq National Market), under the symbol "ANGO."

The following table sets forth, for the fiscal quarters indicated, the high and low sale prices for our common stock as reported by The NASDAQ Stock Market.

	Sale Price	
	High	Low
Year ended May 31, 2015		
Fourth Quarter	\$ 18.89	\$ 15.54
Third Quarter	\$ 19.72	\$ 17.29
Second Quarter	\$ 17.85	\$ 13.29
First Quarter	\$ 16.60	\$ 13.80
Year ended May 31, 2014		
Fourth Quarter	\$ 17.10	\$ 13.06
Third Quarter	\$ 19.00	\$ 14.87
Second Quarter	\$ 16.20	\$ 10.87
First Quarter	\$ 12.63	\$ 10.53

As of July 31, 2015, there were 207 holders of record of our common stock.

Dividends

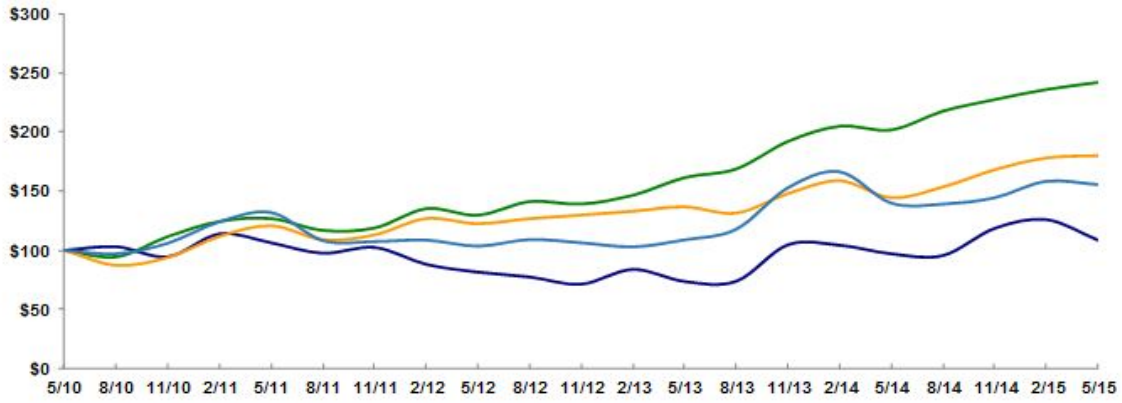
We did not declare any cash dividends on our common stock during our last three fiscal years. We do not anticipate paying any cash dividends on our common stock for the foreseeable future.

Performance Graph

The graph below matches AngioDynamics, Inc.'s cumulative 5-year total shareholder return on common stock with the cumulative total returns of the NASDAQ Composite index, the RDG SmallCap Medical Devices index, and the NASDAQ Medical Equipment index. The graph tracks the performance of a \$100 investment in our common stock and in each index (with the reinvestment of all dividends) from May 31, 2010 to May 31, 2015. The stock price performance included in this graph is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among AngioDynamics, Inc., the NASDAQ Composite Index, the NASDAQ Medical Equipment Index and the RDG SmallCap Medical Devices Index



— AngioDynamics, Inc.
 — NASDAQ Composite
— NASDAQ Medical Equipment
 — RDG SmallCap Medical Devices

*\$100 invested on 5/31/10 in stock or index, including reinvestment of dividends.
Fiscal year ending May 31.

Item 6. Selected Financial Data.

You should read the following selected financial data in conjunction with our consolidated financial statements and the related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this annual report on Form 10-K.

The consolidated statements of operations data for the fiscal years ended May 31, 2015, May 31, 2014, and May 31, 2013, and the consolidated balance sheet data as of May 31, 2015 and May 31, 2014, are derived from the consolidated financial statements that are included elsewhere in this annual report on Form 10-K. The consolidated statements of operations data for the fiscal years ended May 31, 2012 and May 31, 2011, and the consolidated balance sheet data as of May 31, 2013, May 31, 2012 and May 31, 2011, are derived from our audited consolidated financial statements not included in this annual report on Form 10-K. Historical results are not necessarily indicative of the results of operations to be expected for future periods. See Note N of “Notes to Consolidated Financial Statements” for a description of the method that we used to compute our historical basic and diluted net income per share attributable to common stockholders.

	Year ended				
	(Amounts in thousands, except per share information)				
	May 31, 2015	May 31, 2014	May 31, 2013	May 31, 2012	May 31, 2011
Consolidated Statements of Operations Data:					
Net sales	\$ 356,974	\$ 354,425	\$ 341,916	\$ 221,917	\$ 215,620
Gross profit	176,889	179,668	168,514	125,309	125,573
Operating expenses					
Research and development	26,931	27,486	26,319	20,511	21,373
Sales and marketing	80,623	83,200	76,121	64,505	58,123
General and administrative	29,871	26,639	26,186	19,033	17,760
Amortization of intangibles	17,912	16,622	16,617	9,309	9,234
Change in fair value of contingent consideration	(8,196)	(1,808)	1,583	—	—
Acquisition, restructuring and other items, net (a)	26,600	10,760	13,800	15,859	7,182
Medical device excise tax	4,142	3,829	1,600	—	—
Total operating expenses	177,883	166,728	162,226	129,217	113,672
Operating income (loss)	(994)	12,940	6,288	(3,908)	11,901
Total other (expenses) income, net	(7,005)	(7,200)	(7,875)	(1,514)	(1,265)
Net income (loss)	\$ (3,268)	\$ 2,666	\$ (1,211)	\$ (5,183)	\$ 8,077
Earnings (loss) per share					
Basic	\$ (0.09)	\$ 0.08	\$ (0.03)	\$ (0.20)	\$ 0.32
Diluted	\$ (0.09)	\$ 0.08	\$ (0.03)	\$ (0.20)	\$ 0.32

(a) Acquisition, restructuring and other items, net consists of fixed and long-term asset impairments, intangible impairments, cost associated with litigation, recalls, the operational excellence program and other miscellaneous items.

	As of				
	(Amounts in thousands)				
	May 31, 2015	May 31, 2014	May 31, 2013	May 31, 2012	May 31, 2011
Consolidated Balance Sheet Data:					
Cash, cash equivalents and marketable securities	\$ 20,080	17,914	23,955	40,309	131,542
Working capital	94,656	84,969	77,839	103,991	168,775
Total assets	773,623	798,891	790,734	719,988	437,312
Total debt	137,660	142,660	142,500	150,000	6,550
Contingent consideration	47,384	67,331	75,049	—	—
Total long-term liabilities	167,444	195,303	201,317	142,827	6,275
Total stockholders' equity	545,022	536,835	526,102	523,391	405,637

Item 7. Management's Discussion and Analysis of Financial Conditions and Results of Operations.

The following information should be read together with the audited consolidated financial statements and the notes thereto and other information included elsewhere in this annual report on Form 10-K.

Forward-Looking Statements

This annual report on Form 10-K, including the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations", 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, acquisitions, 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," 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 our expectations. Factors that may affect the actual results include, without limitation, our ability to develop our existing and new products, future actions by the FDA or other regulatory agencies, results of pending or future clinical trials, the results of ongoing litigation, overall economic conditions, general market conditions, market acceptance, foreign currency exchange rate fluctuations, the effects on pricing from group purchasing organizations and competition, the loss of any of our key customers or reduction in the purchase of our products by an such customers, and our ability to integrate acquired businesses as well as the risk factors listed in Part I, Item 1A of this annual report on Form 10-K.

Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this annual report on Form 10-K will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. 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. We disclaim 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.

Overview

We design, manufacture and sell a wide range of medical, surgical and diagnostic devices used by professional healthcare providers for vascular access, for the treatment of peripheral vascular disease and for use in oncology and surgical settings. Our devices are generally used in minimally invasive, image-guided procedures. Most of our products are intended to be used once and then discarded, or they may be temporarily implanted for short- or long-term use.

Our sales and profitability growth depends, in part, on the introduction of new and innovative products, together with ongoing enhancements to our existing products. Expansions to our product offerings are created through internal product development, technology licensing and strategic alliances. In recent years we have acquired or developed, and launched several new products, including the AngioVac cannula and circuit, the BioFlo family of products, and the Acculis microwave system,

which are all expected to be growth drivers of our business. We recognize the importance of, and intend to continue to make investments in, research and development activities and business development opportunities.

We sell our products in the United States through a direct sales force and outside the U.S. through a combination of direct sales and distributor relationships. We expect our international business to grow in both sales and profit through geographic expansion, market penetration, and increasing our direct presence.

Our ability to further increase our profitability will depend in part on improving gross profit and operating margins. A portion of improved gross margin we expect to deliver through the acquisition, development and sale of innovative products, such as those mentioned above. Additionally, we have an active a company-wide operational excellence program designed to create manufacturing efficiencies and drive improved business performance. Further, we anticipate being able to manage increases in our operating expenses at a rate slower than our sales growth to provide further operating margin expansion.

Recent Developments

Operational Excellence Program - On December 5, 2013, we announced a company-wide operational excellence program designed to save between \$15 and \$18 million during the course of the next three years and expected to create greater efficiencies and drive business performance improvements. (See Note Q of Notes to Consolidated Financial Statements for more information related to the restructuring.)

Morpheus PICC recall and product line discontinuance - during the quarter ended February 28, 2015 we made a decision to voluntarily recall our Morpheus PICC product line and concurrently discontinue the product. The recall decision was made following an internal evaluation commenced as a result of communications from two international regulatory bodies which noted product complaints. Based on the evaluation performed and the lack of clear root cause, we determined the best course of action was to recall the product. Further, consistent with our strategy to transition toward our transformational BioFlo product offerings, we decided to discontinue the Morpheus line. The result was \$6.1 million in charges during the year, including \$4.8 million of inventory write-offs included in "Cost of sales", as well as \$1.0 million of costs associated with product returns, storage costs and other expenses which are included in "Acquisition, Restructuring and Other Items, net".

Automated Power Injector - over the last several years we have invested in the development of a new technology which was intended to create a transformational shift in our fluid management product line. As a result of recent concerns related to an extended and difficult path to regulatory approval for the differentiating technology, we evaluated the long-term opportunity, as well as the expected risk and costs associated with bringing this technology to market. Based on that evaluation, in the quarter ended February 28, 2015 we made a decision to shift away from this technology toward other strategies and opportunities within the fluid management market. As a result we no longer expect cash flows to be generated by certain fixed assets and recorded a full impairment charge of \$8.2 million. In addition, the sales projected on this product were a significant portion of the long-term sales projections under the NAMIC brand. The NAMIC trademark was acquired in the Navilyst Medical acquisition and was accounted for as an indefinite lived intangible asset with a value of \$28.6 million at that time. Primarily as a result of the reduction in expected NAMIC product sales driven by the discontinuance of this project, we recorded an impairment charge of \$6.4 million.

EmboMedics, Inc. - on March 2, 2015, the Company filed an 8-K stating that it executed a non-binding letter of intent to enter into a strategic relationship with privately-held EmboMedics Inc., which develops injectable and resorbable embolic microspheres. On April 9, 2015 the Company entered into a License, Distribution, Manufacturing and Purchase Option Agreement with EmboMedics Inc, subject to certain approvals by EmboMedics shareholders.

Under the terms of the agreement, which has not been finalized, AngioDynamics receives an exclusive worldwide license to market and sell, upon regulatory clearances, EmboMedics' microsphere technology. AngioDynamics will also control manufacturing of the products. AngioDynamics will make an initial \$2.0 million equity investment in EmboMedics through the purchase of preferred stock. The Company may make an additional \$9.0 million in equity, as well as milestone driven investments, and can execute an exclusive option to acquire EmboMedics, based on the achievement of certain milestones.

Management's Use of Non-GAAP Measures

Net sales "on a constant currency basis" is a non-GAAP measure. The company analyzes net sales on a constant currency basis to better measure the comparability of results between periods. Because changes in foreign currency exchange rates have a non-operating impact on net sales, the company believes that evaluating growth in net sales on a constant currency basis provides an additional and meaningful assessment of net sales to both management and the company's investors. Constant currency growth rates are calculated by translating the prior year's local currency sales by the current period's exchange rate.

Constant currency growth rates are not indicative of changes in corresponding cash flows. The limitation of these non-GAAP measures is that they do not reflect results on a standardized reporting basis. Non-GAAP measures are intended to supplement the applicable GAAP disclosures and should not be viewed as replacements of GAAP results.

Critical Accounting Policies and Use of Estimates

Our significant accounting policies are summarized in Note A to Notes to Consolidated Financial Statements included elsewhere in this annual report on Form 10-K. While all these significant accounting policies affect the reporting of our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require us to use a greater degree of judgment and/or estimates. Actual results may differ from those estimates. The accounting policies identified as critical are as follows:

Revenue Recognition

We recognize revenue in accordance with generally accepted accounting principles as outlined in the SEC's authoritative guidance on revenue recognition which requires that four criteria be met before revenue can be recognized: (i) persuasive evidence that an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) product delivery has occurred or services have been rendered. Decisions relative to criterion (iii) regarding collectability are based upon our judgments, as discussed under "Accounts Receivable" below, and should conditions change in the future and cause us to determine this criterion is not met; our results of operations may be affected. We recognize revenue, net of sales taxes assessed by any governmental authority, as products are shipped, based on F.O.B. shipping point terms when title and risk of loss passes to customers. We negotiate shipping and credit terms on a customer-by-customer basis and products are shipped at an agreed upon price. All product returns must be pre-approved by us and customers may be subject to a 20% restocking charge. To be accepted, a returned product must be unadulterated, undamaged and have at least 12 months remaining prior to its expiration date. Charges for discounts, returns, rebates and other allowances are recognized as a deduction from revenue on an accrual basis in the period in which the revenue is recorded. The accrual for product returns, discounts and other allowances is based on the company's history. Sales rebates are accrued by the company in the period in which the sale is recorded.

Income Taxes

In preparing our financial statements, we calculate income tax expense for each jurisdiction in which we operate. This involves estimating actual current taxes due plus assessing temporary differences arising from differing treatment for tax and accounting purposes that are recorded as deferred tax assets and liabilities. We periodically evaluate deferred tax assets, capital loss carryforwards and tax credit carryforwards to determine their recoverability based primarily on our ability to generate future taxable income and capital gains. Where their recovery is not likely, we estimate a valuation allowance and record a corresponding additional tax expense in our statement of operations.

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business we are subject to examination by taxing authorities throughout the world. Fiscal years 2011 through 2015 remain open to examination by the various tax authorities. New York State is currently auditing AngioDynamic's franchise tax filings for 2011 through 2014, and we do not anticipate any material adjustments will result. We analyzed filing positions in all of the Federal and state jurisdictions where we are required to file income taxes, as well as all open tax years in these jurisdictions and believe that our income tax filing positions and deductions will be sustained on audit and we do not anticipate any adjustments will result in a material adverse effect on our financial condition, results of operations or cash flows.

We do not anticipate that the amount of unrecognized tax benefits will significantly change in the next twelve months.

Acquisitions

In a business combination, the acquisition method of accounting requires that the identifiable assets acquired and liabilities assumed be measured at their fair value, with goodwill being the excess value of consideration paid over the fair value of the net identifiable assets acquired. IPR&D is capitalized and recorded as an indefinite-lived intangible asset at the acquisition date, contingent consideration is recorded at fair value at the acquisition date, and transaction costs are expensed as incurred. When the company acquires net assets that are not accounted for as a business combination, no goodwill is recognized.

The fair value of the liability for contingent consideration recorded on the acquisition date is based on probability weighted estimated cash flow streams, discounted back to present value using a discount rate determined in accordance with

accepted valuation methods. The liability for contingent consideration is remeasured to fair value at each reporting period with changes recorded in earnings until the contingency is resolved.

Goodwill and Intangible Assets

Intangible assets other than goodwill, indefinite lived intangible assets and IPR&D are amortized over their estimated useful lives, which range between three and twenty years, on either a straight-line basis over the expected period of benefit or as revenues are earned from the sales of the related products. We periodically review the estimated useful lives of our intangible assets and review such assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Our determination of impairment is based on estimates of future cash flows. If an intangible asset is considered to be impaired, the amount of the impairment will equal the excess of the carrying value over the fair value of the asset.

Acquired IPR&D is not amortized until completion and development of the project, at which time the IPR&D becomes an amortizable asset with an appropriate useful life and an amortization method is determined. If the related project is not completed in a timely manner or the project is terminated or abandoned, we may have an impairment related to the IPR&D, calculated as the excess of the asset's carrying value over its fair value.

Our policy defines IPR&D as the value assigned to those projects for which the related products have not received regulatory approval and have no alternative future use. Determining the portion of the purchase price allocated to IPR&D requires us to make significant estimates. The amount of the purchase price allocated to IPR&D is determined by estimating the future cash flows of each project or technology and discounting the net cash flows back to their present values. The discount rate used is determined at the time of measurement in accordance with accepted valuation methods. These methodologies include consideration of the risk of the project not achieving commercial feasibility.

Goodwill and other intangible assets that have indefinite useful lives are not amortized, but rather, are tested for impairment annually or more frequently if impairment indicators arise. Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. Goodwill and intangible assets have been recorded at either incurred or allocated cost. Allocated costs were based on respective fair market values at the date of acquisition.

For goodwill, the impairment test requires a comparison of the estimated fair value of the reporting unit to which the goodwill is assigned to the sum of the carrying value of the assets and liabilities of that unit. If the sum of the carrying value of the assets and liabilities of a reporting unit exceeds the fair value of the reporting unit, the carrying value of the reporting unit's goodwill is reduced to its implied fair value through an adjustment to the goodwill balance, resulting in an impairment charge. Our determination of impairment is based on estimates of future cash flows. We consider our business to be a single operating segment entity – the development, manufacture and sale on a global basis of medical devices for vascular access, surgery, peripheral vascular disease and oncology.

Results of Operations for the years ended May 31, 2015 and 2014

For the fiscal year ended May 31, 2015, we reported net loss of \$3.3 million, or (\$0.09) loss per diluted share, on net sales of \$357.0 million compared to a fiscal 2014 net income of \$2.7 million, or \$0.08 per diluted share, on net sales of \$354.4 million.

Net Sales

Net sales - Net sales are derived from the sale of our products and related freight charges, less discounts and returns.

Net sales for the year ended May 31, 2015 and 2014:

For the years ended May 31,

	2015	2014	% Growth	Currency Impact (Pos) Neg	Constant Currency Growth
Net Sales by Product Category					
Peripheral Vascular	\$ 192,833	\$ 192,626	0%		
Vascular Access	107,874	106,394	1%		
Oncology/Surgery	52,090	49,360	6%		
Total Excluding Supply Agreement	352,797	348,380	1%	1%	2%
Supply Agreement	4,177	6,045	-31%	0%	-31%
Total	<u>\$ 356,974</u>	<u>\$ 354,425</u>	1%	0%	1%
Net Sales by Geography					
United States	\$ 280,851	\$ 280,161	0%	0%	0%
International	71,946	68,219	5%	4%	9%
Supply Agreement	4,177	6,045	-31%	0%	-31%
Total	<u>\$ 356,974</u>	<u>\$ 354,425</u>	1%	0%	1%

For year ended May 31, 2015, net sales increased \$2.5 million to \$357.0 million compared to the year ended May 31, 2014. As shown in the table above, while consolidated net sales increased by 1%, excluding the planned reduction in sales under our supply agreement and a negative impact from fluctuations in currency exchange rates, our sales increased 2% year over year. Growth was driven by our international business, which grew 9% excluding the negative impact of currency. Sales were significantly impacted by unfavorable movement in currency exchange rates, particularly the Euro, British pound and Canadian dollar, with the remainder of the changes as compared to the prior year driven by volume.

From a product line perspective, Peripheral Vascular sales increased \$0.2 million primarily attributable to increased sales of AngioVac and Fluid Management products, offset by declines in our venous business and a negative impact of currency rate movements noted above. Vascular access sales increased \$1.5 million as our BioFlo line of products continued to gain traction in the marketplace, offset by the voluntary recall and discontinuance of our Morpheus product line in the third fiscal quarter. Oncology/Surgery sales increased \$2.7 million primarily due to the performance of NanoKnife products, particularly in the international markets.

From a geographic perspective, U.S. sales increased \$0.7 million due to growth in the Peripheral Vascular and Vascular Access products, offset by a reduction in Oncology/Surgery sales. While total U.S. Oncology/Surgery declined by \$0.9 million, our U.S. NanoKnife sales growth exceeded 10%. International sales increased 9% on a constant-currency basis, with the largest driver being NanoKnife.

Our supply agreement arrangement, which we do not include in either the U.S. or International geographic sales, declined by \$1.9 million as we continue to wind down that relationship.

Gross Profit, Operating expenses, and Other income (expense)

	For the year ended May 31,		
	2015	2014	% Change
Gross profit	\$ 176.9	\$ 179.7	-1.6 %
Gross profit % of sales	49.6%	50.7%	
Research and development	\$ 26.9	\$ 27.5	-2.2 %
% of sales	7.5%	7.8%	
Selling and marketing	\$ 80.6	\$ 83.2	-3.1 %
% of sales	22.6%	23.5%	
General and administrative	\$ 29.9	\$ 26.6	12.4 %
% of sales	8.4%	7.5%	
Medical device excise tax	\$ 4.1	\$ 3.8	7.9 %
% of sales	1.2%	1.1%	

Gross profit - Gross profit consists of net sales less the cost of goods sold, which includes the costs of materials, products purchased from third parties and sold by us, manufacturing personnel, royalties, freight, business insurance, depreciation of property and equipment and other manufacturing overhead. The \$2.8 million decrease compared to 2014 is mostly attributable to a \$4.8 million charge related to Morpheus PICC inventory on hand at the time of the product discontinuance. Further decreases were the result of currency exchange fluctuations which negatively impacted our sales with minimal reduction to our cost of sales. These headwinds were partially offset by product cost reductions generated by our active Operational Excellence program and favorable shifts in product mix.

Research and development expenses - Research and development (“R&D”) expenses include internal and external costs to develop new products, enhance existing products, validate new and enhanced products, manage clinical, regulatory and medical affairs. The decrease in R&D costs for the year ended May 31, 2015 relates to savings generated by restructuring activities in fiscal 2015.

