
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A
(Amendment No. 1)**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 2, 2006

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 1-50761

AngioDynamics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

603 Queensbury Ave., Queensbury, New York
(Address of principal executive offices)

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

12804
(Zip Code)

(518) 798-1215

Registrant's telephone number, including area code

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer Accelerated filer Non-accelerated filer

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 October 3, 2006, there were 15,623,743 shares of the issuer's common stock outstanding.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-Q/A to make certain corrections to our Form 10-Q for the quarter ended September 2, 2006, as filed with the Securities and Exchange Commission (“SEC”) on October 11, 2006 (the “Form 10-Q”):

1. We are correcting a typographical error under the heading classification “Income taxes payable” in our Consolidated Balance Sheet, Liabilities and Stockholders’ Equity, the income taxes payable of “407” was incorrectly included in the June 3, 2006 (audited) column and has been moved to the September 2, 2006 (unaudited) column, the change does not affect any of the calculations on the Consolidated Balance Sheet:
2. We are correcting a typographical error in Note F—Inventories under “Notes to Consolidated Financial Statements (continued)” by changing “6,073” of “Finished goods” for September 2, 2006 to “10,546.”
3. We are correcting a typographical error in Note F—Inventories under “Notes to Consolidated Financial Statements (continued)” by changing “10,546” of “Raw materials” for September 2, 2006 to “6,073.”

To comply with certain technical requirements of the SEC’s rules in connection with the filing of this amendment on Form 10-Q/A and we are setting forth in this amendment a restatement of amended portions of the Form 10-Q, as amended hereby, and adding, as exhibits, certain current dated certifications of our principal executive and principal financial officers. Except for the matters described in this Explanatory Note, this amendment does not modify or update disclosures in, or exhibits to, the Form 10-Q originally filed on October 11, 2006. Furthermore, except for the matters described above, this amendment does not change any previously reported financial results, nor does it reflect events occurring after the date of the original Form 10-Q.

AngioDynamics, Inc. and Subsidiary

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AngioDynamics, Inc. and Subsidiary
CONSOLIDATED BALANCE SHEETS
(in thousands)

	<u>September 2, 2006</u> (unaudited)	<u>June 3, 2006</u> (audited)
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 70,786	\$ 64,042
Marketable securities, at fair value	18,421	25,710
Accounts receivable - trade, net of allowance for doubtful accounts of \$468 and \$430, respectively	12,135	13,486
Inventories, net	18,421	15,968
Deferred income taxes	814	822
Prepaid expenses and other	1,421	2,128
Total current assets	<u>121,998</u>	<u>122,156</u>
PROPERTY, PLANT AND EQUIPMENT - AT COST, less accumulated depreciation and amortization	10,612	10,802
DEFERRED INCOME TAXES	524	386
INTANGIBLE ASSETS, less accumulated amortization of \$1,235 and \$1,203, respectively	8,534	3,565
OTHER ASSETS	90	91
TOTAL ASSETS	<u>\$ 141,758</u>	<u>\$ 137,000</u>

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

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

	<u>September 2, 2006</u> (unaudited)	<u>June 3, 2006</u> (audited)
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 3,899	\$ 5,791
Accrued liabilities	4,059	4,836
Income taxes payable	407	
Current portion of long-term debt	180	180
Total current liabilities	<u>8,545</u>	<u>10,807</u>
LONG-TERM DEBT, net of current portion	2,710	2,755
OTHER LONG-TERM LIABILITIES	<u>3,500</u>	
Total liabilities	<u>14,755</u>	<u>13,562</u>
COMMITMENTS AND CONTINGENCIES		
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 - 45,000,000 shares authorized; issued and outstanding 15,541,236 shares at September 2, 2006 and 15,469,431 shares at June 3, 2006	155	155
Additional paid-in capital	121,872	120,219
Retained earnings	5,044	3,146
Accumulated other comprehensive loss	(68)	(82)
Total stockholders' equity	<u>127,003</u>	<u>123,438</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 141,758</u>	<u>\$ 137,000</u>

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

AngioDynamics, Inc. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

September 2, 2006 and August 27, 2005
(unaudited)

NOTE F - INVENTORIES

Inventories consist of the following:

	<u>September 2, 2006</u>	<u>June 3, 2006</u>
	(in thousands)	
Finished goods	\$ 10,546	\$ 9,115
Work in process	1,802	2,239
Raw materials	6,073	4,614
	<u>\$ 18,421</u>	<u>\$15,968</u>

Reserves for excess and obsolete inventory were \$1,580,000 and \$1,322,000 at September 2, 2006 and June 3, 2006, respectively.

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Item 6. **Exhibits**

No.	Description
31.1	Certification pursuant to Rule 13a-14(a) or 15d-14 under the Securities Exchange Act of 1934
31.2	Certification pursuant to Rule 13a-14(a) or 15d-14 under the Securities Exchange Act of 1934
32.1	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
32.2	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

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ANGIODYNAMICS, Inc.
(Registrant)

Date December 8, 2006

/s/ Eamonn P. Hobbs
Eamonn P. Hobbs, President,
Chief Executive Officer

Date December 8, 2006

/s/ Joseph G. Gerardi
Joseph G. Gerardi, Vice President
Chief Financial Officer
(Principal Financial and Chief
Accounting Officer)

CERTIFICATION

I, Eamonn P. Hobbs, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 15(d)-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: December 8, 2006

/s/ Eamonn P. Hobbs

Eamonn P. Hobbs, President,
Chief Executive Officer and Director

CERTIFICATION

I, Joseph G. Gerardi, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 15(d)-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: December 8, 2006

/s/ Joseph G. Gerardi

Joseph G. Gerardi, Vice President –
Chief Financial Officer and Treasurer

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, Eamonn P. Hobbs, 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 quarterly report on Form 10-Q of the Company for the fiscal quarter ended September 2, 2006 (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: December 8, 2006

/s/ Eamonn P. Hobbs

Eamonn P. Hobbs, President,
Chief Executive Officer, Director

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, Joseph G. Gerardi, 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 quarterly report on Form 10-Q of the Company for the fiscal quarter ended September 2, 2006 (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: December 8, 2006

/s/ Joseph G. Gerardi

Joseph G. Gerardi, Vice President –
Chief Financial Officer and Treasurer