Sales and marketing expenses - Sales and marketing (“S&M”) expenses consist primarily of salaries, commissions, travel and related business expenses, attendance at medical society meetings, product promotions and marketing activities. Decreases in S&M expense for the year ended May 31, 2015 is the result of a reorganization of our international sales organization, combined with the impact of attrition in our U.S. sales force. While the U.S. sales force attrition benefited our operating expenses in fiscal 2015, retaining our sales employees is important to our long-term revenue growth and operating results.

General and administrative expenses - General and administrative (“G&A”) expenses include executive management, finance, information technology, human resources, business development, legal, and the administrative and professional costs associated with those activities. Increases in G&A expenses for the year ended May 31, 2015 are primarily the result of higher depreciation and maintenance expenses particularly as a result of the ERP implementation in the prior year and increased incentive and stock-based compensation costs.

Medical device excise tax - Medical device excess tax is assessed on our U.S. product sales subject to exclusions and adjustments. The slight increase as compared to the prior year is attributable to the mix of taxable products within the U.S. market.

	For the year ended May 31,		
	2015	2014	\$ Change
Amortization of intangibles	\$ 17.9	\$ 16.6	\$ 1.3
Change in fair value of contingent consideration	\$ (8.2)	\$ (1.8)	\$ (6.4)
Acquisition, restructuring and other items, net	\$ 26.6	\$ 10.8	\$ 15.8
Other expense	\$ (7.0)	\$ (7.2)	\$ 0.2

Amortization of intangibles - Amortization of intangibles for the year ended May 31, 2015 increased primarily related to intangible asset amortization associated with our AngioVac technologies.

Change in fair value of contingent consideration - represents changes in contingent consideration driven by changes to estimated future payments on earn-out liabilities created through acquisitions and amortization of present value discounts on long-term contingent consideration. Fiscal 2015 included \$10.5 million in gains recognized as a result of reducing the estimated present value of future payments due on earn-outs, representing a \$5.5 million increase as compared to \$5.0 million gain recorded in fiscal 2014. These gains were partially offset in each period by amortization of the present value discount on the contingent liabilities.

Acquisition, restructuring and other items, net - Expense for fiscal 2015 consists of \$9.1 million of fixed and long-term asset impairments, \$6.4 million of impairment on the NAMIC trademark, other costs associated with litigation, the recall of Morpheus, our operational excellence program, and other miscellaneous items. The impairment charges were primarily driven by a change in strategy within our fluid management product development pipeline, as we moved away from our planned design of an Automated Power Injector.

Other expenses - Other expenses include interest expense, credit card processing fees, foreign currency impacts, bank fees, and amortization of deferred financing costs. Expenses were consistent year over year in amount and composition.

	For year ended May 31,	
	2015	2014
Income tax expense (benefit)	\$ (4.7)	\$ 3.1
Effective tax rate including discrete items	59%	54%

Income tax provision (benefit) - Our effective tax rate was 59% for fiscal 2015 compared with 54% for the prior year. The current year rate reflects the benefit of the \$9.2 million nontaxable adjustment to the contingent liabilities related to Vortex Medical and Clinical Devices, and a seven month benefit from the R&D tax credit that expired on December 31, 2014, offset by non-deductible interest expense related to contingent payments, true-ups of our fiscal year 2014 US income tax returns and the impact of the elimination of the ASC 718 APIC pool. The prior year rate reflects the benefit of the \$5.0 million nontaxable adjustment to the contingent liability related to Vortex Medical, Inc., offset by the impact of a New York State tax law change that resulted in a \$1.2 million net write off of tax assets, non-deductible interest expense related to contingent payments, a seven month benefit from the R&D tax credit that expired on December 31, 2013, true ups of our fiscal year 2013 US income tax returns and the impact of the elimination of the ASC 718 APIC pool.

Results of Operations for the years ended May 31, 2014 and 2013

For the fiscal year ended May 31, 2014, we reported net income of \$2.7 million, or \$0.08 per basic and diluted common share, on net sales of \$354.4 million compared to a fiscal 2013 net loss of \$1.2 million, or (\$0.03) per basic and diluted common share, on net sales of \$341.9 million.

Net Sales

Net sales - Net sales are derived from the sale of our products and related freight charges, less discounts and returns.

Net sales for the year ended May 31, 2014 and 2013:

	For the years ended May 31,			
	2014	% of Net Sales	2013	% of Net Sales
Net Sales by Product Category				
Peripheral Vascular	\$ 192,626	54%	\$ 179,573	53%
Vascular Access	106,394	30%	106,690	31%
Oncology/Surgery	49,360	14%	47,155	14%
Total Excluding Supply Agreement	348,380	98%	333,418	98%
Supply Agreement	6,045	2%	8,498	2%
Total	\$ 354,425	100%	\$ 341,916	100%

Net Sales by Geography				
United States	\$ 280,161	79%	\$ 266,228	78%
International	68,219	19%	67,190	20%
Supply Agreement	6,045	2%	8,498	2%
Total	\$ 354,425	100%	\$ 341,916	4%

Net sales are derived from the sale of our products and related freight charges, less discounts and estimated sales returns and allowances. Net sales for fiscal 2014 of \$354.4 million, increased 4% over fiscal 2013 sales of \$341.9 million. This increase was primarily attributable to increased sales of EVLT procedure kits, sales of the recently introduced AngioVac product and increased microwave product sales. These overall increases were partially offset by decreased sales of fluid management and RFA products as well as a decrease in products sold through our supply agreement.

From a product line perspective, Peripheral Vascular sales increased 7% to \$192.6 million from the prior year. This increase was primarily attributable to sales of EVLT procedure kits and sales of the recently introduced AngioVac product. Vascular Access sales were consistent at \$106.4 million in fiscal 2014 as compared to \$106.7 million in the prior year. Oncology/Surgery sales were \$49.4 million, an increase of 5% from the prior year and is primarily due to increased sales of our microwave and NanoKnife products, partially offset by a decline in the radiofrequency ablation products.

From a geographic perspective, U.S. sales increased 5% to \$280.2 million in fiscal 2014 compared to \$266.2 million in fiscal 2013, again attributable to EVLT and AngioVac performance. International sales increased 2% to \$68.2 million in fiscal 2014 primarily due to increased sales of PICCs, microwave and NanoKnife products, partially offset by radiofrequency ablation declines.

Gross Profit, Operating expenses, and Other income (expense)

	For the year ended May 31,		
	2014	2013	% Change
Gross profit	\$ 179.7	\$ 168.5	6.6%
Gross profit % of sales	50.7%	49.3%	
Research and development	\$ 27.5	\$ 26.3	4.6%
% of sales	7.8%	7.7%	
Selling and marketing	\$ 83.2	\$ 76.1	9.3%
% of sales	23.5%	22.3%	
General and administrative	\$ 26.6	\$ 26.2	1.5%
% of sales	7.5%	7.7%	
Medical device excise tax	\$ 3.8	\$ 1.6	137.5%
% of sales	1.1%	0.5%	

Gross profit- Gross profit consists of net sales less the cost of goods sold, which includes the costs of materials, products purchased from third parties and sold by us, manufacturing personnel, royalties, freight, business insurance, depreciation of property and equipment and other manufacturing overhead. Our gross profit as a percentage of sales was 50.7% in fiscal 2014 compared with 49.3% in fiscal 2013. The increase in gross profit percentage in fiscal 2014 was primarily attributable to \$3.8 million in step-up basis amortization related to Navilyst inventory acquired in the prior year, as well as growth in higher margin products such as AngioVac.

Research and development expenses- Research and development (“R&D”) expenses include costs to develop new products, enhance existing products, validate new and enhanced products, manage clinical, regulatory and medical affairs. R&D expenses increased by \$1.2 million, or 4.4%, to \$27.5 million in fiscal 2014 compared to the prior year. The increase is primarily due to increased R&D spending on clinical trials and other new product development. As a percentage of net sales, R&D expenses were 7.8% for fiscal 2014, compared to 7.7% for fiscal 2013.

Sales and marketing expenses- Sales and marketing (“S&M”) expenses consist primarily of salaries, commissions, travel and related business expenses, attendance at medical society meetings, product promotions and samples. S&M expenses increased \$7.1 million or 9.3% to \$83.2 million in fiscal 2014 compared to \$76.1 million in fiscal 2013. This increase is primarily due to investments made during fiscal 2013 in the US and International sales forces to drive improved sales performance. In addition, the geographic mix of sales created higher commission expense as compared to the prior year period. As a percentage of net sales, S&M expenses were 23.5% for fiscal 2014 compared to 22.3% for fiscal 2013.

General and administrative expenses- General and administrative (“G&A”) expenses includes the cost of executive management, finance, accounting, legal, human resources and information technology and the administrative and professional costs associated with those activities. G&A expenses increased by approximately \$0.5 million when compared to fiscal 2013. G&A expenses decreased to 7.5% of net sales in fiscal 2014 when compared to 7.7% of net sales in fiscal 2013.

Medical device excise tax- Fiscal 2014 and 2013 included \$3.8 million and \$1.6 million of expense attributed to the Medical Device Excise Tax enacted into law effective January 1, 2013.

	For the year ended May 31,		
	2014	2013	\$ Change
Amortization of intangibles	\$ 16.6	\$ 16.6	\$ —
Change in fair value of contingent consideration	\$ (1.8)	\$ 1.6	\$ (3.4)
Acquisition, restructuring and other items, net	\$ 10.8	\$ 13.8	\$ (3.0)
Other expense	\$ (7.2)	\$ (7.9)	\$ 0.7

Change in fair value of contingent consideration- The fiscal 2014 results include a net benefit of \$1.8 million as a result of a \$5 million gain upon revaluation of the Vortex contingent consideration based on a revised sales forecast. This gain was partially offset by changes in fair value of the contingent consideration associated with Microsulis and Clinical Devices. Fiscal 2013 included expenses of \$1.6 million related to the change in fair value of the contingent consideration associated with the Vortex and Microsulis acquisitions.

Acquisition, restructuring and other items, net- Acquisition, restructuring and other items, net totaled \$10.8 million for fiscal 2014 and primarily consisted of \$6.1 million in acquisition costs, \$2.2 million in litigation costs and \$1.4 million in costs related to our NY plant consolidation program. Fiscal 2013 acquisition, restructuring and other items totaled \$13.8 million and primarily includes \$7.6 million in transaction and related costs of the Navilyst and Microsulis acquisitions, \$2.5 million in costs associated with the closure of the Cambridge, UK facility, \$1.6 million in impairment costs associated with a discontinuance of a product offering and \$1.4 million in litigation costs.

Other expenses- Other expenses for fiscal 2014 totaled \$7.2 million, or 2% of net sales compared to fiscal 2013 results of \$7.9 million, or 2.3% of net sales. The decrease is due to a reduction in interest expense as a result of our recent debt refinancing but was offset by increases in other expenses.

	For year ended May 31,	
	2014	2013
Income tax expense (benefit)	\$ 3.1	\$ (0.4)
Effective tax rate including discrete items	54%	24%

Income tax provision (benefit)- Our effective tax rate was 54% for fiscal 2014 compared with 24% for the prior year. The current year rate reflects the benefit of the \$5.0 million nontaxable adjustment to the contingent liability related to Vortex Medical, Inc., offset by the impact of a New York State tax law change that resulted in a \$1.2 million net write off of tax assets, non-deductible interest expense related to contingent payments, decreased non-US income, a seven month benefit from the R&D tax credit that expired on December 31, 2013, true ups of our fiscal year 2013 US income tax returns and the impact of the elimination of the ASC 718 APIC pool. Our ASC 718 APIC pool, which has been historically reduced when share-based compensation cost previously recognized by us was greater than the deduction allowed for income tax purposes based on the price of our common stock on the date of exercise or vesting, is fully depleted. This depletion resulted in a discrete tax expense in fiscal 2014. The prior year rate reflects the impact of non-deductible costs related to the acquisition of Vortex, non-deductible interest expense related to contingent payments, the utilization of fully reserved capital losses, increased non-US income, the retroactive renewal of the previously expired R&D tax credit, the elimination of the Domestic Production Activities Deduction caused by reduced taxable income and the larger impact of non-deductible expenses also caused by the reduced taxable income in fiscal 2013.

During the fiscal third quarter of 2013, The American Taxpayer Relief Act of 2012 was enacted and retroactively extended the research credit from January 1, 2012 to December 31, 2013. This legislation led to a prior period tax benefit in fiscal 2013 of \$73,000 for the research credit generated from January 1, 2012 to May 31, 2012. This credit has not been renewed since the December 31, 2013 expiration.

Liquidity and Capital Resources

Our cash and cash equivalents totaled \$18.4 million as of May 31, 2015, compared with \$16.1 million as of May 31, 2014. Marketable securities totaled \$1.7 million and \$1.8 million for the years ended May 31, 2015 and May 31, 2014, respectively, and consist of auction rate securities. As of May 31, 2015, total debt was \$137.7 million comprised of a term loan and revolving credit facility. The fair value of contingent consideration payments as of May 31, 2015 was \$47.4 million.

The table below summarizes our cash flows for the years ended May 31, 2015, 2014 and 2013:

	For the year ended May 31,		
	2015	2014	2013
Cash provided by (used in):			
Operating activities	\$ 26,242	\$ 24,681	\$ 26,652
Investing activities	(13,293)	(16,448)	(22,238)
Financing activities	(10,465)	(14,016)	(6,286)
Effect of exchange rate changes on cash and cash equivalents	(198)	86	(65)
Net change in cash and cash equivalents	\$ 2,286	\$ (5,697)	\$ (1,937)

Cash provided by operating activities during the twelve months ended May 31, 2015 and 2014 was primarily the result of net loss excluding non-cash items offset by unfavorable shifts in working capital. In the current year, favorable working capital changes in accounts receivable was partially offset by increases in inventories and other assets and reductions in payables and accrued expenses.

The net cash used in investing activities for the current year period consisted of \$11.9 million in fixed asset additions, a large portion of which is associated with facility investments, and \$1.4 million in intangible asset additions. The prior year use of cash consisted primarily of \$11.2 million of fixed asset additions, particularly the ERP implementation, \$4.2 million as part of the Clinical Devices acquisition and \$1.4 million in intangible asset additions.

The net cash provided by financing activities is the result of \$11.2 million in payments on contingent liabilities and \$5.0 million of net repayments on our credit facility, partially offset by \$5.8 million of stock option and ESPP activity proceeds.

We believe that our current cash and investment balances, together with cash generated from operations and our remaining revolving credit facility capacity of \$53.6 million as of May 31, 2015, will provide sufficient liquidity to meet our anticipated needs for capital for at least the next 12 months. If we seek to make significant acquisitions of other businesses or technologies in the future for cash, we may require external financing.

Our contractual obligations as of May 31, 2015 are set forth in the table below (in thousands). We have no variable interest entities or other off-balance sheet obligations.

	Cash Payments Due By Period as of May 31, 2015				
	Total	Less than One Year	1-3 Years	3-5 Years	After 5 Years
Contractual Obligations:					
Long term debt and interest	\$ 144,646	\$ 11,288	\$ 133,358	\$ —	\$ —
Operating leases(1)	9,896	2,191	5,956	1,749	—
Purchase obligations(1)	9,940	9,940	—	—	—
Acquisition-related future obligations (2)	54,005	10,100	25,164	9,822	8,919
	<u>\$ 218,487</u>	<u>\$ 33,519</u>	<u>\$ 164,478</u>	<u>\$ 11,571</u>	<u>\$ 8,919</u>

- (1) The non-cancelable operating leases and inventory purchase obligations are not reflected on our consolidated balance sheets under accounting principles generally accepted in the United States of America.
- (2) Acquisition-related future obligations include scheduled minimum payments and contingent payments based upon achievement of performance measures or milestones such as sales or profitability targets, the achievement of research and development objectives or the receipt of regulatory approvals. The amount represents the undiscounted value of contingent liabilities recorded on the balance sheet. Timing of payments are as contractually scheduled, or where contingent, the Company's best estimate of payment timing.

Recent Accounting Pronouncements

In February 2013, the FASB expanded the disclosure requirements related to changes in accumulated other comprehensive income (AOCI). The new guidance requires disclosure of the amount of income (or loss) reclassified out of AOCI to each respective line item on the statement of operations where net income is presented. The guidance allows disclosure of the reclassification either in the notes to the financial statements or parenthetically on the face of the financial statements. This requirement is effective for reporting periods beginning after December 15, 2012 (fourth quarter of our fiscal year 2013). The adoption did not have a material impact on our consolidated financial statements.

In July 2013, the FASB issued guidance related to the presentation of certain tax information. This new pronouncement provides explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, or similar tax loss, or a tax credit carryforward exists. This pronouncement is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2013 (our fiscal year 2015). Since the guidance only impacts presentation requirements, its adoption will not have a material impact on our consolidated financial statements.

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 provides a single, comprehensive accounting model for revenues arising from contracts with customers that supersedes most of the existing revenue recognition guidance, including industry-specific guidance. Under this model, revenue is recognized at an amount that an entity expects to be entitled to upon transferring control of goods or services to a customer, as opposed to when risks and rewards transfer to a customer under existing revenue recognition guidance. ASU 2014-09 is effective for the Company beginning in its fiscal year 2018, and may be applied retrospectively to all prior periods presented or through a cumulative adjustment to the opening retained earnings balance in the year of adoption. The Company is currently in the process of evaluation the impact of ASU 2014-09 on its consolidated financial statements.

In April 2015, the FASB issued ASC Update No. 2015-03, Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. Update No. 2015-03 requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Update No. 2015-03 is effective for annual reporting periods beginning after December 15, 2015 and interim periods within those reporting periods. Early adoption is permitted for financial statements that have not been previously issued. The

adoption of Update No. 2015-03 will require us to reclassify our debt issuance costs from deferred charges to direct deductions of our debt liabilities. This update is not expected to impact the results of our operations.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to market risk from changes in currency exchange rates, as well as interest rate fluctuations on our credit facility and investments that could impact our results of operations and financial position.

We transact sales in currencies other than the U.S. Dollar, particularly the Euro, British pound and Canadian dollar. Approximately 8% of our sales in fiscal 2015 were denominated in foreign currencies. We do not have expenses denominated in foreign currencies at the level of our sales and as a result, our profitability is exposed to currency fluctuations. When the U.S. Dollar strengthens, our sales and gross profit will be negatively impacted. In addition, we have assets and liabilities denominated in non-functional currencies which are remeasured at each reporting period, with the offset to changes presented as a component of Other Income (Expenses). Significant non-functional balances include a Euro denominated contingent liability and accounts receivable due from a sub-section of our international customers.

In June 2012, we entered in an interest rate swap agreement, with an initial notional amount of \$100 million, to limit the effect of variability due to interest rates on our debt. The swap agreement, which qualifies for hedge accounting under authoritative guidance, is a contract to exchange floating interest rate payments for fixed interest rate payments of 3.26% of the outstanding balance of loan over the life of the swap agreement without the exchange of the underlying notional amounts. We do not currently engage in any other hedging or market risk management tools.

On September 19, 2013, we entered into a Credit Agreement (the "Credit Agreement") which provides for a \$100 million senior secured term loan facility ("Term Loan") and a \$100 million senior secured revolving credit facility (the "Revolving Facility", and together with the Term Loan, the "Facilities"). Interest on both the Term Loan and Revolver will be based on a base rate or Eurodollar rate plus an applicable margin which increases as our total leverage ratio increases, with the base rate and Eurodollar rate having ranges of 0.50% to 1.25% and 1.50% to 2.25% respectively. In the event of default, the interest rate may be increased by 2.0%. Changes in the interest rate would not be material.

Our excess cash is invested in highly liquid, short-term, investment grade securities with maturities primarily of less than two years. These investments are not held for speculative or trading purposes. Changes in interest rates may affect the investment income we earn on cash, cash equivalents and marketable securities and therefore affect our cash flows and results of operations. We hold investments in auction rate securities ("ARS") in order to generate higher than typical money market investments. ARS typically are high credit quality, generally issued with municipal bond insurance. Credit risks are eased by the historical track record of bond insurers, which back a majority of this market. Sell orders for any security traded through an auction process could exceed bids. Such instances are usually the result of a drastic deterioration of issuer credit quality. Should there be a failed auction, we may be unable to liquidate our position in the securities in the near term. We have \$1.7 million in investments in two auction rate securities issued by New York state and local government authorities that have failed auctions. The authorities are current in their interest payments on the securities.

Item 8. Financial Statements and Supplementary Data.

Financial statements and supplementary data required by Part II, Item 8 are included in Part IV of this report as indexed as Item 15 (a) (1) and (2) of this report, and are incorporated by reference into this Item 8.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of disclosure controls and procedures

As of the end of the period covered by this report, our management, under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and is accumulated and communicated

to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for our company. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that our receipts and expenditures are being made only in accordance with authorizations of our management and members of our board of directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management has assessed the effectiveness of our internal control over financial reporting as of May 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* (2013). Based on this evaluation, management concluded that our internal control over financial reporting was effective as of May 31, 2015.

The effectiveness of our internal control over financial reporting as of May 31, 2015 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Remediation of Prior Material Weakness in Internal Control Over Financial Reporting

Management of the Company previously identified and disclosed the following material weaknesses that existed as of May 31, 2014.

We did not maintain effective controls over the preparation, review and approval of certain account reconciliations. Specifically, the Company did not maintain effective controls over the completeness and analysis of supporting schedules and underlying data supporting account reconciliations prepared for certain prepaid expenses and other assets and fixed assets and accumulated depreciation.

We lacked a sufficient complement of personnel with a level of financial reporting expertise commensurate with our financial reporting requirements, specifically, with respect to resources capable of: monitoring and accurately recording certain routine transactions specifically in prepaid expenses and other assets, fixed assets and accumulated depreciation; evaluating the presentation and disclosure of contingent consideration liabilities and intangible assets; effectively performing testing related to our enterprise resource planning ("ERP") implementation specifically associated with the configuration of certain intercompany transactions and the conversion of data related to depreciation; and properly performing account reconciliations as noted above.

During 2015, management of the Company has been actively engaged in the implementation of remediation efforts to address the material weaknesses noted above. The following actions were taken:

- Hired additional full-time and temporary accounting resources with appropriate levels of experience, including a new Global Controller, Assistant Controller, Senior Accounting Manager and Tax Director to drive improvement of and oversee day-to-day accounting activities.
- Implemented an account reconciliation policy and monitoring program.
- Added financial planning and analysis resources to strengthen our overall internal control environment.

- Reallocated responsibilities across our accounting organization to ensure the appropriate level of knowledge and experience is applied based on risk and complexity.
- Commenced a detailed review of our ERP to identify opportunities to improve the accuracy of routine transaction processing, specifically with respect to accounting transactions related to purchasing and payables.

Based upon the significant actions taken and the testing and evaluation of the effectiveness of our internal control over financial reporting, management of the Company has concluded the material weaknesses in the Company's controls no longer existed as of May 31, 2015.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting for the fiscal quarter ended May 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Part III

Certain information required by Part III is omitted from this annual report on Form 10-K because we will file a definitive proxy statement within 120 days after the end of our fiscal year end pursuant to Regulation 14A (the “Proxy Statement”) for our annual meeting of Stockholders, currently scheduled for October 2015. The information included in the Proxy Statement under the respective headings noted below is incorporated herein by reference.

Item 10. *Directors, Executive Officers and Corporate Governance.*

Information required in this annual report on Form 10-K with respect to Executive Officers is contained in the discussion titled “Executive Officers of the Company” in Part I of this annual report on Form 10-K. The balance of the information required by Item 10 is incorporated herein by reference to our Proxy Statement under the heading “Election of Directors”.

Item 11. *Executive Compensation.*

The information required by Item 11 is incorporated herein by reference to our Proxy Statement under the heading “Executive Compensation”.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*

The information required by this caption is incorporated herein by reference to our Proxy Statement under the heading “Ownership of Securities”.

Item 13. *Certain Relationships and Related Transactions, and Director Independence.*

The information required by this caption is incorporated herein by reference to our Proxy Statement under the heading “Certain Relationships and Related Transactions”.

Item 14. *Principal Accounting Fees and Services.*

The information required by this caption is incorporated herein by reference to our Proxy Statement under the headings “Audit Matters—Principal Accounting Fees and Services and—Policy on Audit Committee Pre-approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm”.

Part IV

Item 15. Exhibits, Financial Statement Schedules.

(a)(1) Financial Statements

The following consolidated financial statements and supplementary data of Registrant and its subsidiaries required by Part II, Item 8, are included in Part IV of this report:

Report of Independent Registered Public Accounting Firm	47
Consolidated statements of operations—Years ended May 31, 2015, May 31, 2014 and May 31, 2013	48
Consolidated statements of comprehensive income (loss) – Years ended May 31, 2015, May 31, 2014 and May 31, 2013	49
Consolidated balance sheets—May 31, 2015 and May 31, 2014	50
Consolidated statements of stockholders' equity—Years ended May 31, 2015, May 31, 2014 and May 31, 2013	51
Consolidated statements of cash flows—Years ended May 31, 2015, May 31, 2014 and May 31, 2013	52
Notes to consolidated financial statements	54

(2) Financial Statement Schedules

The following consolidated financial statement schedule is included in Part IV of this report:

Schedule II—Valuation and qualifying accounts	80
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All other schedules are omitted because they are not applicable, or not required, or because the required information is included in the consolidated financial statements or notes thereto.

(b) Exhibits	82
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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of AngioDynamics, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of comprehensive income (loss), of stockholders' equity, and of cash flows present fairly, in all material respects, the financial position of AngioDynamics, Inc. and its subsidiaries at May 31, 2015 and May 31, 2014, and the results of their operations and their cash flows for each of the three years in the period ended May 31, 2015 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of May 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
August 10, 2015

AngioDynamics, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Years ended		
	May 31, 2015	May 31, 2014	May 31, 2013
Net sales	\$ 356,974	\$ 354,425	\$ 341,916
Cost of sales	180,085	174,757	173,402
Gross profit	176,889	179,668	168,514
Operating expenses			
Research and development	26,931	27,486	26,319
Sales and marketing	80,623	83,200	76,121
General and administrative	29,871	26,639	26,186
Amortization of intangibles	17,912	16,622	16,617
Change in fair value of contingent consideration	(8,196)	(1,808)	1,583
Acquisition, restructuring and other items, net	26,600	10,760	13,800
Medical device excise tax	4,142	3,829	1,600
Total operating expenses	177,883	166,728	162,226
Operating income (loss)	(994)	12,940	6,288
Other (expenses) income			
Interest income	4	—	103
Interest expense	(3,197)	(3,656)	(5,271)
Other expense	(3,812)	(3,544)	(2,707)
Total other expenses, net	(7,005)	(7,200)	(7,875)
Income (loss) before income tax expense (benefit)	(7,999)	5,740	(1,587)
Income tax expense (benefit)	(4,731)	3,074	(376)
Net income (loss)	\$ (3,268)	\$ 2,666	\$ (1,211)
Earnings (loss) per share			
Basic	\$ (0.09)	\$ 0.08	\$ (0.03)
Diluted	\$ (0.09)	\$ 0.08	\$ (0.03)
Weighted average shares outstanding			
Basic	35,683	35,136	34,817
Diluted	35,683	35,440	34,817

The accompanying notes are an integral part of these consolidated financial statements.

AngioDynamics, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)

	Years ended		
	May 31, 2015	May 31, 2014	May 31, 2013
Net income (loss)	\$ (3,268)	\$ 2,666	\$ (1,211)
Other comprehensive income (loss), before tax:			
Unrealized gain (loss) on marketable securities	(120)	(16)	184
Unrealized gain (loss) on interest rate swap	296	(32)	(522)
Foreign currency translation gain (loss)	(411)	295	(47)
Other comprehensive income (loss), before tax	(235)	247	(385)
Income tax benefit (expense) related to items of other comprehensive income (loss)	(64)	18	125
Other comprehensive income (loss), net of tax	(299)	265	(260)
Total comprehensive income (loss), net of tax	<u>\$ (3,567)</u>	<u>\$ 2,931</u>	<u>\$ (1,471)</u>

The accompanying notes are an integral part of these consolidated financial statements.

AngioDynamics, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	May 31, 2015	May 31, 2014
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 18,391	\$ 16,105
Marketable securities, at fair value	1,689	1,809
Accounts receivable, net of allowances of \$3,043 and \$1,736, respectively	58,428	61,968
Inventories	67,388	61,234
Deferred income taxes, current	4,364	4,625
Prepaid income taxes	770	510
Prepaid expenses and other	4,783	5,471
Total current assets	155,813	151,722
Property, Plant and Equipment, net	54,560	66,590
Other Assets		
Intangible Assets, net	181,806	205,256
Goodwill	361,252	360,473
Deferred Income Taxes, long term	14,904	10,403
Total Assets	\$ 773,623	\$ 798,891
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 23,668	\$ 32,895
Accrued liabilities	18,331	17,251
Income taxes payable	439	689
Current portion of long-term debt	8,750	5,000
Current portion of contingent consideration	9,969	10,918
Total current liabilities	61,157	66,753
Long-term Debt, net of current portion	128,910	137,660
Deferred Income Taxes, long term	1,119	1,146
Contingent Consideration, net of current portion	37,415	56,413
Other Long Term Liabilities	—	84
Total Liabilities	228,601	262,056
Commitments and Contingencies (Note O)		
Stockholders' Equity		
Preferred stock, par value \$.01 per share, 5,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, par value \$.01 per share, 75,000,000 and 45,000,000 shares authorized; 36,043,725 and 35,442,004 shares issued and outstanding at May 31, 2015 and 2014, respectively	360	353
Additional paid-in capital	520,101	508,354
Retained earnings	28,233	31,501
Treasury stock, 142,305 shares, at cost	(2,104)	(2,104)
Accumulated other comprehensive loss	(1,568)	(1,269)
Total Stockholders' Equity	545,022	536,835
Total Liabilities and Stockholders' Equity	\$ 773,623	\$ 798,891

The accompanying notes are an integral part of these consolidated financial statements.

AngioDynamics, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years ended May 31, 2015, May 31, 2014 and May 31, 2013
(in thousands, except share data)

	Common Stock		Additional paid in capital	Retained earnings	Accumulated other comprehensive income (loss)	Treasury Stock		Total
	Shares	Amount				Shares	Amount	
Balance at May 31, 2012	34,826,531	\$ 348	\$ 496,375	\$ 30,046	\$ (1,274)	(142,305)	\$ (2,104)	\$ 523,391
Net loss				(1,211)				(1,211)
Exercise of stock options	16,835		5					5
Tax effect of exercise of stock options			(1,644)					(1,644)
Issuance of restricted shares, net	93,429	1						1
Purchase of common stock under Employee Stock Purchase Plan	123,556	2	1,209					1,211
Stock-based compensation			4,609					4,609
Other comprehensive income (loss), net of tax					(260)			(260)
Balance at May 31, 2013	35,060,351	\$ 351	\$ 500,554	\$ 28,835	\$ (1,534)	(142,305)	\$ (2,104)	\$ 526,102
Net income				2,666				2,666
Exercise of stock options	105,676		1,085					1,085
Tax effect of exercise of stock options			(146)					(146)
Issuance of restricted shares, net	129,702	1	(1,358)					(1,357)
Purchase of common stock under Employee Stock Purchase Plan	146,275	1	2,717					2,718
Stock-based compensation			5,502					5,502
Other comprehensive income (loss), net of tax					265			265
Balance at May 31, 2014	35,442,004	\$ 353	\$ 508,354	\$ 31,501	\$ (1,269)	(142,305)	\$ (2,104)	\$ 536,835
Net loss				(3,268)				(3,268)
Exercise of stock options	341,446	3	4,335					4,338
Tax effect of exercise of stock options								—
Issuance of restricted shares, net	141,274	2	—					2
Purchase of common stock under Employee Stock Purchase Plan	119,001	2	1,414					1,416
Stock-based compensation			5,998					5,998
Other comprehensive income (loss), net of tax					(299)			(299)
Balance at May 31, 2015	36,043,725	\$ 360	\$ 520,101	\$ 28,233	\$ (1,568)	(142,305)	\$ (2,104)	\$ 545,022

The accompanying notes are an integral part of these consolidated financial statements.

AngioDynamics, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Years ended		
	May 31, 2015	May 31, 2014	May 31, 2013
Cash flows from operating activities:			
Net income (loss)	\$ (3,268)	\$ 2,666	\$ (1,211)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	30,492	28,157	27,227
Amortization of acquired inventory basis step-up	—	150	3,845
Tax effect of exercise of stock options and issuance of performance shares	—	(146)	(1,644)
Deferred income tax provision	(5,111)	2,951	666
Stock based compensation	5,998	5,502	4,609
Changes in accounts receivable allowances	1,448	465	338
Gain on sales of assets	—	—	(711)
Change in fair value of contingent consideration	(8,196)	(1,808)	1,583
Loss on impairment/disposal of long-term assets	9,381	—	1,416
Loss on impairment of intangible assets	6,400	—	—
Other	34	(17)	157
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable	2,095	(14,786)	1,020
Inventories	(6,154)	(5,608)	(1,909)
Prepaid expenses and other	(1,000)	497	977
Accounts payable and accrued liabilities	(5,877)	6,658	(9,711)
Net cash provided by operating activities	<u>26,242</u>	<u>24,681</u>	<u>26,652</u>
Cash flows from investing activities:			
Additions to property, plant and equipment	(11,940)	(11,172)	(12,120)
Acquisition of businesses, net of cash acquired	—	(4,169)	(24,474)
Acquisition of intangible assets	(1,353)	(1,435)	(800)
Other cash flows from investing activities	—	—	801
Change in escrow receivable	—	—	2,500
Purchases of marketable securities	—	(25)	(5,134)
Proceeds from sale or maturity of marketable securities	—	353	16,989
Net cash used in investing activities	<u>(13,293)</u>	<u>(16,448)</u>	<u>(22,238)</u>
Cash flows from financing activities:			
Repayment of long-term debt	(20,000)	(146,250)	(7,500)
Proceeds from issuance of and borrowings on long-term debt	15,000	146,410	—
Proceeds from exercise of stock options and ESPP	5,757	2,444	1,214
Payment of acquisition related contingent consideration	(11,222)	(15,943)	—
Deferred financing costs on long-term debt	—	(677)	—
Net cash used in financing activities	<u>(10,465)</u>	<u>(14,016)</u>	<u>(6,286)</u>
Effect of exchange rate changes on cash and cash equivalents	(198)	86	(65)
Increase (decrease) in cash and cash equivalents	2,286	(5,697)	(1,937)
Cash and cash equivalents at beginning of year	16,105	21,802	23,739
Cash and cash equivalents at end of year	<u>\$ 18,391</u>	<u>\$ 16,105</u>	<u>\$ 21,802</u>

The accompanying notes are an integral part of these consolidated financial statements.

AngioDynamics, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS—(Continued)
(in thousands)

	Years ended		
	May 31, 2015	May 31, 2014	May 31, 2013
Supplemental disclosures of cash flow information:			
Supplemental disclosure of non-cash operating, investing and financing activities:			
Contractual obligations for acquisition of fixed assets	\$ 140	\$ 4,970	\$ 1,549
Contractual obligations for acquisition of intangibles and business	—	2,249	78,286
Contractual obligations for tax basis adjustment	779	—	—
Cash paid during the period for:			
Interest	\$ 3,151	\$ 3,591	\$ 4,936
Income taxes	699	182	200

The accompanying notes are an integral part of these consolidated financial statements.

AngioDynamics, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE A—BASIS OF PRESENTATION, BUSINESS DESCRIPTION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation and Description of Business

The consolidated financial statements include the accounts of AngioDynamics, Inc. and its wholly owned subsidiaries, (collectively, the “Company”). We design, manufacture and sell a wide range of medical, surgical and diagnostic devices used by professional healthcare providers for vascular access, for the treatment of peripheral vascular disease and in oncology and surgical settings. Our devices are generally used in minimally invasive, image-guided procedures. Most of our products are intended to be used once and then discarded, or they may be temporarily implanted for short- or long-term use.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates.

Assets and liabilities of non-U.S. dollar functional currency entities are translated to U.S. dollars at period-end exchange rates, and the resulting gains and losses arising from the translation of those net assets are recorded as a cumulative translation adjustment, a component of accumulated other comprehensive loss on the consolidated balance sheets.

All intercompany balances and transactions have been eliminated.

2. Cash and Cash Equivalents

We consider all unrestricted highly liquid investments purchased with an initial maturity of less than three months to be cash equivalents. We maintain cash and cash equivalent balances with financial institutions in the United States in excess of amounts insured by the Federal Deposit Insurance Corporation.

3. Marketable Securities

Marketable securities, which include auction rate investments, are classified as “available-for-sale securities” and are reported at fair value, with unrealized gains and losses excluded from operations and reported as a component of accumulated other comprehensive income (loss), net of the related tax effects, in stockholders’ equity. Cost is determined using the specific identification method. We hold investments in auction rate securities in order to generate higher than typical money market rate investment returns. Auction rate securities typically are high credit quality, generally achieved with municipal bond insurance. Credit risks are eased by the historical track record of bond insurers, which back a majority of this market. Sell orders for any security traded through an auction process could exceed bids and, in such cases, the auction fails and we may be unable to liquidate our position in the securities in the near term. During fiscal years 2015 and 2014, we had \$1.7 million and \$1.8 million, respectively, in investments in two auction rate securities issued by New York state and local government authorities that failed auctions. The authorities are current in their interest payments on the securities.

4. Accounts Receivable

Accounts receivable, principally trade, are generally due within 30 to 90 days and are stated at amounts due from customers, net of an allowance for sales returns and doubtful accounts. We perform ongoing credit evaluations of our customers and adjust credit limits based upon payment history and the customer’s current creditworthiness, as determined by a review of their current credit information. We continuously monitor aging reports, collections and payments from customers, and a provision for estimated credit losses is maintained based upon our historical experience and any specific customer collection issues that have been identified. While such credit losses have historically been within our expectations and the provisions established, we cannot guarantee that the same credit loss rates will be experienced in the future. We write off accounts receivable when they are determined to be uncollectible.

5. Inventories

Inventories are stated at the lower of cost (using the first-in, first-out method) or market. Appropriate consideration is given to deterioration, obsolescence, expiring and other factors in evaluating net realizable value.

6. Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Refer below for useful lives by category:

	<u>Estimated useful lives</u>
Building and building improvements	39 years
Machinery and equipment	3 to 8 years
Computer software and equipment	3 to 10 years

We evaluate these assets for impairment periodically or as changes in circumstances or the occurrence of events suggest the remaining value is not recoverable. Expenditures for repairs and maintenance are charged to expense as incurred. Renewals and betterments are capitalized.

7. Goodwill and Intangible Assets

Intangible assets other than goodwill and acquired IPR&D are amortized over their estimated useful lives, which range between three and fifteen years, on either a straight-line basis over the expected period of benefit or as revenues are earned from the sales of the related products. We periodically review the estimated useful lives of our intangible assets and review such assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets is not recoverable. Our determination of impairment is based on estimates of future cash flows. If an intangible asset is considered to be impaired, the amount of the impairment will equal the excess of the carrying value over the fair value of the asset.

Acquired IPR&D has an indefinite life and is not amortized until completion of the development of the project, at which time the IPR&D becomes an amortizable asset. If the related project is not completed in a timely manner or the project is terminated or abandoned, we may have an impairment related to the IPR&D, calculated as the excess of the asset's carrying value over its fair value.

Our policy defines IPR&D as the value assigned to those projects for which the related products have not received regulatory approval and have no alternative future use. Determining the portion of the purchase price allocated to IPR&D requires us to make significant estimates. The amount of the purchase price allocated to IPR&D is determined by estimating the future cash flows of each project or technology and discounting the net cash flows back to their present values. The discount rate used is determined at the time of measurement in accordance with accepted valuation methods. These methodologies include consideration of the risk of the project not achieving commercial feasibility.

Goodwill and other intangible assets that have indefinite useful lives are not amortized, but rather, are tested for impairment annually or more frequently if impairment indicators arise. Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. Goodwill and intangible assets have been recorded at either incurred or allocated cost. Allocated costs were based on respective fair market values at the date of acquisition.

For goodwill, the impairment test requires a comparison of the estimated fair value of the reporting unit to which the goodwill is assigned to the sum of the carrying value of the assets and liabilities of that unit. If the sum of the carrying value of the assets and liabilities of a reporting unit exceeds the fair value of the reporting unit, the carrying value of the reporting unit's goodwill is reduced to its implied fair value through an adjustment to the goodwill balance, resulting in an impairment charge. Our determination of impairment is based on estimates of future cash flows.

8. Contingent Consideration

The fair value of the liability for contingent consideration recorded on the acquisition date is based on probability weighted estimated cash flow streams, discounted back to present value using a discount rate determined in accordance with accepted valuation methods. The liability for contingent consideration is remeasured to fair value at each reporting period with changes recorded in earnings until the contingency is resolved.

9. Revenue Recognition

We recognize revenue when the following four criteria has been met: (i) persuasive evidence that an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) product delivery has occurred or services have been rendered. We recognize revenue, net of sales taxes assessed by any governmental authority, as products are shipped, based on shipping terms, and when title and risk of loss passes to customers. We negotiate shipping and credit terms on a customer-by-customer basis and products are shipped at an agreed upon price. All product returns must be pre-approved

by us and customers may be subject to a 20% restocking charge. To be accepted, a returned product must be unadulterated, undamaged and have at least twelve months remaining prior to its expiration date. Charges for discounts, returns, rebates and other allowances are recognized as a deduction from revenue on an accrual basis in the period in which the revenue is recorded. The accrual for product returns, discounts and other allowances is based on the company's history. Sales rebates are accrued by the company in the period in which the sale is recorded.

Shipping and handling costs, associated with the distribution of finished products to customers, are recorded in costs of goods sold and are recognized when the related finished product is shipped to the customer. Amounts charged to customers for shipping are recorded in net sales.

10. Research and Development

Research and development costs, including salaries, consulting fees, building costs, utilities and administrative expenses that are related to developing new products, enhancing existing products, validating new and enhanced products, managing clinical, regulatory and medical affairs are expensed as incurred.

11. Income Taxes

In preparing our financial statements, we calculate income tax expense for each jurisdiction in which we operate. This involves estimating actual current taxes due plus assessing temporary differences arising from differing treatment for tax and accounting purposes that are recorded as deferred tax assets and liabilities. We periodically evaluate deferred tax assets, capital loss carryforwards and tax credit carryforwards to determine their recoverability based primarily on our ability to generate future taxable income and capital gains. Where their recovery is not likely, we estimate a valuation allowance and record a corresponding additional tax expense in our statement of operations.

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business we are subject to examination by taxing authorities throughout the world. Fiscal years 2011 through 2015 remain open to examination by the various tax authorities. New York State is currently auditing AngioDynamic's franchise tax filings for 2011 through 2014, and we do not anticipate any material adjustments will result. We analyzed filing positions in all of the Federal and state jurisdictions where we are required to file income taxes, as well as all open tax years in these jurisdictions and believe that our income tax filing positions and deductions will be sustained on audit and we do not anticipate any adjustments will result in a material adverse effect on our financial condition, results of operations or cash flows.

We do not anticipate that the amount of unrecognized tax benefits will significantly change in the next twelve months.

12. Derivative Financial Instruments

We are exposed to market risks, including changes in interest rates. We periodically enter into certain derivative financial instruments to hedge the underlying economic exposure. The derivative instruments used are floating-to-fixed rate interest rate swaps, which are subject to hedge accounting treatment.

Derivative instruments are presented in the consolidated financial statements at their fair value. Changes in the fair value of derivative financial instruments are either recognized periodically in income or in stockholders' equity as a component of accumulated other comprehensive income (loss) depending on whether the derivative financial instrument qualifies for hedge accounting and, if so, whether it qualifies as a fair value or cash flow hedge. Generally, the changes in the fair value of derivatives accounted for as fair value hedges are recorded in income along with the portions of the changes in the fair value of hedged items that relate to the hedged risks. Changes in the fair value of derivatives accounted for as cash flow hedges, to the extent they are effective as hedges, are recorded in accumulated other comprehensive income (loss).

13. Supplier Concentrations

We are dependent upon the ability of our suppliers to provide products on a timely basis and on favorable pricing terms. The loss of our principal suppliers or a significant reduction in product availability from these suppliers could have a material adverse effect on us. We believe that our relationships with these suppliers are satisfactory.

14. Reclassification

Certain prior period disclosures have been reclassified to conform to current year presentation. These reclassifications are considered immaterial.

15. Recent Events

Operational Excellence Program - On December 5, 2013, we announced a company-wide operational excellence program designed to save between \$15.0 and \$18.0 million during the course of the next three years and expected to create greater efficiencies and drive business performance improvements. (See Note Q of Notes to Consolidated Financial Statements for more information related to the restructuring.)

Morpheus PICC recall and product line discontinuance - during the quarter ended February 28, 2015 we made a decision to voluntarily recall our Morpheus PICC product line and concurrently discontinue the product. The recall decision was made following an internal evaluation commenced as a result of communications from two international regulatory bodies which noted product complaints. Based on the evaluation performed and the lack of clear root cause, we determined the best course of action was to recall the product. Further, consistent with our strategy to transition toward our transformational BioFlo product offerings, we decided to discontinue the Morpheus line. The result was \$6.1 million in charges during the year, including \$4.8 million of inventory write-offs included in "Cost of sales", as well as \$1.0 million of costs associated with product returns, storage costs and other expenses which are included in "Acquisition, Restructuring and Other Items, net".

Automated Power Injector - over the last several years we have invested in the development of a new technology which was intended to create a transformational shift in our fluid management product line. As a result of recent concerns related to an extended and difficult path to regulatory approval for the differentiating technology, we evaluated the long-term opportunity, as well as the expected risk and costs associated with bringing this technology to market. Based on that evaluation, in the quarter ended February 28, 2015 we made a decision to shift away from this technology toward other strategies and opportunities within the fluid management market. As a result we no longer expect cash flows to be generated by certain fixed assets and recorded a full impairment charge of \$8.2 million in the third quarter. In addition, the sales projected on this product were a significant portion of the long-term sales projections under the NAMIC brand. The NAMIC trademark was acquired in the Navilyst Medical acquisition and was accounted for as an indefinite lived intangible asset with a value of \$28.6 million at that time. Primarily as a result of the reduction in expected NAMIC product sales driven by the discontinuance of this project, we recorded an impairment charge of \$6.4 in the third quarter.

EmboMedics, Inc. - on March 2, 2015, the Company filed an 8-K stating that it executed a non-binding letter of intent to enter into a strategic relationship with privately-held EmboMedics Inc., which develops injectable and resorbable embolic microspheres. On April 9, 2015 the Company entered into a License, Distribution, Manufacturing and Purchase Option Agreement with EmboMedics Inc, subject to certain approvals by EmboMedics shareholders.

Under the terms of the agreement, which has not been finalized, AngioDynamics receives an exclusive worldwide license to market and sell, upon regulatory clearances, EmboMedics' microsphere technology. AngioDynamics will also control manufacturing of the products. AngioDynamics will make an initial \$2.0 million equity investment in EmboMedics through the purchase of preferred stock. The Company may make an additional \$9.0 million in equity, as well as milestone driven investments, and can execute an exclusive option to acquire EmboMedics, based on the achievement of certain milestones.

Regulatory Matters

On May 27, 2011, we received a Warning Letter from the U.S. Food and Drug Administration ("FDA") in connection with its inspection of our Queensbury, NY manufacturing facility. In the Warning Letter, FDA cited deficiencies in the response letter we provided FDA pertaining to the inspection that occurred from January 4 to January 13, 2011. The deficiencies related to our internal procedures for medical device reporting, corrections and removals and complaint handling. We responded to the Warning Letter and completed corrective and preventive actions to address the observations noted.

In December 2011, we initiated a comprehensive Quality Call to Action Program to review and augment our Quality Management Systems at our Queensbury facility. To accelerate implementation of the program, we engaged a team of external regulatory and quality experts and reallocated a significant number of engineering and product development resources to support this corporate initiative. From inception of the Quality Call to Action Program through fiscal 2014, we have incurred \$3.2 million in direct costs associated with the program.

On February 10, 2012, we received from FDA a Form 483, List of Investigational Observations, in connection with its inspection of our Queensbury facility from November 14, 2011 to February 10, 2012. The Form 483 contained 12 observations related to, among other things, our CAPA (Corrective and Preventive Action) system, MDR (Medical Device Reporting),

complaint investigation, corrections and removals, acceptance criteria and training. Some of the observations contained in the Form 483 were repeat observations from the May 27, 2011 Warning Letter described above.

On February 13, 2012, we received from FDA a Form 483 in connection with its inspection of our Fremont facility from January 12, 2012 to February 13, 2012. The Form 483 contained six observations related to, among other things, our CAPA system, design controls, risk management and training. We provided responses to FDA within 15 business days of our receipt of the Form 483s.

On September 24, 2012, we received from FDA a Form 483 in connection with its subsequent inspection of our Queensbury, NY facility from September 6 to September 14, and September 19 to September 24. This re-inspection followed our response to the original Form 483 issued by FDA on February 13, 2012. The Form 483 contained 5 observations related to 510(k) decisions, complaint investigations, acceptance criteria, corrective and preventive actions and training. All but one of the observations in the Form 483 related to events that occurred before the date that we had indicated to FDA in our previous responses that our corrective and remediation activities related to our Quality Call to Action would be completed. We provided responses to FDA within 15 business days of our receipt of the Form 483.

On February 4, 2014, FDA completed a comprehensive follow-up inspection of our Queensbury facility. The inspection began on January 14, 2014 and resulted in FDA issuing a Form 483 containing one observation. The observation related to the inconsistency of certain complaint investigation elements in certain devices that have hardware and disposable components. The Form 483 observation was annotated to reflect that during the inspection we had corrected the issue, and this correction was verified by the inspector. In addition, we provided a response to FDA within 15 business days of our receipt of the Form 483. We believe that the results of this inspection validate that all of the Quality System and current Good Manufacturing Practice issues raised in the 483s described above have been fully addressed.

On March 31, 2014, FDA completed an inspection of our Glens Falls, NY facility. The inspection began on March 17, 2014 and resulted in FDA issuing a form 483 containing 3 observations. The observations were related to 1) inconsistency of a manufacturing product test process used among similar products, 2) a particular verification test of a product, and 3) non-conforming product control procedure. We responded to the FDA within 15 business days of the receipt of the Form 483.

During the fourth quarter of our fiscal year ended May 31, 2014, we received Certificate to Foreign Governments ("CFGs") from the FDA covering all Vascular Access and Peripheral Vascular products manufactured in our Queensbury facility. During the first quarter of our fiscal year ending May 31, 2016, we received CFGs for our NanoKnife product.

On November 5, 2014, we received a Warning Letter from the FDA relating to observations noted during FDA's inspection of our Navilyst Medical facilities located in Marlborough, Massachusetts and Glens Falls, New York in 2014. The matters raised in the Warning Letter and observations focused on design control processes related to packaging validations and accelerated and real time aging testing in connection with our fluid management and PICC families of products, inconsistency of a manufacturing product test process used among similar valved PICC products, a particular verification test of valved PICC products and non-conforming product control procedures. We take these matters seriously and are committed to complying with all applicable laws, regulations and rules in connection with the manufacturing, sale and marketing of our products. We made a comprehensive response to the issues raised in the letter and are committed to working with FDA to resolve all outstanding issues.

We will continue to work closely with FDA to resolve any outstanding issues. Unless the items raised in the previously disclosed Warning Letters and Form 483s are corrected to FDA's satisfaction or we come to some other arrangement with FDA finally resolving such matters, we may be subject to additional regulatory or legal action, including the issuance of warning letters, injunction, seizure or recall of products, imposition of fines or penalties or operating restrictions on our facilities. Such actions could significantly disrupt our ongoing business and operations and have a material adverse impact on our financial position and operating results.

Recently Issued Accounting Pronouncements

In February 2013, the FASB expanded the disclosure requirements related to changes in accumulated other comprehensive income (AOCI). The new guidance requires disclosure of the amount of income (or loss) reclassified out of AOCI to each respective line item on the statement of operations where net income is presented. The guidance allows disclosure of the reclassification either in the notes to the financial statements or parenthetically on the face of the financial statements. This requirement was effective for reporting periods beginning after December 15, 2012 (fourth quarter of our fiscal year 2013). Since the guidance only impacts disclosure requirements, its adoption did not have a material impact on our consolidated financial statements.

In July 2013, the FASB issued guidance related to the presentation of certain tax information. This new pronouncement provides explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, or similar tax loss, or a tax credit carryforward exists. This pronouncement was effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2013 (our fiscal year 2015). The adoption did not have a material impact on our consolidated financial statements.

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 provides a single, comprehensive accounting model for revenues arising from contracts with customers that supersedes most of the existing revenue recognition guidance, including industry-specific guidance. Under this model, revenue is recognized at an amount that an entity expects to be entitled to upon transferring control of goods or services to a customer, as opposed to when risks and rewards transfer to a customer under existing revenue recognition guidance. ASU 2014-09 is effective for the Company beginning in its fiscal year 2018, and may be applied retrospectively to all prior periods presented or through a cumulative adjustment to the opening retained earnings balance in the year of adoption. The Company is currently in the process of evaluation the impact of ASU 2014-09 on its consolidated financial statements.

In April 2015, the FASB issued ASC Update No. 2015-03, Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. Update No. 2015-03 requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Update No. 2015-03 is effective for annual reporting periods beginning after December 15, 2015 and interim periods within those reporting periods. Early adoption is permitted for financial statements that have not been previously issued. The adoption of Update No. 2015-03 will require us to reclassify our debt issuance costs from deferred charges to direct deductions of our debt liabilities. This update is not expected to impact the results of our operations.

NOTE B—ACQUISITIONS

Acquisition of Clinical Devices, B.V.

On August 15, 2013 we acquired all the outstanding shares of capital stock of Clinical Devices, B.V., exclusive distributor of our fluid management products in the Netherlands. The stock purchase agreement provided for the payment of \$3.7 million in cash at closing, which was subject to a working capital adjustment and a \$0.4 million holdback, plus future earn out consideration payable in cash. Earn out consideration is based on our net sales of the fluid management products during the five quarters following the closing as well as milestone payments for achieving regulatory approvals of certain in process research and development for a next-generation tip location technology. The total purchase consideration of \$8.7 million includes an upfront payment and the estimated fair value of contingent consideration of \$5.0 million.

Goodwill recorded as a result of the acquisition was approximately \$4.8 million and is not deductible for tax purposes. Intangible assets acquired, other than goodwill, totaled approximately \$5.1 million, of which \$3.6 million has been identified as in-process research and development, \$1.4 million as customer relationships (15-year estimated useful life) and \$0.1 million as trademarks. We also recorded a deferred tax liability of \$1.2 million.

The acquisition has been accounted for as a business combination and, accordingly, we have included the results of operations in the financial statements effective August 15, 2013. The pro forma effects of the acquisition on our income statement and balance sheet were not material.

NOTE C—FAIR VALUE OF FINANCIAL INSTRUMENTS

Our financial instruments include cash and cash equivalents, accounts receivable, marketable securities, accounts payable, interest rate swap agreement and contingent earn outs. The carrying amount of cash and cash equivalents, accounts receivable, and accounts payable approximates fair value due to the immediate or short-term maturities. The marketable securities and interest rate swap agreement has been recorded at its fair value based on a valuation received from an independent third party. The contingent earn out has been recorded at fair value using the income approach.

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. This policy establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The policy describes three levels of inputs that may be used to measure fair value which are provided in the table below.

Level 1	Quoted prices in active markets for identical assets or liabilities. Level 1 assets include money market funds that are traded in an active exchange market.
Level 2	Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. When quoted market prices are unobservable, we obtain pricing information from an independent pricing vendor. The pricing vendor uses various pricing models for each asset class that are consistent with what other market participants would use. The inputs and assumptions to the model of the pricing vendor are derived from market observable sources including: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers, and other market-related data. The pricing vendor considers all available market observable inputs in determining the evaluation for a security. Thus, certain securities may not be priced using quoted prices, but rather determined from market observable information. Included in Level 2 assets is our interest rate swap agreement which is valued using a mid-market valuation model.
Level 3	Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category includes the auction rate securities where independent pricing information was not able to be obtained and the contingent considerations related to the acquisition of Vortex, Microsulis and Clinical Devices. Our investments in auction-rate securities were classified as Level 3 as quoted prices were unavailable since these auction rate securities issued by New York state and local government authorities failed auction. Due to limited market information, we utilized a discounted cash flow (“DCF”) model to derive an estimate of fair value for contingent considerations for all periods presented. The assumptions used in preparing the DCF model included estimates with respect to the amount and timing of future interest and principal payments, forward projections of the interest rate benchmarks, the probability of full repayment of the principal considering the credit quality and guarantees in place, and the rate of return required by investors to own such securities given the current liquidity risk associated with auction-rate securities.

The following tables provide information by level for assets and liabilities that are measured at fair value (in thousands):

	Fair Value Measurements using inputs considered as:			Fair Value at May 31, 2015
	Level 1	Level 2	Level 3	
Financial Assets				
Marketable securities				
New York State government agency obligations	\$ —	\$ —	\$ 1,689	\$ 1,689
Total	—	—	1,689	1,689
Total Financial Assets	\$ —	\$ —	\$ 1,689	\$ 1,689
Financial Liabilities				
Interest rate swap agreements	\$ —	\$ 257	\$ —	\$ 257
Contingent liability for acquisition earn out	—	—	47,384	47,384
Total Financial Liabilities	\$ —	\$ 257	\$ 47,384	\$ 47,641

	Fair Value Measurements using inputs considered as:			Fair Value at May 31, 2014
	Level 1	Level 2	Level 3	
Financial Assets				
Cash equivalents				
Money market funds	\$ 445	\$ —	\$ —	\$ 445
Total	445	—	—	445
Marketable securities				
New York State government agency obligations	—	—	1,809	1,809
Total	—	—	1,809	1,809
Total Financial Assets	\$ 445	\$ —	\$ 1,809	\$ 2,254
Financial Liabilities				
Interest rate swap agreements	\$ —	\$ 555	\$ —	\$ 555
Contingent liability for acquisition earn out	—	—	67,331	67,331
Total Financial Liabilities	\$ —	\$ 555	\$ 67,331	\$ 67,886

There were no transfers in and out of Level 1, 2 and 3 measurements for the years ended May 31, 2015 and 2014.

The components of Level 3 fair value instruments as of May 31, 2015 are shown below (in thousands):

	Financial Assets	Financial Liabilities
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)	Fair Value Measurements Using Significant Unobservable Inputs
Balance at May 31, 2014	\$ 1,809	\$ 67,331
Change in fair value of contingent consideration (1)	—	(8,196)
Currency (gain) loss from remeasurement	—	(529)
Included in other comprehensive income (loss)	(120)	—
Contingent consideration payments	—	(11,222)
Balance at May 31, 2015	\$ 1,689	\$ 47,384

The components of Level 3 fair value instruments as of May 31, 2014 are shown below (in thousands):

	Financial Assets		Financial Liabilities	
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		Fair Value Measurements Using Significant Unobservable Inputs	
Balance at May 31, 2013	\$	1,850	\$	75,049
Change in fair value of contingent consideration (1)		—		(1,808)
New contingent consideration		—		4,970
Currency (gain) loss from remeasurement		—		—
Included in other comprehensive income (loss)		(41)		—
Contingent consideration payments		—		(10,880)
Balance at May 31, 2014	\$	1,809	\$	67,331

(1) Change in the fair value of contingent consideration is included in earning and comprised of changes in estimated earn out payments based on projections of company performance and amortization of the present value discount.

Contingent Liability for Acquisition Earn Outs

Certain of our business combinations involve the potential for the payment of future contingent consideration upon the achievement of certain product development milestones and/or various other favorable operating conditions. Payment of the additional consideration is generally contingent on the acquired company reaching certain performance milestones, including attaining specified revenue levels or achieving product development targets. Contingent consideration is recorded at the estimated fair value of the contingent milestone payments on the acquisition date. The fair value of the contingent milestone consideration is remeasured at the estimated fair value at each reporting period with the change in fair value recognized as income or expense within change in fair value of contingent consideration in the consolidated statement of operations. We measure the initial liability and remeasure the liability on a recurring basis using Level 3 inputs as defined under authoritative guidance for fair value measurements.

Contingent consideration liabilities will be remeasured to fair value each reporting period using projected net sales, discount rates, probabilities of payment and projected payment dates. Projected contingent payment amounts are discounted back to the current period using a discounted cash flow model. Projected net sales are based on our internal projections and extensive analysis of the target market and the sales potential. Increases in projected net sales and probabilities of payment may result in higher fair value measurements in the future. Increases in discount rates and the projected time to payment may result in lower fair value measurements in the future. Increases or decreases in any valuation inputs in isolation may result in a significantly lower or higher fair value measurement in the future.

The recurring Level 3 fair value measurements of the contingent consideration liabilities include the following significant unobservable inputs as of May 31, 2015 (in thousands of dollars):

	Fair value at May 31, 2015	Valuation Technique	Unobservable Input	Range
Revenue based payments	\$ 44,716	Discounted cash flow	Discount rate	4%
			Probability of payment	75% - 100%
			Projected fiscal year of payment	2016 - 2022
Milestone based payments	2,668	Discounted cash flow	Discount rate	16%
			Probability of payment	75% - 100%
			Projected fiscal year of payment	2017
	<u>\$ 47,384</u>			

At May 31, 2015, the estimated potential amount of undiscounted future contingent consideration that we expect to pay as a result of all completed acquisitions is approximately \$54.0 million. The milestones associated with the contingent consideration must be reached in future periods ranging from fiscal years 2016 to 2022 in order for the consideration to be paid.

NOTE D—MARKETABLE SECURITIES AND INVESTMENTS

As of May 31, 2015, marketable securities consisted of the following:

	Amortized cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in thousands)				
Available-for-sales securities				
New York State government agency obligations	\$ 1,825	\$ —	\$ (136)	\$ 1,689
	<u>\$ 1,825</u>	<u>\$ —</u>	<u>\$ (136)</u>	<u>\$ 1,689</u>

As of May 31, 2014, marketable securities consisted of the following:

	Amortized cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in thousands)				
Available-for-sales securities				
New York State government agency obligations	\$ 1,825	\$ —	\$ (16)	\$ 1,809
	<u>\$ 1,825</u>	<u>\$ —</u>	<u>\$ (16)</u>	<u>\$ 1,809</u>

The amortized cost and fair value of marketable securities as of May 31, 2015, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized cost	Fair Value
(in thousands)		
As of May 31, 2015:		
Due in one year or less	\$ —	\$ —
Due after one through five years	—	—
Due after five through twenty years	1,825	1,689
	<u>\$ 1,825</u>	<u>\$ 1,689</u>

NOTE E—INVENTORIES

As of May 31, 2015 and 2014, inventories consisted of the following:

	May 31, 2015	May 31, 2014
	(in thousands)	
Raw materials	\$ 28,040	\$ 24,734
Work in process	11,910	11,992
Finished goods	27,438	24,508
Total	<u>\$ 67,388</u>	<u>\$ 61,234</u>

NOTE F—PREPAID EXPENSES AND OTHER

As of May 31, 2015 and 2014, prepaid expenses and other consisted of the following:

	May 31, 2015	May 31, 2014
	(in thousands)	
Deposits	\$ 2,011	\$ 3,356
Other prepaid taxes	165	202
License fees	121	604
Software licenses	667	130
Trade shows	279	62
Rent	77	114
Other	1,463	1,003
Total	<u>\$ 4,783</u>	<u>\$ 5,471</u>

NOTE G—PROPERTY, PLANT AND EQUIPMENT, AT COST

Property, plant and equipment are summarized as follows:

	May 31, 2015	May 31, 2014
	(in thousands)	
Building and building improvements	\$ 33,853	\$ 33,126
Machinery and equipment	23,626	31,880
Computer software and equipment	24,431	25,836
Construction in progress	7,143	12,564
	<u>89,053</u>	<u>103,406</u>
Less accumulated depreciation and amortization	(36,197)	(37,845)
	<u>52,856</u>	<u>65,561</u>
Land and land improvements	1,704	1,029
	<u>\$ 54,560</u>	<u>\$ 66,590</u>

Depreciation expense for fiscal 2015, 2014 and 2013 was \$9.8 million, \$8.4 million and \$8.7 million, respectively. In conjunction with the Operational Excellence Program that was announced in December 2013, we updated the estimated useful lives on certain manufacturing equipment. As a result of the change in the useful life, we recoded additional depreciation of \$1.5 million, \$0.8 million and \$0 million for the years ended May 31, 2015, 2014 and 2013, respectively. There was also an impairment of fixed assets, refer to Note A.

NOTE H—GOODWILL AND INTANGIBLE ASSETS

We consider our business to be a single operating segment entity as further described in Note P.

Determining the fair value of a reporting unit is judgmental in nature and requires the use of significant estimates and assumptions, including revenue growth rates, operating margins, discount rates and future market conditions, among others. These assumptions are highly sensitive and changes in these estimates could result in impairment. To determine the fair value of our reporting unit, we considered two market-based approaches and an income approach. Under the market-based approaches, we utilized information regarding our own as well as publicly available industry information to determine earnings multiples and sales multiples. Under the income approach, we determined fair value based on estimated future cash flows of the reporting unit, discounted by an estimated weighted-average cost of capital, which reflects the overall level of inherent risk of a reporting unit and the rate of return an outside investor would expect to earn. We determined the discounted cash flow as the best indicator to determine fair value and therefore assigned a weight of 75% with the remaining 25% assigned to the market approach.

Solely for purposes of establishing inputs for the fair value calculations, we assumed that the current economic conditions would continue through fiscal year 2015. In addition, we applied gross margin assumptions, showing some improvement over historical trends, at various revenue levels and used a capitalization rate of 8% to calculate the terminal value of the reporting unit. In addition, we used a discount rate of 12% to calculate the fair value of our reporting unit. The fair value of the reporting unit was reconciled to our current stock market capitalization as of December 31, 2014.

We completed our annual goodwill impairment test as of December 31, 2014. At December 31, 2014, our reporting unit is the same as our reportable segment. Our assessment of goodwill impairment indicated that the fair value of our reporting unit exceeded its carrying value and therefore goodwill was not impaired. The fair value of our reporting unit exceeded its carrying value by 18%.

Our stock market capitalization has at times been lower than our shareholders' equity or book value. However, our reporting unit has continued to generate significant cash flows from operations, and we expect to continue to do so in fiscal 2016 and beyond. Furthermore, we believe that a reasonable potential buyer would offer a control premium for our business that would adequately cover the difference between our stock market capitalization and our book value.

Even though we determined that there was no goodwill impairment as of December 31, 2014, the future occurrence of a potential indicator of impairment, such as a significant adverse change in legal factors or business climate, an adverse action or assessment by a regulator, unanticipated competition, a material negative change in relationships with significant customers, strategic decisions made in response to economic or competitive conditions, loss of key personnel or a more-likely-than-not expectation that the reporting unit or a significant portion of the reporting unit will be sold or disposed of, would require an interim assessment for the reporting unit prior to the next required annual assessment as of December 31, 2015.

It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material. Events that could, in the future, result in impairment include, but are not limited to, declining sales for a significant product or in a significant geographic region.

We also completed our annual indefinite lived asset (NAMIC trademark) impairment test as of December 31, 2014 using the income approach to determine fair value. Under this approach, the relief from royalty method was applied using a 3% long-term growth rate, a 3% royalty rate and a 12% discount rate. Our assessment of the NAMIC trademark indicated that the carrying value exceeded the fair value by \$6.4 million; therefore, the asset was impaired and a \$6.4 million impairment charge was recorded during the third quarter of 2015. We also re-evaluated the NAMIC trademark at February 28, 2015 and determined that it is no longer an indefinite-lived intangible. We have assigned it a remaining useful life of 12 years, consistent with customer relationships, and began amortization.

As of May 31, 2015 and 2014, intangible assets consisted of the following:

	May 31, 2015			
	Gross carrying value	Accumulated amortization	Net carrying value	Weighted average useful life
	(in thousands)			(years)
Product technologies	\$ 148,776	\$ (41,447)	\$ 107,329	10.2
Customer relationships	86,371	(42,813)	43,558	12.0
Trademarks	28,545	(3,229)	25,316	10.7
In process R&D Acquired	3,600	—	3,600	Indefinite
Licenses	7,913	(5,910)	2,003	8.3
Distributor relationships	900	(900)	—	3.0
	<u>\$ 276,105</u>	<u>\$ (94,299)</u>	<u>\$ 181,806</u>	

	May 31, 2014			
	Gross carrying value	Accumulated amortization	Net carrying value	Weighted avg useful life
	(in thousands)			(years)
Product technologies	\$ 150,298	\$ (32,930)	\$ 117,368	10.2
Customer relationships	86,645	(37,848)	48,797	11.9
Trademark—NAMIC	28,600	—	28,600	Indefinite
In process R&D Acquired	3,600	—	3,600	Indefinite
Licenses	7,639	(5,211)	2,428	8.4
Trademarks	6,345	(1,882)	4,463	8.0
Distributor relationships	900	(900)	—	3.0
	<u>\$ 284,027</u>	<u>\$ (78,771)</u>	<u>\$ 205,256</u>	

Amortization expense was \$17.9 million, \$16.6 million and \$16.6 million for fiscal 2015, 2014 and 2013, respectively.

Annual amortization of these intangible assets is expected to approximate the following amounts for each of the next five fiscal years (in thousands):

2016	\$ 18,452
2017	\$ 18,568
2018	\$ 19,388
2019	\$ 21,499
2020	\$ 22,741

Adjustments to goodwill for the fiscal year ended May 31, 2015 and May 31, 2014 are as follows (in thousands):

	Total
Balance, May 31, 2013	\$ 355,637
Acquisition of Clinical Devices B.V.	4,836
Balance, May 31, 2014	\$ 360,473
Tax basis adjustment	779
Balance, May 31, 2015	\$ 361,252

During fiscal 2015, goodwill and deferred tax liabilities were adjusted by \$0.8 million due to the receipt of a New York State tax grant that was not correctly accounted for as part of purchase accounting in fiscal 2012. The Company has determined that this adjustment was not material to any current or prior annual or interim periods. During fiscal 2014, the change in the carrying value of goodwill is the result of the acquisition of Clinical Devices, B.V. (See Note B.) During the fourth quarter of fiscal 2014, there was an adjustment of \$0.5 million to the carrying value of such goodwill related to working capital.

NOTE I-INCOME TAXES

The components of income (loss) before income tax provision for the years ended May 31 are as follows:

	2015	2014	2013
	(in thousands)		
(Loss) income before tax provision:			
US	\$ (8,833)	\$ 5,199	\$ (3,614)
Non-US	834	541	2,027
	\$ (7,999)	\$ 5,740	\$ (1,587)

Income tax (benefit) provision analyzed by category and by statement of operations classification for the years ended May 31 is summarized as follows:

	2015	2014	2013
	(in thousands)		
Current			
Federal	\$ (242)	\$ (133)	\$ (1,622)
State and local	205	99	(52)
Non U.S.	417	157	468
	380	123	(1,206)
Deferred	(5,111)	2,951	830
Income tax (benefit) provision	\$ (4,731)	\$ 3,074	\$ (376)

The significant components of deferred income tax (benefit) expense from operations for the years ended May 31 consist of the following:

	2015	2014	2013
	(in thousands)		
Deferred tax benefit	\$ (1,916)	\$ 1,778	\$ 830
Impact of NYS tax reform legislation	—	1,173	—
Net operating loss carryforward	(3,195)	—	—
	\$ (5,111)	\$ 2,951	\$ 830

Temporary differences that give rise to deferred tax assets and liabilities are summarized as follows:

	May 31, 2015	May 31, 2014
	(in thousands)	
Deferred tax assets		
Net operating loss carryforward	\$ 51,785	\$ 48,749
Stock-based compensation	4,468	4,851
Federal and state R&D tax credit carryforward	1,646	1,249
Inventories	2,808	875
Expenses incurred not currently deductible	2,107	1,379
Accrued liabilities	114	154
Gross deferred tax asset	62,928	57,257
Deferred tax liabilities		
Excess tax over book depreciation and amortization	42,988	41,843
	42,988	41,843
Valuation Allowance	(1,791)	(1,532)
Net deferred tax asset	\$ 18,149	\$ 13,882

At May 31, 2015, we had approximately \$173.7 million of remaining Federal net operating loss carryforwards and \$34.8 million of state net operating loss carryforwards (“NOL”). Approximately \$161.5 million of our Federal net operating loss was generated by acquired companies and are subject to Internal Revenue Code (“IRC”) Section 382 limitations which are expected to limit our ability to utilize these net operating losses on an annual basis. As a result of our IRC Section 382 analyses, it is estimated that approximately \$26.1 million of remaining Federal net operating losses and \$5.4 million of state net operating losses will expire prior to utilization. The gross deferred income tax asset (“DTA”) related to the NOL reflects these limitations.

Our Federal net operating loss carryforwards as of May 31, 2015 after considering IRC Section 382 limitations are \$147.6 million. The expiration of the Federal net operating loss carryforwards are as follows: \$30.7 million between 2017 and 2026 and \$116.9 million between 2027 and 2033.

Our state net operating loss carryforwards as of May 31, 2015 after considering remaining IRC Section 382 limitations are \$29.4 million which expire in various years from 2015 to 2033.

As a result of certain realization requirements of ASC 718, the table of deferred tax assets and liabilities shown above does not include certain deferred tax assets as of May 31, 2015 and 2014 that arose directly from tax deductions related to equity compensation greater than compensation recognized for financial reporting. Equity will be increased by \$0.3 million if and when such excess tax benefits are ultimately realized.

At May 31, 2015, we had a net deferred income tax asset of \$18.1 million, after recording a valuation allowance of \$1.8 million. The valuation allowance increased by \$0.3 million in 2015 and increased by \$0.8 million in 2014. The 2015 change principally relates to the true-up of our fiscal 2014 tax filings and management’s reevaluation of the expected utilization of state net operating losses based on revised projections of taxable income. The 2014 change relates to the true-up of our fully reserved capital losses and state tax credits and net operating losses from our fiscal 2013 tax filings. The valuation allowance recorded against the deferred tax assets relates to state tax credits and state NOLs that management has estimated will more likely than not expire before they are expected to be utilized.

The Company’s analysis of the need for a valuation allowance considered that the Company has incurred a cumulative loss in the U.S. over the three year period ended May 31, 2015. A majority of the cumulative loss has been caused by the charges associated with the product recall and discontinuance and the impairment of fixed and intangible assets recorded in the quarter end February 28, 2015, as well as restructuring and integration expenses in the period since the acquisition of Navilyst Medical in May 2012. We anticipate a return to profitability in fiscal 2016. Consideration has also been given to our history of not

having Federal tax loss carryforwards expire unused, as well as the period over which the net deferred tax assets can be realized, including the expiration of our loss carryforwards and IRC Section 382 limitations.

Based on our assessment, it is more likely than not that our U.S. net deferred tax asset will be realized through future taxable earnings, the reversal of existing taxable temporary differences, and tax planning strategies. Accordingly no valuation allowance has been recorded on this net asset. We will continue to assess the need for a valuation allowance in the future.

If future results are less than projected in the U.S. and if tax planning alternatives do not offset those effects, a valuation allowance may be required to reduce the deferred tax asset, which could have a material impact on our results of operations in the period in which it is recorded. While the net deferred tax asset at May 31, 2015 is \$19.3 million, if the Company were required to record a valuation allowance it could be \$15.3 million greater than this amount due to deferred tax liabilities related to intangibles that have an indefinite reversal period.

Our consolidated income tax provision has differed from the amount that would be provided by applying the U.S. Federal statutory income tax rate to our income before income taxes for the following reasons:

	2015	2014	2013
	(in thousands)		
Income tax (benefit) provision at statutory tax rate of 35%	\$ (2,800)	\$ 2,008	\$ (555)
Effect of graduated tax rates	80	(57)	(16)
State income taxes, net of Federal tax benefit	(17)	122	95
State income tax credits, net of Federal tax benefit	—	—	(23)
Impact of Non US operations	133	(27)	(228)
Research and development tax credit	(604)	(236)	(142)
Nondeductible acquisition costs	—	—	110
Nondeductible interest on contingent payments	265	540	130
Nontaxable gain on revaluation of contingent consideration liability	(3,138)	(1,698)	—
Tax law changes	(454)	1,173	—
Effect of elimination of stock compensation APIC pool	1,253	440	—
Nondeductible stock-based compensation	—	176	108
Other nondeductible expenses	498	384	336
Over (under) accrual of prior year Federal and state taxes	38	249	(10)
Fully reserved capital losses	—	—	(179)
Other	15	—	(2)
Income tax (benefit) expense	<u>\$ (4,731)</u>	<u>\$ 3,074</u>	<u>\$ (376)</u>

There were no uncertain tax positions as of May 31, 2015, 2014 and 2013.

We recognize interest and penalties related to unrecognized tax benefits within our global operations as a component of income tax expense. There were no accrued interest and penalties recognized in the consolidated balance sheet as of May 31, 2015 and May 31, 2014.

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business we are subject to examination by taxing authorities throughout the world.

Fiscal years 2011 through 2015 remain open to examination by the various tax authorities. New York State is currently auditing AngioDynamic's franchise tax filings for 2011 through 2013, and we do not anticipate any material adjustments will result. We analyzed filing positions in all of the Federal and state jurisdictions where we are required to file income taxes, as well as all open tax years in these jurisdictions and believe that our income tax filing positions and deductions will be sustained

on audit and we do not anticipate any adjustments will result in a material adverse effect on our financial condition, results of operations or cash flows.

We do not anticipate that the amount of unrecognized tax benefits will significantly change in the next twelve months.

The accumulated undistributed earnings of the Company's foreign operations were approximately \$4 million, and are intended to remain indefinitely invested in foreign operations. Accordingly, no taxes have been provided on these earnings at May 31, 2015. If these earnings were distributed, the Company would be subject to both foreign withholding taxes and U.S. income taxes that may not be fully offset by foreign tax credits. A reasonable estimate of the deferred tax liability on these earnings is not practicable at this time.

NOTE J—ACCRUED LIABILITIES

As of May 31, 2015 and 2014, accrued liabilities consist of the following:

	May 31, 2015	May 31, 2014
	(in thousands)	
Payroll and related expenses	\$ 10,330	\$ 8,114
Royalties	2,237	2,620
Accrued severance	158	765
Sales and franchise taxes	489	1,327
Interest rate swap liability	257	555
Outside services	1,522	983
Deferred Rent	808	154
Other	2,530	2,733
Total	\$ 18,331	\$ 17,251

NOTE K—LONG-TERM DEBT

On September 19, 2013, we entered into a Credit Agreement (the "Credit Agreement") with the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A. and Keybank National Association as co-syndication agents, and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Keybank National Association as joint bookrunners and joint lead arrangers.

The Credit Agreement provides for a \$100 million senior secured term loan facility (the "Term Loan") and a \$100 million senior secured revolving credit facility, which includes up to a \$20 million sublimit for letters of credit and a \$5 million sublimit for swingline loans (the "Revolving Facility", and together with the Term Loan, the "Facilities").

The proceeds of the Revolving Facility may be used for general corporate purposes of AngioDynamics and its subsidiaries. The Facilities have a five years maturity. The Term Loan has a quarterly repayment schedule equal to 5%, 5%, 10%, 15% and 65% of its principal amount in years one through five. Interest on both the Term Loan and Revolving Facility will be based on a base rate or Eurodollar rate plus an applicable margin which increases as our total leverage ratio increases, with the base rate and Eurodollar rate having ranges of 0.5% to 1.25% and 1.5% to 2.25% respectively. After default, the interest rate may be increased by 2.0%. The Revolving Facility will also carry a commitment fee of 0.2% to 0.35% per annum on the unused portion.

Our obligations under the Facilities are unconditionally guaranteed, jointly and severally, by our material direct and indirect domestic subsidiaries (the "Guarantors"). All obligations of AngioDynamics and the Guarantors under the Facilities are collateralized by first priority security interests in substantially all of the assets of AngioDynamics and the Guarantors.

We have entered in an interest rate swap agreement, (the "Swap Agreement"), with an initial notional amount of \$100 million, to limit the effect of rising of interest rates. The Swap Agreement, which qualified for hedge accounting under authoritative guidance, was a contract to exchange floating interest rate payments for fixed interest rate payments of 3.26% on the outstanding balance of the loan over the life of the agreement without the exchange of the underlying notional amounts. The

Swap Agreement provides for a fixed rate of 0.74% above the applicable rate provided for in the Credit Agreement. The SWAP matures during 2016.

On September 19, 2013, we borrowed \$100 million under the Term Facility and approximately \$41.4 million under the Revolving Facility to repay the Prior Credit Agreement. As of May 31, 2015, \$91.3 million and \$46.4 million were outstanding under the Term Facility and Revolving Facility, respectively. The Credit Agreement includes customary representations, warranties and covenants, and acceleration, indemnity and events of default provisions, including, among other things, two financial covenants. The first financial covenant requires us to maintain, as of the end of each of our fiscal quarters, a ratio of (i) consolidated EBITDA minus consolidated capital expenditures to (ii) consolidated interest expense paid or payable in cash plus scheduled principal payments in respect of indebtedness under the Credit Agreement of not less than 1.35 to 1.00. The second financial covenant requires us to maintain, as of the end of each of our fiscal quarters, a ratio of consolidated total indebtedness to consolidated EBITDA of not greater than 3.75 to 1.00. We were in compliance with both financial covenants as of May 31, 2015.

As of May 31, 2015, future minimum principal payments on long-term debt were as follows (in thousands):

2016	\$	8,750
2017		13,750
2018		26,250
2019		88,910
2020		—
	\$	<u>137,660</u>

NOTE L—RETIREMENT PLANS

We have a 401(k) plan under which eligible employees can defer a portion of their compensation, part of which is matched by us. Matching contributions were \$3.7 million, \$2.8 million and \$2.5 million in 2015, 2014 and 2013, respectively. There are also various immaterial foreign retirement plans.

NOTE M—STOCKHOLDERS' EQUITY

1. Capitalization

On October 29, 2014, our Board of Directors approved our Amended and Restated Certificate of Incorporation (the "Amended Certificate"). Under the Amended Certificate, the authorized capital stock is 80,000,000 shares, consisting of 75,000,000 shares of common stock, par value \$.01 per share and 5,000,000 shares of preferred stock, par value \$.01 per share.

The holders of common stock are entitled to one vote for each share held. Subject to preferences applicable to any outstanding shares of preferred stock, the holders of common stock are entitled to receive ratably dividends, if any, as may be declared by the Board of Directors out of funds legally available for dividend payments. If we liquidate, dissolve, or wind up, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities and liquidation preferences of any outstanding shares of preferred stock. Holders of common stock have no pre-emptive rights or rights to convert their common stock into any other securities. There are no redemption or sinking fund provisions applicable to the common stock. The rights, preferences and privileges of the holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate in the future.

Our board of directors has the authority to (i) issue the undesignated preferred stock in one or more series, (ii) determine the powers, preferences and rights and the qualifications, limitations or restrictions granted to or imposed upon any wholly un-issued series of undesignated preferred stock and (iii) fix the number of shares constituting any series and the designation of the series, without any further vote or action by our stockholders.

Share Repurchase Program

On October 5, 2011, our Board of Directors authorized the repurchase of up to \$20 million of our common stock, prior to May 31, 2012. During the fiscal year ended May 31, 2012, we purchased 142,305 shares at a cost of approximately \$2.1 million. There were no shares repurchased under this program during fiscal 2015, 2014 or 2013.

2. Stock Options

1997 Stock Option Plan

In 1997, we adopted a Stock Option Plan (the "1997 Plan"). The 1997 Plan provided for the grant to key employees of both nonqualified stock options and incentive stock options and to members of the Board of Directors and consultants of nonqualified stock options. A total of 1,497,674 shares of our common stock were available to be issued under the 1997 Plan pursuant to the exercise of options. All stock options were to have an exercise price of not less than the fair market value of the shares on the date of grant. Options are exercisable over a period of time to be designated by the administrators of the 1997 Plan (but not more than 10 years from the date of grant) and are subject to such other terms and conditions as the administrators may determine. The vesting schedule is subject to the discretion of our Board of Directors. Options are exercisable immediately upon vesting. In addition, all options, whether vested or not, become exercisable in full immediately upon a change of control, as defined under the 1997 Plan. The 1997 Plan terminated in March 2007 and as such, no further options will be granted under this plan.

2004 Stock and Incentive Award Plan

The 2004 Stock and Incentive Award Plan (the "2004 Plan") provides for the grant of incentive options to our employees and for the grant of non-statutory stock options, restricted stock, stock appreciation rights, performance units, performance shares and other incentive awards to our employees, directors and other service providers. A total of 5,750,000 shares of our common stock have been reserved for issuance under the 2004 Plan, of which up to 800,000 shares may be issued upon the exercise of incentive stock options. The compensation committee of the Board of Directors administers the 2004 Plan. The committee determines vesting terms and the exercise price of options granted under the 2004 Plan, but for all incentive stock options the exercise price must at least be equal to the fair market value of our common stock on the date of grant. The term of an incentive stock option may not exceed ten years. During the year ended May 31, 2015 an additional 1,000,000 shares of our common stock have been reserved for issuance under the 2004 plan.

On October 5, 2011, we amended the 2004 Stock and Incentive Award Plan to increase the maximum number of shares of our common stock with respect to which stock options may be granted during any calendar year to one employee from 200,000 shares to 500,000 shares.

The following table summarizes information about stock options activity for the fiscal year ended May 31, 2015.

	2015			
	Shares	Weighted-average exercise price	Weighted average remaining contractual life	Aggregate intrinsic value (in thousands)
Outstanding at beginning of year	2,673,751	\$ 14.82		
Granted	561,883	\$ 16.14		
Exercised	(423,804)	\$ 13.87		
Forfeited	(261,738)	\$ 14.71		
Expired	(250,779)	\$ 17.98		
Outstanding at end of year	2,299,313	\$ 14.86	3.89	\$ 4,571
Options exercisable at year-end	1,271,028	\$ 15.10	2.58	\$ 2,547
Options expected to vest in future periods	903,143	\$ 14.56	5.52	\$ 1,778

As of May 31, 2015, there remained approximately 2.3 million shares available for granting of options under the 2004 Plan. Options are exercisable into common stock.

The following table summarizes information about stock options outstanding at May 31, 2015.

Range of exercise prices	Number outstanding	Weighted-average remaining life in years	Weighted-average exercise price	Number Exercisable	Weighted-average exercise price
\$10.25 - \$14.24	1,403,859	4.09	\$ 12.94	793,406	\$ 13.03
\$14.25 - \$18.24	564,416	4.13	15.96	251,584	15.51
\$18.25 - \$22.24	217,069	3.75	19.38	112,069	19.35
\$22.25 - \$26.24	99,908	0.43	23.94	99,908	23.94
\$26.25 - \$30.24	14,061	0.94	28.10	14,061	28.10
	<u>2,299,313</u>	<u>3.89</u>	<u>\$ 14.86</u>	<u>1,271,028</u>	<u>\$ 15.10</u>

Stock options are granted at exercise prices equal to the quoted market price of our common stock at the date of the grant. Options vest 25% per year over four years for employees and 100% after one year for consultants. Grants to directors vest 33.33% per year over three years. Stock options granted prior to May 1, 2007 expire on the tenth anniversary of the grant date. Stock options granted on or after May 1, 2007, expire on the seventh anniversary of the grant date.

We measure the fair value of each stock option grant at the date of grant using a Black-Scholes option pricing model. The weighted average grant-date fair value of options granted during the years ended 2015, 2014 and 2013 was \$4.74, \$4.10, and \$4.19, respectively. The following assumptions were used in arriving at the fair value of options granted during 2015, 2014 and 2013, respectively: risk-free interest rates of 1.54%, 1.44% and 0.62%; expected volatility of 31%, 34%, and 44%; and expected lives of 4.76 years, 4.74 years, and 4.62 years. We do not declare dividends therefore a dividend yield of zero was used for the years ended 2015, 2014 and 2013. Risk-free interest rates reflect the yield on zero-coupon U.S. Treasury bonds whose maturity period equals the expected term of the option. Expected volatilities are based on the historical volatility of our stock. The expected option lives are based on our historical experience of employee exercise behavior.

The total intrinsic value of options exercised during the years ended 2015, 2014 and 2013 amounted to \$1.6 million, \$1.0 million, and \$0.1 million, respectively. As of May 31, 2015, there was \$3.5 million of total unrecognized compensation cost related to non-vested options. The cost is expected to be recognized over a weighted average period of 3 years.

Cash received from option exercises during 2015, 2014 and 2013 was \$4.3 million, \$1.3 million and \$0.1 million, respectively. The tax benefit realized from stock options exercised during the years ended 2015 and 2014 was \$0.5 million and \$0.1 million, respectively. There was no tax benefit realized from stock option exercises during the year ended 2013.

3. Performance Share and Restricted Stock Unit Awards

We grant restricted stock units to certain employees under the 2004 Plan which give the recipients the right to receive shares of our stock upon vesting. The restricted stock unit awards vest in equal annual installments over the term of the grants. Unvested restricted stock unit awards will be forfeited if the recipient ceases to be employed by us, competes with our business or otherwise engages in activities detrimental to our business before such date.

The following table summarizes information about restricted stock unit activity for the year ended May 31, 2015.

	Non-Vested Stock Award Units	Weighted Average Grant-Date Fair Value
Non-vested at beginning of year	587,991	\$ 14.82
Granted	242,158	\$ 14.75
Vested	(160,207)	\$ 14.83
Canceled	(106,841)	\$ 12.33
Non-vested at end of year	563,101	\$ 13.73
Awards expected to vest in future periods	492,432	\$ 13.73

The fair value of each restricted stock unit is the market price of our stock on the date of grant. The weighted average grant date fair value of restricted stock units granted during the years ended 2015, 2014 and 2013 was \$14.75, \$13.23 and \$10.79, respectively. The total intrinsic value of restricted stock units vesting during the years ended 2015, 2014 and 2013 was \$2.4 million, \$1.8 million, and \$1.2 million, respectively. As of May 31, 2015, there was \$5.6 million of total unrecognized compensation cost related to non-vested restricted stock awards. The cost is expected to be recognized over a weighted average period of 2 years.

We grant performance share awards to certain employees under the 2004 Plan which gives the recipients the right to receive shares of our stock if certain criteria is met. The performance criteria is established by the compensation committee for vesting of the performance share awards and may include factors such as the achievement of certain sales, operating income and earnings per share (“EPS”) goals. Performance share awards are subject to additional conditions, including the recipient’s continued employment with us.

Performance share units are valued using a Monte Carlo simulation model on the date of grant. As of May 31, 2015 and 2014, the weighted average grant date fair market value for new grants was \$19.83 and \$25.56, respectively. Compensation cost is recognized over the performance period when the metrics are probable of being achieved which is typically three years. As of May 31, 2015, 0.2 million performance share units with a weighted average remaining contractual term of 3 years and \$2.2 million of unrecognized compensation cost were outstanding. As of May 31, 2014, 0.1 million performance share units with a weighted average remaining contractual term of 3 years and \$1.8 million of unrecognized compensation cost were outstanding.

4. Employee Stock Purchase Plan

The Employee Stock Purchase Plan (the “Stock Purchase Plan”) provides a means by which our employees (the “participants”) are given an opportunity to purchase our common stock through payroll deductions. On October 29, 2014, our Board of Directors, approved our Amended and Restated Certificate of Incorporation (the “Amended Certificate”). Under the Amended Certificate, the maximum number of shares to be offered under the Stock Purchase Plan is 2,000,000 shares of our common stock, subject to any increase authorized by the Board of Directors. Shares are offered through two purchase periods, each with duration of approximately 6 months, commencing on the first business day of the first and third fiscal quarters. An employee is eligible to participate in an offering period if, on the first day of an offering period, he or she has been employed in a full-time capacity for at least six months, with a customary working schedule of 20 or more hours per week and more than five months in a calendar year. Employees who own stock possessing 5% or more of the total combined voting power or value of all classes of our stock are not eligible to participate in the Stock Purchase Plan. The purchase price of the shares of common stock acquired on each purchase date will be the lower of (i) 85% of the fair market value of a share of common stock on the first day of the offering period or (ii) 85% of the fair market value of a share of common stock on the last day of the purchase period, subject to adjustments made by the Board of Directors. The Stock Purchase Plan is intended to qualify as an “employee stock purchase plan” within the meaning of Section 423 of the Internal Revenue Code. During the year ended May 31, 2015, an additional 800,000 shares of our common stock have been reserved for issuance under the Stock Purchase Plan.

We use the Black-Scholes option-pricing model to calculate the purchase date fair value of the shares issued under the Stock Purchase Plan and recognize expense related to shares purchased ratably over the offering period. During the years ended 2015, 2014 and 2013, 119,001, 146,275 and 123,556 shares, respectively, were issued at an average price of \$11.89, \$9.30 and \$9.80, respectively, under the Stock Purchase Plan. As of May 31, 2015, 1.1 million shares remained available for future purchases under the Stock Purchase Plan.

5. Other items

Share-based compensation expense recognized in the consolidated statement of operations during the years ended 2015, 2014 and 2013 amounted to \$6.0 million, \$5.5 million and \$4.6 million, respectively. The income tax benefit recognized in earnings on the compensation expense recognized for all share-based compensation arrangements amounted to \$2.0 million, \$1.8 million and \$1.5 million, respectively. Income tax expense of \$1.3 million and \$0.5 million was recorded in continuing operations for the excess of cumulative book deductions over actual tax deductions for the years ended 2015 and 2014, respectively. Additional income tax expense of \$0.1 million for 2014 and \$1.6 million for 2013 was recorded in shareholder's equity for the excess book deductions to the extent prior tax deductions exceeded prior book deductions.

NOTE N—EARNINGS PER SHARE

Basic earnings per share are based on the weighted average number of common shares outstanding without consideration of potential common stock. In addition, diluted earnings per share include the dilutive effect of potential common stock consisting of stock options, restricted stock units and performance stock units, provided that the inclusion of such securities is not anti-dilutive. In periods with a net loss, stock options and restricted stock units are not included in the computation of basic loss per share as the impact would be anti-dilutive.

The following table reconciles basic to diluted weighted average shares outstanding for the years ended May 31, 2015, 2014 and 2013:

	2015	2014	2013
Basic	35,683,139	35,135,689	34,817,279
Effect of dilutive securities	—	304,161	—
Diluted	35,683,139	35,439,850	34,817,279
Securities excluded as their inclusion would be anti-dilutive	2,862,414	2,347,426	2,904,944

NOTE O—COMMITMENTS AND CONTINGENCIES

Leases

We are committed under non-cancelable operating leases for facilities and equipment. During fiscal 2015, 2014 and 2013, aggregate rental costs under all operating leases were approximately \$3.4 million, \$2.0 million and \$2.5 million, respectively. Future annual payments under non-cancelable operating leases in the aggregate, of which one includes an escalation clause, with initial remaining terms of more than one year at May 31, 2015, are summarized as follows (in thousands):

2016	\$	2,192
2017		2,013
2018		1,980
2019		1,962
2020		1,749
	\$	9,896

Litigation Matters

AngioDynamics v. biolitec

On January 2, 2008, we commenced an action in the United States District Court for the Northern District of New York entitled AngioDynamics, Inc. v. biolitec, Inc. In this action, we sought judgment against biolitec for defense and

indemnification in two lawsuits which we previously settled. Our claims arise out of a Supply and Distribution Agreement (“SDA”) entered into with biolitec on April 1, 2002. On September 27, 2011, the U.S. District Court granted key portions of our motion for summary judgment in our legal case against biolitec. The Court also dismissed biolitec’s counterclaims against us. The court denied one portion of our summary judgment motion, which sought to recover additional costs from biolitec, leaving this for adjudication at trial. On November 8, 2012, the Court granted partial judgment to us in the amount of \$23.2 million. Biolitec appealed this judgment. On August 23, 2013, the U.S. Court of Appeals for the Second Circuit dismissed biolitec’s appeal.

In October 2009, we commenced an action in the United States District Court for the District of Massachusetts entitled *AngioDynamics, Inc. v. biolitec AG and Wolfgang Neuberger*. The Complaint in this action was amended in March 2010. This action seeks to recover against biolitec, Inc.’s parent entities and CEO for tortiously interfering with biolitec, Inc.’s contractual obligation to defend and indemnify us, and also seeks to pierce the corporate veil of biolitec, Inc. and to invalidate certain alleged fraudulent transfers in order to hold biolitec, Inc.’s parent entities jointly and severally liable for the alleged breach of the SDA. On September 13, 2012, the Massachusetts Court granted our request for a preliminary injunction prohibiting the downstream merger of biolitec AG with its Austrian subsidiary. On April 1, 2013, the U.S. Court of Appeals for the First Circuit affirmed the preliminary injunction. On January 14, 2014, the District Court entered judgment in our favor as to liability. On March 18, 2014, the District Court entered judgment in our favor against Biolitec AG, Biomed Technology Holdings, Ltd., and Wolfgang Neuberger, jointly and severally, in the amount of \$74.9 million. The defendants have appealed this judgment.

August 29, 2013, we became co-plaintiffs in an adversary proceeding in the United States Bankruptcy Court for the District of New Jersey entitled *Cyganowski, Trustee, et al. v. Biolitec U.S., Inc., et al.* In this action, we assert claims of conversion, unjust enrichment, tortious interference, and unfair competition against various biolitec entities for alleged violation of Bankruptcy Court settlement and sale orders under which we acquired certain assets of Biolitec, Inc. On September 3, 2013, we, along with our co-plaintiff, obtained a temporary restraining order against the defendants in this action. On January 22, 2015, the Bankruptcy Court entered a permanent injunction on our behalf for an additional two years.

C.R. Bard, Inc. v. AngioDynamics, Inc.

On January 11, 2012, C.R. Bard, Inc. filed a suit in the United States District Court of Utah claiming certain of our implantable port products infringe on three U.S. patents held by Bard (the "Utah Action"). Bard is seeking unspecified damages and other relief. The Court denied Bard’s motion for pre-trial consolidation with separate actions it filed on the same day against Medical Components, Inc. and Smiths Medical ASD, Inc., but had asked for supplemental briefing on the issue of whether to conduct a common Markman hearing. Meanwhile, we filed petitions for reexamination in the US Patent and Trademark Office ("PTO") which seek to invalidate all 3 patents asserted in the litigation. Our petitions have been granted and 40 of 41 patent claims have been and remain rejected. The Patent Office has issued a Final Rejection of all the claims subject to reexamination and Bard has filed appeals. The parties have completed briefing on the appeals and oral argument was held on June 18, 2015. The parties are awaiting decision by the Board of Appeals and Interferences. The case has been stayed pending final resolution of the PTO process. The Company believes these claims are without merit and intends to defend them vigorously. The Company has not recorded an expense related to the outcome of this litigation because it is not yet possible to determine if a potential loss is probable nor reasonably estimable.

On March 10, 2015, C.R. Bard, Inc. and Bard Peripheral Vascular, Inc. filed suit in the United States District Court for the District of Delaware claiming certain of the Company’s implantable port products infringe three Bard patents (the “Delaware Action”). Bard is seeking unspecified damages and other relief; and the patents asserted in the Delaware Action are different than those asserted in the Utah Action. On June 1, 2015, the Company filed two motions in response to Bard’s Complaint - - one seeks transfer to the District of Utah where the Utah Action is currently pending, and the other seeks dismissal of the entire complaint on grounds that none of the claims in the asserted patents is directed to patent eligible subject matter under Section 101 of the Patent Statute and in light of recent authority from the U. S. Supreme Court. Briefing is complete on both motions (except Bard has requested permission to file a Sur-Reply on the dismissal motion) and the parties are awaiting decision by the Delaware Court. The Company believes these claims are without merit and intends to defend them vigorously. The Company has not recorded an expense related to the outcome of this litigation because it is not yet possible to determine if a potential loss is probable nor reasonably estimable.

LC Beads

In June 2014 we received a subpoena from the U.S. Department of Justice (the “DOJ”) requesting documents in relation to a purported criminal investigation the DOJ is conducting regarding BTG International, Inc.’s LC Bead® product beginning in 2003. RITA Medical Systems and AngioDynamics, Inc., after its acquisition of RITA, was the exclusive distributor of LC Beads in the United States from 2006 through December 31, 2011. We are cooperating fully with this investigation and at this time are unable to predict its scope, duration or outcome.

EVLT

In April 2015 we received a subpoena from the DOJ requesting documents in relation to a criminal investigation the DOJ is conducting regarding purported marketing and sale of certain of AngioDynamics’ VenaCure EVLT products for the treatment of certain indications that had not been approved by the FDA. We are cooperating fully with this investigation and at this time are unable to predict its scope, duration or outcome.

Future Purchase Obligations

We have entered into commitments for future minimum inventory purchases related to several core products. Total future non-cancelable purchase obligations through fiscal 2018 amount to \$9.9 million. There are no such obligations thereafter.

NOTE P—SEGMENTS AND GEOGRAPHIC INFORMATION**Segment information**

We consider our business to be a single segment entity related to the development, manufacture and sale on a global basis of medical devices for vascular access, surgery, peripheral vascular disease and oncology. Our chief operating decision maker (CEO) evaluates the various global product portfolios on a net sales basis. Executives reporting in to the CEO include those responsible for operations and supply chain management, research and development, sales, franchise marketing and certain corporate functions. The CEO evaluates profitability, investment and cash flow metrics on a consolidated worldwide basis due to shared infrastructure and resources. Prior to fiscal year 2013, our business was organized as two segments: Vascular and Oncology/Surgery, each under the direction of a general manager with direct responsibility for all sales, marketing and product development activities.

Total sales by product category are summarized below (in thousands):

	Year Ended		
	May 31, 2015	May 31, 2014	May 31, 2013
Net sales by Product Category			
Peripheral Vascular	\$ 192,833	\$ 192,626	\$ 179,573
Vascular Access	107,874	106,394	106,690
Oncology/Surgery	52,090	49,360	47,155
Supply Agreement	4,177	6,045	8,498
Total	\$ 356,974	\$ 354,425	\$ 341,916

Geographic information

Total sales for geographic areas are summarized below (in thousands):

	Year Ended		
	May 31, 2015	May 31, 2014	May 31, 2013
Net sales by Geography			
United States	\$ 280,851	\$ 280,161	\$ 266,228
International	71,946	68,219	67,190
Supply Agreement	4,177	6,045	8,498
Total	\$ 356,974	\$ 354,425	\$ 341,916

For fiscal years 2015, 2014 and 2013, International sales as a percentage of total net sales were 20%, 19% and 20%, respectively. Sales to any one country outside the U.S., as determined by shipment destination, did not comprise a material portion of our net sales in any of the last three fiscal years. 99% of our total assets are located within the United States.

NOTE Q—RESTRUCTURING

On December 5, 2013, we announced a company-wide operational excellence program designed to save between \$15 and \$18 million during the course of the next three years. The initiative is expected to create greater efficiencies and drive business performance improvements by focusing on several key elements, including product rationalization, lean manufacturing initiatives, supply chain optimization and enterprise resource planning (ERP) implementation. The plan also incorporates the consolidation of our New York plants to establish a single manufacturing center in Glens Falls and a distribution center in Queensbury. During the course of the three-year program, it is expected that we will reduce our New York employee base by approximately 80-100 positions as a result of this plant consolidation and reorganization. Over the three year period, we expect to invest \$5.4 million in facility improvements. In addition, total restructuring charges are estimated to be \$4.7 million. During the year end May 31, 2015, the cost incurred was \$2.0 million, consisting of \$1.5 million of accelerated depreciation and \$0.5 million of severance and related costs. During the year ended May 31, 2014, the cost incurred was \$1.4 million, consisting of \$0.6 million of severance and related costs, \$0.7 million of accelerated depreciation and \$0.1 million in other costs. These costs are included in "Acquisition, restructuring and other items, net" in the statements of income.

During the year ended May 31, 2015, we initiated a restructuring of finance, R&D and S&M organizations to improve our profitability. As part of the restructuring, we recorded \$0.8 million in severance expense which is included in "Acquisition, restructuring and other items, net" in the statement of operations.

NOTE R—QUARTERLY INFORMATION (unaudited)

Quarterly results of operations during the fiscal years ended May 31, 2015 and 2014 are as follows:

	2015			
	First quarter	Second quarter	Third quarter	Fourth quarter
	(in thousands, except per share data)			
Net sales	\$ 87,331	\$ 92,149	\$ 86,597	\$ 90,897
Gross profit	45,825	47,656	37,851	45,557
Net income (loss)	470	1,338	(4,262)	(814)
Earnings (loss) per common share				
Basic	0.01	0.04	(0.12)	(0.02)
Diluted	0.01	0.04	(0.12)	(0.02)

	2014			
	First quarter	Second quarter	Third quarter	Fourth quarter
	(in thousands, except per share data)			
Net sales	\$ 83,644	\$ 88,571	\$ 88,150	\$ 94,060
Gross profit	42,580	44,885	44,793	47,410
Net income (loss)	(373)	(261)	4,515	(1,215)
Earnings (loss) per common share				
Basic	(0.01)	(0.01)	0.13	(0.03)
Diluted	(0.01)	(0.01)	0.13	(0.03)

The data in the schedules above has been intentionally rounded to the nearest thousand and therefore the quarterly amounts may not sum to the full year amounts.

During the quarter ended February 28, 2015, the Company recorded aggregate out of period corrections of \$0.4 million, net of tax, which negatively impacted net income (loss) in the period. These corrections were primarily associated with research and development expense that should have been recorded in the first half of fiscal 2015. During the quarter ended May 31, 2015, the Company recorded aggregate out of period corrections of \$0.3 million, net of tax, which negatively impacted net income (loss) in the period. These corrections were primarily associated with lease expense that should have been recorded in prior periods. The Company has determined that these adjustments were not material to any current, prior annual or interim periods.

AngioDynamics, Inc. and Subsidiaries

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

Column A	(in thousands)			
	Column B	Column C	Column D	Column E
Description	Balance at Beginning of Year	Additions - Charged to costs and expenses	Deductions	Balance at End of Period
Year Ended May 31, 2013				
Allowance for deferred tax asset (a)	1,196	—	(484)	712
Allowance for sales returns and doubtful accounts (b)	933	4,134	(3,795)	1,272
Totals	\$ 2,129	\$ 4,134	\$ (4,279)	\$ 1,984
Year Ended May 31, 2014				
Allowance for deferred tax asset (a)	712	819	—	1,531
Allowance for sales returns and doubtful accounts (b)	1,272	7,342	(6,878)	1,736
Totals	\$ 1,984	\$ 8,161	\$ (6,878)	\$ 3,267
Year Ended May 31, 2015				
Allowance for deferred tax asset (a)	1,531	467	(207)	1,791
Allowance for sales returns and doubtful accounts (b)	1,736	1,846	(539)	3,043
Totals	\$ 3,267	\$ 2,313	\$ (746)	\$ 4,834

(a) Use of fully reserved capital losses and expiration of fully reserved state tax credits.

(b) Previously reserved sales returns and accounts written off as uncollectible.

EXHIBITS

- (b) Exhibits
- 2.1 Master Separation and Distribution Agreement, effective as of May 2004, between E-Z-EM, Inc. and AngioDynamics, Inc. (incorporated by reference to Exhibit 10.3 of the Company's registration statement on Form S-1/A, filed with the Commission on May 12, 2004).
- 2.2 Stock Purchase Agreement, dated October 12, 2006, by and between AngioDynamics, Inc., Oncobionic, Inc. and the shareholders of Oncobionic, Inc. (incorporated by reference to Exhibit 2.1 of the Company's quarterly report on Form 10-Q, filed with the Commission on January 11, 2007).
- 2.3 Agreement and Plan of Merger, dated as of November 27, 2006, by and among AngioDynamics, Inc., Royal I, LLC and RITA Medical Systems, Inc. (incorporated by reference to Annex A of the Company's Registration Statement on Form S-4, filed with the Commission on December 8, 2006).
- 2.4 Amendment No. 1, dated December 7, 2006, to the Agreement and Plan of Merger, dated as of November 27, 2006, by and among AngioDynamics, Inc., Royal I, LLC and RITA Medical Systems, Inc. (incorporated by reference to Annex E of the Company's Registration Statement on Form S-4, filed with the Commission on December 8, 2006).
- 2.5 Amendment No. 2, dated January 16, 2007, to the Agreement and Plan of Merger, dated as of November 27, 2006, by and among AngioDynamics, Inc., Royal I, LLC and RITA Medical Systems, Inc. (incorporated by reference to Exhibit 2.1 of the Company's current report on Form 8-K, filed with the Commission on January 16, 2007).
- 2.6 Asset Purchase Agreement, dated as of April 9, 2008, by and between Diomed Holdings, Inc. and Diomed, Inc., as sellers and AngioDynamics, Inc., as Buyer (We agree to furnish to the Commission, upon request, a copy of each exhibit to this Asset Purchase Agreement).
- 2.7 Sale of the Business and Assets of Diomed Limited (in administration), dated April 10, 2008, by and between AngioDynamics, Inc., Diomed Limited (in administration) and Steve Law (as administrator) (We agree to furnish to the Commission, upon request, a copy of each exhibit to this Stock Purchase Agreement).
- 2.8 Stock Purchase Agreement, dated as of January 30, 2012, by and among AngioDynamics, Inc., NM Holding Company, Inc. ("Navilyst"), the stockholders of Navilyst who are, or will be before the closing set forth on the signature pages thereto, solely with respect to, and as specified in, Sections 2.4 and 7.11(b) thereof, the Optionholders who execute joinder agreements thereto, and, solely with respect to, and as specified in, Section 2.6 and Article XII thereof, Avista Capital Partners GP, LLC, in its capacity as sellers' representative (incorporated by reference to Exhibit 2.1 of the Company's current report on Form 8-K filed with the Commission on February 3, 2012).
- 2.9 Stockholders Agreement, dated as of May 22, 2012, among AngioDynamics, Inc. and the stockholders set forth on the signature pages thereto (incorporated by reference to Exhibit 2.2 of the Company's current report on Form 8-K filed with the Commission on May 25, 2012).
- 2.10 Stock Purchase Agreement, dated as of October 8, 2012, by and among AngioDynamics, Inc., Vortex Medical, Inc. ("Vortex"), the stockholders of Vortex set forth on the signature pages thereto, the optionholders of Vortex set forth on the signature pages thereto and CHTP Management Services, Inc., as sellers' representative (incorporated by reference to Exhibit 2.1 of the Company's current report on Form 8-K, filed with the Commission on October 12, 2012).
- 3.1.1 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's quarterly report on Form 10-Q, filed with the Commission on October 7, 2005).
- 3.1.2 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AngioDynamics, Inc.
- 3.2 Amended and Restated By-laws (incorporated by reference to Exhibit 3.2 of the Company's quarterly report on Form 10-Q, filed with the Commission on October 7, 2005).

- 4.1 Credit Agreement, dated as of September 19, 2013, by and among AngioDynamics, Inc., the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A. and Keybank National Association as co-syndication agents, and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Keybank National Association as joint bookrunners and joint lead arrangers (incorporated by reference to Exhibit 10.1 of the Company's current report on Form 8-K filed with the Commission on September 24, 2013).
- 4.2 Except as set forth in Exhibit 4.4 above, the instruments defining the rights of holders of long-term debt securities of the Company and its subsidiaries have been omitted. We agree to furnish to the Commission, upon request, a copy of each instrument with respect to issuances of long term debt of the Company and its subsidiaries.
- 10.1.1 AngioDynamics, Inc. 1997 Stock Option Plan, as amended by the Board and Shareholders on February 27, 2004 (incorporated by reference to Exhibit 10.2 of the Company's registration statement on Form S-1, filed on March 5, 2004).
- 10.1.2 AngioDynamics, Inc. 2004 Stock and Incentive Award Plan (as amended) (incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed with the Commission on September 17, 2014).
- 10.1.3 AngioDynamics 2013 Total Shareholder Return Performance Unit Agreement Program (incorporated by reference to Exhibit 10.2 of the Company's current report on Form 8-K filed with the Commission on November 5, 2013).
- 10.1.4 AngioDynamics 2014 Total Shareholder Return Performance Unit Agreement Program (incorporated by reference to Exhibit 10.1.4 of the Company's annual report on Form 10-K filed with the Commission on January 12, 2015).
- 10.1.5 AngioDynamics 2015 Total Shareholder Return Performance Unit Agreement Program.
- 10.2 AngioDynamics, Inc. Employee Stock Purchase Plan (as amended) (incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed with the Commission on September 17, 2014).
- 10.3.1 Form of Non-Statutory Stock Option Agreement pursuant to the AngioDynamics, Inc. Stock and Incentive Award Plan (incorporated by reference to Exhibit 10.1 of the Company's quarterly report on Form 10-Q, filed with the Commission on October 12, 2004).
- 10.4.1 Form of 2013 Performance Share Award Agreement pursuant to the AngioDynamics, Inc. 2004 Stock and Incentive Award Plan (incorporated by reference to Exhibit 10.2 of the Company's current report on Form 8-K, filed with the Commission on May 12, 2005).
- 10.4.2 Form of 2014 Performance Share Award Agreement pursuant to the AngioDynamics, Inc. 2004 Stock and Incentive Award Plan (incorporated by reference to Exhibit 10.4.2 of the Company's annual report on Form 10-K filed with the Commission on January 12, 2015).
- 10.4.3 Form of 2015 Performance Share Award Agreement pursuant to the AngioDynamics, Inc. 2004 Stock and Incentive Award Plan.
- 10.5.1 Form of Restricted Stock Award Agreement pursuant to the AngioDynamics, Inc. 2004 Stock and Incentive Award Plan (incorporated by reference to the Company's current report on Form 8-K, filed with the Commission on May 12, 2005).
- 10.6 Rita Medical Systems, Inc. 1994 Incentive Stock Plan (incorporated by reference to Exhibit 10.2 of Rita Medical Systems registration statement on Form S-1, filed with the Commission on May 3, 2000)
- 10.7 Horizon Medical Products, Inc. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.11 of Horizon Medical Products' registration statement on Form S-1, filed with the Commission on February 13, 1998).
- 10.8 Rita Medical Systems, Inc. 2000 Stock Plan (incorporated by reference to Exhibit 10.3 of Rita Medical Systems registration statement on Form S-1/A, filed with the Commission on June 14, 2000).

- 10.9 Rita Medical Systems, Inc. 2000 Directors' Stock Plan, as amended on June 8, 2005 (incorporated by reference to Exhibit 99.2 of Rita Medical System's registration statement on Form S-8, filed with the Commission on July 8, 2005).
- 10.10 Rita Medical Systems, Inc. 2005 Stock and Incentive Plan (incorporated by reference to Exhibit 99.1 of Rita Medical System's registration statement on Form S-8, filed with the Commission on July 8, 2005).
- 10.11 Form of Indemnification Agreement of AngioDynamics, Inc. (incorporated by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on May 12, 2006).
- 10.12.1 Form of Severance Agreement of AngioDynamics, Inc. (incorporated by reference to Exhibit 10.1 of the Company's current report on form 8-K, filed with the Commission on October 31, 2007).
- 10.13 Form of Change in Control Agreement (incorporated by reference to Exhibit 10.13 of the Company's annual report on Form 10-K filed with the Commission on January 12, 2015).
- 10.14 Non-Statutory Stock Option Agreement, by and between AngioDynamics, Inc. and Jan Keltjens, dated January 19, 2009 (incorporated by reference to Exhibit 10.3 of the Company's current report on Form 8-K, filed with the Commission on January 23, 2009).
- 10.15 Restricted Stock Agreement, by and between AngioDynamics, Inc. and Jan Keltjens, dated January 19, 2009 (incorporated by reference to Exhibit 10.4 of the Company's current report on Form 8-K, filed with the Commission on January 23, 2009).
- 10.16 Non-Statutory Stock Option Agreement, by and between AngioDynamics, Inc. and Eamonn Hobbs, dated January 20, 2009 (incorporated by reference to Exhibit 10.7 of the Company's current report on Form 8-K, filed with the Commission on January 23, 2009).
- 10.17 Employment Agreement, dated August 15, 2011, between AngioDynamics, Inc. and Joseph M. DeVivo (incorporated by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on August 16, 2011, 2011).
- 10.18 Change in Control Agreement, dated August 15, 2011, between AngioDynamics, Inc. and Joseph M. DeVivo (incorporated by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on August 16, 2011, 2011).
- 10.19 AngioDynamics, Inc. Fiscal Year 2012 Senior Executive Equity Incentive Program (incorporated by reference to Exhibit 10.30 of the Company's annual report on Form 10-K, filed with the commission on August 12, 2011).
- 10.20 Separation and General Release, by and between AngioDynamics, Inc. and Jan Keltjens, dated June 13, 2011 (incorporated by reference to Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on June 14, 2011).
- 10.21 Retirement and Separation Agreement and General Release, dated November 19, 2012, between AngioDynamics, Inc. and D. Joseph Gersuk (incorporated by reference as Exhibit 10.1 of the Company's current report on Form 8-K, filed with the Commission on November 21, 2012).
- 10.22 Change in Control Agreement, effective November 30, 2012, between AngioDynamics, Inc. and Mark T. Frost (incorporated by reference as Exhibit 10.2 of the Company's current report on Form 8-K, filed with the Commission on November 21, 2012).
- 14 Code of Ethics (incorporated by reference to Exhibit 14 of the Company's current report on Form 8-K, filed with the Commission on May 12, 2006).

21	Subsidiaries
23	Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm.
31.1	Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Documents
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Labels Linkbase Documents
101.PRE	XBRL Presentation Linkbase Documents

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ANGIODYNAMICS, INC.**

Pursuant to the provisions of the Delaware General Corporation Law (the “**DGCL**”), AngioDynamics, Inc., a Delaware corporation (the “**Corporation**”), hereby certifies as follows:

1. This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 3, 2004 (the “**Certificate of Incorporation**”).

2. Article FOURTH of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

“**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 80,000,000 shares of capital stock, consisting of (i) 75,000,000 shares of common stock, par value \$.01 per share (the “**Common Stock**”), and (ii) 5,000,000 shares of preferred stock, par value \$.01 per share (the “**Preferred Stock**”).

The Board of Directors is hereby expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.”

3. The amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the DGCL.

4. Except as expressly set forth in this Certificate of Amendment, all other provisions of the Certificate of Incorporation shall remain in full force and effect.

* * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on its behalf by the undersigned authorized officer on this 3rd day of December, 2014.

ANGIODYNAMICS, INC.

/s/Stephen A. Trowbridge

Name: Stephen A. Trowbridge

Title: Senior Vice President and General Counsel

Total Shareholder Return Performance Unit Award Program (the “Program”)
Performance Period July 22, 2015 – July, 2018

I. Purpose of the Program

The purpose of the Program is to align AngioDynamics’ executive compensation program with the interests of shareholders and to reinforce the concept of pay for performance by comparing the relative Total Shareholder Return (“TSR”) of shares of AngioDynamics’ Common Stock (the “Common Stock”) to the TSR of a pre-defined peer group (the “Peer Group”) of companies over a three-year period beginning on July 22, 2015.

The Program entails the grant of Performance Unit Awards, and the program shall be administered under the AngioDynamics 2004 Stock and Incentive Award Plan, as amended (the “Plan”). Terms not defined in this Program document but defined in the Plan shall have the meaning ascribed to such term in the Plan. The Program is established under section 5.II of the Plan and is intended to qualify for the performance-based compensation exception under Section 162(m) of the Internal Revenue Code (“Code”).

II. Eligible Participants

The Program covers members of the Executive Management Team (“EMT”) on the date that awards are granted under the Program as determined and in the amounts established by the Board of Directors (the “Board”).

The Board may review Program eligibility criteria for Participants in the Program from time to time and may revise such criteria at any time, even within a Program year, with or without notice and within its sole discretion.

III. Performance Share Units

Pursuant to the Plan and this Program, the Board may, in its sole discretion, grant Performance Unit Awards to members of the EMT (the “Grant Date”). Each Performance Unit Award shall specify a target number of shares of Common Stock underlying the Performance Unit Award (the “Target Amount”). Shares of Common Stock underlying the Performance Unit Award granted under the Program (the “Performance Unit Awards”) shall be issued only upon satisfaction of both the performance vesting criteria described in this Section III and the payment eligibility criteria described in Section VII. The applicable performance criteria are based on the TSR of AngioDynamics’ Common Stock relative to the TSR of the common stock of the companies in the Peer Group.

The TSR for AngioDynamics and all other companies in the Peer Group will be measured over a three-year period beginning on July 22, 2015 and ending on the day that is the second trading day following AngioDynamics' annual earnings announcement for its fiscal year ended May 31, 2018 (the "Performance Period").

The number of shares of Common Stock that vest under the Performance Unit Award will be in a range of 0% to 200% of the Target Amount of shares of Common Stock pursuant to the Performance Unit Award granted to the Participant based upon AngioDynamics' TSR percentile ranking relative to the Peer Group as follows:

TSR Performance Percentile Rank	Performance Share Units as a Percent of Target
75th Percentile or above	200%
50th Percentile	100%
25th Percentile	50%
Below 25th Percentile	0%

If the minimum level of performance set forth above is achieved for the Performance Period, the number of shares of Common Stock vesting under the Performance Unit Award will be calculated linearly between each set of data points.

Following the end of the Performance Period, the Board shall determine the number of shares of Common Stock, based upon the total number of shares of Common Stock underlying the Target amount of the Performance Unit Award, that shall become vested pursuant to AngioDynamics' relative TRS percentile rank during the Performance Period pursuant to the table set forth above.

The Board shall issue a number of shares of Common Stock underlying the Performance Unit Award to the Participant in accordance with this Program and the applicable grant agreement equal to the number of shares of Common Stock, if any, that vested in the Performance Period.

The Board's determination regarding the Company's performance to the performance criteria with respect to the Performance Period shall be final and binding.

Shares of Common Stock will be delivered or otherwise made available to the Participant as soon as practicable (and in all events within sixty (60) days) after the end of the Performance Period. Any shares of Common Stock underlying a Performance Unit Award as to which the performance criteria of this Section III have not been satisfied as of the end of the Performance Period will be forfeited in their entirety.

IV. Calculation of Total Shareholder Return and Definitions

The TSR for AngioDynamics and each other company in the Peer Group shall include any cash dividends paid during the Performance Period and shall be determined as follows:

Total Shareholder Return for each Performance Cycle =

$$(\text{Change in Stock Price} + \text{Dividends Paid}) / \text{Beginning Stock Price}$$

“**Beginning Stock Price**” with respect to AngioDynamics means the closing price as quoted on the NASDAQ Global Select Market of one share of the Company’s Common Stock on the beginning date of the Performance Period. “Beginning Stock Price” with respect to each other company in the Peer Group means the daily average closing price as quoted on the New York Stock Exchange or the NASDAQ Global Select Market, as applicable, of one (1) share of common stock for the two calendar months *prior* to the beginning of the Performance Period.

“**Change in Stock Price**” means the difference between the Beginning Stock Price and the Ending Stock Price.

“**Dividends Paid**” means the total of all cash dividends paid on one (1) share of stock during the Performance Period.

“**Ending Stock Price**” with respect to AngioDynamics means the closing price as quoted on the NASDAQ Global Select Market of one share of the Company’s Common Stock on the ending date of the Performance Period. “Ending Stock Price” with respect to each other company in the Peer Group means the daily average closing price as quoted on the New York Stock Exchange or the NASDAQ Global Select Market, as applicable, of one (1) share of common stock for the last two calendar months of the Performance Period.

Example: If the Beginning Stock Price for a company was \$25.00 per share, and the company paid \$2.50 in dividends over the Performance Period, and the Ending Stock Price was \$30.00 per share (thereby making the Change in Stock Price \$5.00 (\$30.00 minus \$25.00)), then the TSR for that company would be thirty percent (30%). The calculation is as follows: **0.30** = $(\$5.00 + \$2.50) / \$25.00$

V. Calculation of Percentile Performance

Following the calculation of the TSR for the Performance Period for AngioDynamics and each other company in the Peer Group, AngioDynamics and the other companies in the Peer Group will be ranked, in order of maximum to minimum, according to their respective TSR for the Performance Period.

After this ranking, the percentile performance of AngioDynamics as compared to the other companies in the Peer Group shall be determined by the following formula:

“P” represents the percentile performance which will be rounded, if necessary, to the nearest whole percentile by application of standard scientific rounding conventions.

“N” represents the number of companies in the Peer Group, including AngioDynamics.

“R” represents AngioDynamics’ ranking versus the other companies in the Peer Group.

Example: If AngioDynamics ranked 10th out of 56 companies, the performance (“P”) therefore will be in the 84th percentile.

This calculation is as follows: $0.837 = 1 - (10 - 1) / (56 - 1)$

VI. Peer Group

The companies in the Peer Group can be found in Appendix A attached hereto.

If, during the Performance Period, two companies in the Peer Group merge, the surviving company shall remain in the Peer Group.

If, during the Performance Period, a company in the Peer Group merges with, or is acquired by, a company that is not in the Peer Group, and the company in the Peer Group is the surviving company, then the surviving company shall not be included in the Peer Group.

If, during the Performance Period, a company in the Peer Group merges with, or is acquired by, a company that is not in the Peer Group, and the company in the Peer Group is not the surviving

company or the surviving company is no longer publicly traded, then the surviving company shall not be included in the Peer Group.

If, during the Performance Period, a company in the Peer Group sells all or substantially all of its assets, such company shall not be included in the Peer Group.

If, during the Performance Period, a company in the Peer Group splits-off or spins-off or consummates any other extraordinary reorganization transaction, and such spin-off, split-off or reorganization comprises more than 20% of the assets of the company prior to such spin-off, split-off or reorganization, such company shall not be included in the Peer Group.

If, during the Performance Period, a company in the Peer Group files for bankruptcy or otherwise ceases to be traded or quoted on any national exchange, such Company shall remain in the Peer Group. If no public stock price information is available for such company after it files for bankruptcy or otherwise ceases to be traded or quoted on a national securities exchange, the TSR for such company shall equal a total loss of equity (or -100%) during the Performance Period for which no stock price information is available.

The triggering event for determining whether a company shall be excluded from the Peer Group pursuant to this Section VI shall be the first official announcement of an SEC reportable event.

VII. Payment Eligibility Criteria

Except as set forth below with respect to a Change in Control or termination of employment due to Retirement, death, or Disability, (i) no shares of Common Stock underlying the Performance Unit Award shall issue prior to the end of the Performance Period and (ii) a participant must be employed by the Company (as defined below) through the end of the Performance Period to be eligible to receive shares of Common Stock that have vested under the Performance Unit Award pursuant to Section III of this Program.

Death. If the Participant's employment with AngioDynamics or its subsidiaries or affiliates is terminated due to death on or after the Grant Date, but prior to the end of the Performance Period, the Performance Unit Award shall remain eligible to vest following the end date of the Performance Period according to the vesting provisions set forth in Section III of this Program and the Participant shall receive a pro-rated portion of the Common Stock underlying the Performance Unit Award that would otherwise vest based upon the provisions set forth in Section

III of this Program on the end date of the Performance Period, with the pro-rata portion based on the Participant's whole months of service with the Company during the Performance Period prior to the date of such termination; provided that a partial month of employment will be considered a whole "month of service" for purposes of this Program only if the Participant was employed by AngioDynamics for at least fifteen (15) days during such month. Any portion of the Performance Unit Award that remains unvested on the end date of the Performance Period (after giving effect to such pro-ration) shall be considered to have terminated on such date. The Participant may, from time to time, name any beneficiary or beneficiaries (who may be named contingently or successively) to whom any benefit granted to the Participant under this Program is to be paid in case of his or her death before he or she receives any or all such benefit. Each such designation shall revoke all prior designations by the Participant, shall be in a form prescribed by AngioDynamics, and will be effective only when filed by the Participant in writing with the Secretary of the Company during the Participant's lifetime. In the absence of any such designation, benefits remaining unpaid at the Participant's death shall be paid to the Participant's estate.

Retirement or Disability. If the Participant's employment with AngioDynamics or its subsidiaries or affiliates is terminated due to Retirement or Disability on or after the Grant Date, but prior to the end of the Performance Period, the Performance Unit Award shall remain eligible to vest pursuant to Section III of this Program on the end date of the Performance Period and the Participant shall receive a pro-rated portion of the Common Stock underlying the Performance Unit Award that would otherwise vest pursuant to Section III of this Program based on performance during the Performance Period, with the pro-rata portion based on the Participant's whole months of service with AngioDynamics during the Performance Period prior to the date of such termination; provided that a partial month of employment will be considered a whole "month of service" for purposes of this Agreement only if the Participant was employed by AngioDynamics for at least fifteen (15) days during such month. Any portion of the Performance Unit Award that remains unvested on the end date of the Performance Period (after giving effect to such pro-ration) shall be considered to have terminated on such date.

Other Termination of Employment -- Eligibility Conditions. If the Participant's employment with AngioDynamics or any and of its subsidiaries or affiliates is terminated or the Participant separates from AngioDynamics or its affiliates or subsidiaries for any reason other than death, Retirement or Disability, the Performance Unit Award shall terminate and no shares of Common Stock shall be issued.

Change in Control of the Company. Notwithstanding anything to the contrary in this Agreement, in the event of a Change in Control (as defined in this Program) of AngioDynamics on or after the Grant Date, but prior to the end of the Performance Period and prior to the Participant's termination of employment for any reason, the Participant shall immediately vest in 100% of the Target Amount of shares of Common Stock subject to the Performance Unit Award. Notwithstanding anything to the contrary in this Agreement, in the event the Participant's employment with AngioDynamics or any of its subsidiaries or affiliates terminates due to one of the reasons expressly covered above (except as described in "Other Termination of Employment" set forth above) and a Change in Control of AngioDynamics occurs subsequent to such a termination of employment (but during the Performance Period), the pro-rata vesting provided for in such sections shall be based on the Target Amount of shares of Common Stock subject to the Performance Unit Award. Any shares of Common Stock subject to the Performance Unit Award that become vested pursuant to this section of the Program shall be issued to the Participant upon or as soon as practicable (and in all events within thirty (30) days) after the effective date of the Change in Control of AngioDynamics (or, if so provided by the Board, immediately prior to the Change in Control). In the event a Change in Control of AngioDynamics occurs following the last day of the Performance Period, prior to the Participant's termination of employment for any reason, and prior to the date all vested shares of Common Stock underlying the Performance Unit Award are issued pursuant to this Program, any shares of Common Stock subject to the Performance Unit Award that became vested pursuant to this paragraph of the Program shall be issued to the Participant upon or as soon as practicable (and in all events within thirty (30) days) after the effective date of the Change in Control of AngioDynamics (or, if so provided by the Board, immediately prior to the Change in Control).

For the purposes of this Program, Change in Control shall mean shall mean that any of the following events has occurred:

- (i) any Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company representing more than 50% of the combined voting power of the Company's then outstanding securities, excluding any Person who becomes such a Beneficial Owner in connection with a transaction described in clause (A) of paragraph (iii) below; or
- (ii) the following individuals cease for any reason to constitute a majority of the number of directors serving on the Board: individuals who, at the beginning of any period of two consecutive years or less (not including any period prior to the date of this Agreement), constitute the Board and any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board or nomination for election by the Company's shareholders was approved or

recommended by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of such period or whose appointment, election or nomination for election was previously so approved or recommended; or

(iii) there is consummated a merger or consolidation of the Company or any Subsidiary with any other corporation, other than (A) a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior to such merger or consolidation continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Company or any Subsidiary, at least 60% of the combined voting power of the securities of the Company or such surviving entity or any parent thereof outstanding immediately after such merger or consolidation, or (B) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company representing more than 50% of the combined voting power of the Company's then outstanding securities; or

(iv) the shareholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets, other than a sale or disposition by the Company of all or substantially all of the Company's assets to an entity, at least 60% of the combined voting power of the voting securities of which are owned by shareholders of the Company in substantially the same proportions as their ownership of the Company immediately prior to such sale.

VIII. Termination, Suspension or Modification and Interpretation of the Program

The Board has sole authority over administration and interpretation of the Program and retains the right to exercise discretion as it sees fit, except that, the Board shall have no discretion to increase the number of shares of Common Stock in which a Participant may vest above the amount described in Section III. The Board may terminate, suspend or modify and if suspended, may reinstate with or without modification all or part of the Program at any time, with or without notice to the Participant. The Board reserves the exclusive right to determine eligibility to participate in this Program and to interpret all applicable terms and conditions, including eligibility criteria.

IX. Other

This document sets forth the terms of the Program and is not intended to be a contract or employment agreement between the Participant and AngioDynamics, its subsidiaries or affiliates.

As applicable, it is understood that both the Participant and AngioDynamics have the right to terminate the Participant's employment with the company at any time, with or without cause and with or without notice, in acknowledgement of the fact that their employment relationship is "at will."

To the extent section 409A of the Code ("Section 409A") applies to any Performance Unit Award under this Program, the Performance Unit Award shall be interpreted in a manner consistent with Section 409A. Where Section 409A applies, in the case of any payment made on termination of employment, a termination of employment shall not be deemed to have occurred unless such termination is also a "separation from service" within the meaning of Section 409A and, for purposes of any such provision, references to a "termination," "termination of employment," or like terms shall mean "separation from service." Where Section 409A applies, in the case of a payment made upon a Change in Control, a Change in Control shall not be deemed to have occurred unless there is a change in the ownership or effective control of AngioDynamics, or in the ownership of a substantial portion of the assets of AngioDynamics, as defined in Section 409A. Where required by Section 409A in the case of a specified employee (as determined under Section 409A), payments on termination shall be made on the first business day of the seventh month following termination.

APPENDIX A

Abaxis Inc.	Lakeland Industries Inc.
Abiomed Inc.	Lemaitre Vascular, Inc.
Accuray Inc.	
AlphaTec Holdings Inc.	Masimo Corporation
Articure, Inc.	Merit Medical Systems, Inc.
Atrion Corporation	Mine Safety Appliances Company
C.R. Bard, Inc.	Natus Medical Incorporated
Becton, Dickinson & Company	NuVasive, Inc.
Boston Scientific Corporation	NxStage Medical, Inc.
Cantel Medical Corp.	Resmed Inc.
Conmed Corporation	
CryoLife, Inc.	RTI Surgical, Inc.
Cutera, Inc.	Solta Medical, Inc.
Cyberonics, Inc.	Span-America Medical Systems, Inc.
Cynosure, Inc.	Spectranetics Corporation
Dexcom, Inc.	St. Jude Medical, Inc.
Digirad Corp	Steris Corporation
Edwards Lifesciences Corporation	Stryker Corporation
Endologix, Inc.	
Exactech, Inc.	Synergetics USA, Inc.
Haemonetics Corporation	Teleflex Incorporated
ICU Medical, Inc.	Thoratec Corporation
Insulet Corporation	Varian Medical Systems, Inc.
Integra Lifesciences Holdings Corporation	Vascular Solutions, Inc.
Intricon Corporation	
Intuitive Surgical, Inc.	Wright Medical Group, Inc.
Invacare Corporation	Zimmer Holdings, Inc.

PERFORMANCE UNIT AWARD AGREEMENT

This Performance Unit Award Agreement (this “Agreement”), dated as of the 22nd day of July, 2015 (the “Grant Date”), is between AngioDynamics, Inc., a Delaware corporation (the “Company”), and the (“Participant”), an employee of the Company or any of its affiliates or subsidiaries and whose name appears on the signature page hereto. All capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in either the AngioDynamics 2004 Stock and Incentive Award Plan, as amended (the “Plan”) or in the Total Shareholder Return Performance Unit Award Program (the “Program”) for the period beginning July 22, 2015 and ending on the date that is the second trading day following the Company’s annual earnings announcement for the fiscal year ending May 31, 2018 (the “Performance Period”).

1. Grant and Acceptance of Award. Effective as of the Grant Date, the Company hereby grants to the Participant a Performance Unit Award (the “Performance Unit Award”), subject to the terms and conditions set forth in this Agreement, the Program and the Plan, with respect to [TARGET AMOUNT] (the “Target Amount”) shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”). The grant of this Performance Unit Award shall not confer any right to the Participant (or any other participant) to be granted any Performance Unit Awards in the future under the Program.

2. Eligibility Conditions upon Performance Unit Award. The Participant hereby acknowledges the vesting of any shares of Common Stock underlying the Performance Unit Award is subject to certain eligibility, performance and other conditions set forth herein. All shares of Common Stock vested pursuant to the terms of this Agreement, the Program and the Plan shall be issued to the Participant as soon as practicable (and in all events within sixty (60) days) after the end of the Performance Period.

3. Satisfaction of Performance-Based Conditions. Subject to the eligibility conditions described in Section 7 of this Agreement, except as otherwise provided in Sections 5, 6 and 8 of this Agreement, and the satisfaction of the performance conditions set forth on Appendix A to this Agreement during the Performance Period, shares of Common Stock subject to the Performance Unit Award will vest pursuant to the terms and in accordance with the conditions set forth in the Program. Except as set forth in Sections 5, 6 and 8 of this Agreement, no shares of Common Stock in settlement of vested shares of Common Stock underlying the Performance Unit Award shall be issued to the Participant prior to the end of the Performance Period.

4. Participant's Rights in Common Stock. The shares of Common Stock, if and when issued hereunder, shall be registered in the name of the Participant and evidenced in the manner as the Company may determine. During the period prior to the issuance of Stock (including any Vesting Date according to the Vesting Schedule), the Participant will have no rights of a stockholder of the Company with respect to the Common Stock underlying the Performance Unit Award, including no right to receive dividends or vote the shares of Common Stock underlying each Performance Unit Award.

5. Death. In the event that the Participant's employment with the Company or its subsidiaries or affiliates is terminated due to death on or after the Grant Date, but prior to the end of the Performance Period, the Performance Unit Award shall remain eligible to vest following the end date of the Performance Period (subject to satisfaction of the performance conditions set forth on Appendix A to this Agreement) and the Participant shall receive a pro-rated portion of the Common Stock underlying the Performance Unit Award that would otherwise vest based on performance on the Vesting Date, with the pro-rata portion based on the Participant's whole months of service with the Company during the Performance Period prior to the date of such termination; provided that a partial month of employment will be considered a whole "month of service" for purposes of this Agreement only if the Participant was employed by the Company for at least fifteen (15) days during such month. Any portion of the Performance Unit Award that remains unvested on the Vesting Date (after giving effect to such pro-ration) shall be considered to have terminated on the Vesting Date. The Participant may, from time to time, name any beneficiary or beneficiaries (who may be named contingently or successively) to whom any benefit under this Agreement is to be paid in case of his or her death before he or she receives any or all such benefit. Each such designation shall revoke all prior designations by the Participant, shall be in a form prescribed by the Company, and will be effective only when filed by the Participant in writing with the Secretary of the Company during the Participant's lifetime. In the absence of any such designation, benefits remaining unpaid at the Participant's death shall be paid to the Participant's estate.

6. Retirement or Disability. In the event that the Participant's employment with the Company or its subsidiaries or affiliates is terminated due to Retirement or Disability on or after the Grant Date, but prior to the end of the Performance Period, the Performance Unit Award shall remain eligible to vest following the end date of the Performance Period (subject to satisfaction of the performance conditions set forth on Appendix A to this Agreement) and the Participant shall receive a pro-rated portion of the Common Stock underlying the Performance Unit Award that would otherwise vest based on performance on the Vesting Date, with the pro-rata portion based on the Participant's whole months of service with the Company during the Performance Period prior to the date of such termination; provided that a partial month of employment will be considered a

whole “month of service” for purposes of this Agreement only if the Participant was employed by the Company for at least fifteen (15) days during such month. Any portion of the Performance Unit Award that remains unvested on the Vesting Date (after giving effect to such pro-ration) shall be considered to have terminated on the Vesting Date.

7. Other Termination of Employment -- Eligibility Conditions. If the Participant’s employment with the Company and its affiliates or subsidiaries is terminated or the Participant separates from the Company and its affiliates or subsidiaries for any reason other than death, Retirement or Disability, the Performance Unit Award shall terminate and no shares of Common Stock shall be issued. Except as set forth in Sections 5, 6 and 8, eligibility to be issued shares of Common Stock underlying the Performance Unit Award is conditioned on the Participant’s continuous employment with the Company through the last day of the Performance Period.

8. Change in Control of the Company. Notwithstanding anything to the contrary in this Agreement, in the event of a Change in Control (as defined in the Program) of the Company on or after the Grant Date, but prior to the end of the Performance Period and prior to the Participant’s termination of employment for any reason, the Participant shall immediately vest in 100% of the Target Amount of shares of Common Stock subject to the Performance Unit Award. Notwithstanding anything to the contrary in this Agreement, in the event the Participant’s employment with the Company or any Subsidiary terminates due to one of the reasons expressly covered by Section 5 or Section 6 of this Agreement and a Change in Control of the Company occurs subsequent to such a termination of employment (but during the Performance Period), the pro-rata vesting provided for in such sections shall be based on the Target Amount of shares of Common Stock subject to the Performance Unit Award. Any shares of Common Stock subject to the Performance Unit Award that become vested pursuant to this Section 8 shall be issued to the Participant upon or as soon as practicable (and in all events within thirty (30) days) after the effective date of the Change in Control of the Company (or, if so provided by the Board of Directors, immediately prior to the Change in Control). In the event a Change in Control of the Company occurs following the last day of the Performance Period, prior to the Participant’s termination of employment for any reason, and prior to the date all vested shares of Common Stock underlying the Performance Unit Award are issued pursuant to Section 2 above, any shares of Common Stock subject to the Performance Unit Award that became vested pursuant to the terms of this Agreement and the Program shall be issued to the Participant upon or as soon as practicable (and in all events within thirty (30) days) after the effective date of the Change in Control of the Company (or, if so provided by the Company’s Board of Directors, immediately prior to the Change in Control).

9. Consideration for Stock. The shares of Common Stock underlying the Performance Unit Award that are issued pursuant to this Agreement and the Program will be issued for no cash consideration.

10. Issuance of Stock. The Company shall not be obligated to issue any shares of Common Stock underlying the Performance Unit Award that become vested pursuant to the terms of this Agreement and the Program until (i) all federal and state laws and regulations as the Company may deem applicable have been complied with; (ii) the shares have been listed or authorized for listing upon official notice to the Nasdaq Global Select Market or have otherwise been accorded trading privileges; and (iii) all other legal matters in connection with the issuance and delivery of the shares have been approved by the Company's legal department.

11. Tax Withholding. The Participant acknowledges that he or she shall be responsible for the payment of any taxes of any kind required by any national, state or local law to be paid with respect to the Performance Unit Award or the shares of Common Stock to be awarded hereunder, including, without limitation, the payment of any applicable withholding, income, social and similar taxes or obligations. The Participant further acknowledges that the Company (1) makes no representations or undertakings regarding the treatment of any tax-related matters in connection with any aspect of this Agreement, including the grant of this Performance Unit Award, the vesting of any shares of Common Stock underlying this Performance Unit Award, the issuance of shares of Common Stock hereunder, the subsequent sale of any shares of Common Stock acquired hereunder and the receipt of any dividends; and (2) does not commit and is under no obligation to structure the terms of the grant or any aspect of the Performance Unit Award to reduce or eliminate the Participant's liability for tax-related matters or achieve any particular tax result. Further, if the Participant becomes subject to tax and/or social security contributions in more than one jurisdiction between the Date of Grant and the date of any relevant taxable, tax and/or social security contribution withholding event, as applicable, the Participant acknowledges that the Company may be required to withhold or account for tax-related matters in more than one jurisdiction. Prior to any relevant taxable, tax and/or social security contribution withholding event, the Participant shall pay or make adequate arrangements satisfactory to the Company to satisfy all tax-related matters. In this regard, the Participant authorizes the Company, at its sole discretion, to satisfy the obligations with respect to tax-related matters by one or a combination of the following: (i) withholding from the Participant's wages or other cash compensation paid to him or her by the Company; or (ii) withholding from the proceeds of the sale of shares of Common Stock acquired hereunder, either through a voluntary sale or through a mandatory sale arranged by the Company (on the Participant's behalf pursuant to this authorization); or (iii) withholding in shares of Common Stock to be issued hereunder. To avoid negative accounting treatment, the Company will withhold or account for tax-related matters by

considering applicable minimum statutory withholding amounts or other applicable withholding rates. If the obligation for tax-related matters is satisfied by withholding in shares of Common Stock, for tax purposes, the Participant will be deemed to have been issued the full number of shares of Common Stock subject to the vested portion of this Performance Unit Award, notwithstanding that a number of the shares of Common Stock is held back solely for the purpose of paying the tax-related matters due as a result of any aspect of the Participant's participation in the Program. Finally, the Participant shall pay to the Company any amount of tax-related matters that the Company may be required to withhold or account for as a result of Participant's participation in the Program that cannot be satisfied by the means described in this Section 11. The Company may refuse to issue or deliver shares of Common Stock or the proceeds of the sale of shares of Common Stock to the Participant if the Participant fails to comply with Participant's obligation in connection with any tax-related matters.

12. Compliance with Section 409A. This Agreement is intended to comply with the requirements of Section 409A. Accordingly, all provisions herein shall be construed and interpreted to comply with Section 409A. This Agreement may be amended at any time, without the consent of any party, to avoid the application of Section 409A in a particular circumstance or that is necessary or desirable to satisfy any of the requirements under Section 409A, but the Company shall not be under any obligation to make any such amendment. Nothing in the Agreement shall provide a basis for any person to take action against the Company or any of its subsidiaries or affiliate based on matters covered by Section 409A, including the tax treatment of any amount paid or Performance Unit Award granted under this Agreement, and neither the Company nor any of its subsidiaries or affiliates shall under any circumstances have any liability to any participant or his or her estate or any other party for any taxes, penalties or interest due on amounts paid or payable under the this Agreement, including taxes, penalties or interest imposed under Section 409A. Notwithstanding any provision to the contrary in this Agreement, if shares of Common Stock or other amounts become issuable or distributable under this Agreement by reason of the Participant's Separation from Service and the Participant is a "specified employee," within the meaning of Section 409A, at the time of such Separation from Service, the shares of Common Stock shall not be issued or distributed to the Participant prior to the earlier of (i) the first day of the seventh (7th) month following the date of the Participant's Separation from Service or (ii) the date of the Participant's death, if such delayed commencement is otherwise required in order to avoid a prohibited distribution under Section 409A(a)(2). Upon the expiration of the applicable Section 409A(a)(2) deferral period, all shares of Common Stock underlying the Performance Unit Award issued pursuant to this Agreement or other amounts deferred pursuant to this Section 12 shall be issued or distributed in a lump sum to the Participant. For purposes of this Agreement, "Separation from Service" means

the Participant's separation from service as determined in accordance with Section 409A and the applicable standards of the Treasury Regulations issued thereunder.

13. Recapitalization. In the event there is any change in the Company's Common Stock through the declaration of stock dividends or through recapitalization resulting in stock split-ups or through merger, consolidation, exchange of shares of Common Stock, or otherwise, the number and class of shares of Common Stock subject to this Performance Unit Award shall be equitably adjusted by the Company, in the manner determined in its sole discretion, to prevent dilution or enlargement of rights.

14. Investment Intent. The Participant acknowledges that the acquisition of shares of Common Stock to be issued hereunder is for investment purposes without a view to distribution thereof.

15. Limits on Transferability; Restrictions on Shares; Legend on Certificate. Until the eligibility conditions of this Performance Unit Award have been satisfied and shares of Common Stock have been issued in accordance with the terms of this Agreement or by action of the Company's Board of Directors, this Performance Unit Award is not transferable and shall not be sold, transferred, assigned, pledged, gifted, hypothecated or otherwise disposed of or encumbered by the Participant. Transfers of shares of Common Stock by the Participant are subject to the Company's Insider Trading Policy and applicable securities laws. Shares of Common Stock issued to the Participant in certificate form or to the Participant's book entry account upon satisfaction of the vesting and other conditions of this Performance Unit Award may be restricted from transfer or sale by the Company and evidenced by stop-transfer instructions upon the Participant's book entry account or restricted legend(s) affixed to certificates in the form as the Company or its counsel may require with respect to any applicable restrictions on sale or transfer.

16. Award Subject to the Plan and the Program. The Performance Unit Award made pursuant to this Agreement is made subject to the Plan and the Program. The terms and provisions of the Plan and the Program, as each may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained in this Agreement and a term or provision of the Plan or the Program, the applicable terms and conditions of the Plan or Program will govern and prevail. However, no amendment of the Plan or the Program after the date hereof may adversely alter or impair the issuance of the Common Stock underlying the Performance Unit Award to be made pursuant to this Agreement.

17. No Rights to Continued Employment. This Agreement shall not confer upon the Participant any right to continuation of employment with the Company, its subsidiaries or affiliates, nor shall this Agreement interfere in any way with the Company's right to terminate the Participant's employment at any time with or without cause.

18. Legal Notices. Any legal notice necessary under this Agreement shall be addressed to the Company in care of its General Counsel at the principal executive offices of the Company and to the Participant at the address appearing in the personnel records of the Company for such Participant or to either party at such other address as either party may designate in writing to the other. Any such notice shall be deemed effective upon receipt thereof by the addressee.

19. Governing Law. The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of New York (without regard to the conflict of laws principles thereof) and applicable federal laws. For purposes of litigating any dispute that arises directly or indirectly from the relationship of the parties evidenced by this Agreement, the parties hereby submit and consent to the exclusive jurisdiction of the State of New York and agree that such litigation shall be conducted only in the State of New York, or the federal courts for the United States for the Northern District of New York, and no other courts, where this Performance Unit Award is made and/or to be performed.

20. Headings. The headings contained in this Agreement are for convenience only and shall not affect the meaning or interpretation of this Agreement.

21. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

This Agreement is being signed as of the Grant Date.

AngioDynamics, Inc.

By: _____

Name: _____

Title: _____

Participant

By: _____

Name: _____

APPENDIX A

I. Company Performance Levels

The Performance Share Units will pay out in shares of Common Stock in a range of 0% to 200% of the number of Performance Share Units as follows:

TSR Performance Percentile Rank	Performance Share Units as a Percent of Target
75th Percentile or above	200%
50th Percentile	100%
25th Percentile	50%

II. The Peer Group (as defined in the Program) with respect to this Agreement is set forth below.

Abaxis Inc.	Lakeland Industries Inc.
Abiomed Inc.	Lemaitre Vascular, Inc.
Accuray Inc.	
AlphaTec Holdings Inc.	Masimo Corporation
Articure, Inc.	Merit Medical Systems, Inc.
Atrion Corporation	Mine Safety Appliances Company
C.R. Bard, Inc.	Natus Medical Incorporated
Becton, Dickinson & Company	NuVasive, Inc.
Boston Scientific Corporation	NxStage Medical, Inc.
Cantel Medical Corp.	Resmed Inc.
Conmed Corporation	
CryoLife, Inc.	RTI Surgical, Inc.
Cutera, Inc.	Solta Medical, Inc.
Cyberonics, Inc.	Span-America Medical Systems, Inc.
Cynosure, Inc.	Spectranetics Corporation
Dexcom, Inc.	St. Jude Medical, Inc.
Digirad Corp	Steris Corporation
Edwards Lifesciences Corporation	Stryker Corporation
Endologix, Inc.	
Exactech, Inc.	Synergetics USA, Inc.
Haemonetics Corporation	Teleflex Incorporated
ICU Medical, Inc.	Thoratec Corporation
Insulet Corporation	Varian Medical Systems, Inc.
Integra Lifesciences Holdings Corporation	Vascular Solutions, Inc.
Intricon Corporation	
Intuitive Surgical, Inc.	Wright Medical Group, Inc.
Invacare Corporation	Zimmer Holdings, Inc.

Subsidiaries of AngioDynamics, Inc.

<u>Subsidiary</u>	<u>State of Incorporation or Organization</u>
Vortex Medical	Delaware
NM Holding Company, Inc.	Delaware
Navilyst Medical Holdings, Inc.	Delaware
Navilyst Medical, Inc.	Delaware
AngioDynamics UK Limited	United Kingdom
AngioDynamics Netherlands B. V.	Netherlands
RITA Medical Systems, LLC	Delaware
AngioDynamics Netherlands B. V.	Netherlands
Clinical Devices, B. V.	Netherlands

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-190642) and on Form S-8 (No 333-120057, No. 333-138456, No. 333-140627, No. 333-161355, No. 333-162844, No. 333-170619, No. 333-190640 and No. 333-203441) of AngioDynamics, Inc. of our report dated August 10, 2015 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
August 10, 2015

CERTIFICATION

I, Joseph M. DeVivo, certify that:

1. I have reviewed this annual report on Form 10-K of AngioDynamics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2015

/ S / JOSEPH M. DEVIVO

Joseph M. DeVivo, President,
Chief Executive Officer

CERTIFICATION

I, Mark T. Frost, certify that:

1. I have reviewed this annual report on Form 10-K of AngioDynamics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 10, 2015

/ S / MARK T. FROST

Mark T. Frost, Executive Vice President,
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO TITLE 18,
UNITED STATES CODE, SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Joseph M. DeVivo, President, Chief Executive Officer and Director of ANGIODYNAMICS, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

1. the annual report on Form 10-K of the Company for the fiscal year ended May 31, 2015 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 10, 2015

/s/ Joseph M. DeVivo

Joseph M. DeVivo, President,
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO TITLE 18,
UNITED STATES CODE, SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark T. Frost, Executive Vice President, Chief Financial Officer of ANGIODYNAMICS, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the best of my knowledge:

1. the annual report on Form 10-K of the Company for the fiscal year ended May 31, 2015 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 10, 2015

/s/ Mark T. Frost

Mark T. Frost, Executive Vice President,
Chief Financial Officer