

ANGIODYNAMICS INC
Form 4
August 08, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burgstahler David F

(Last) (First) (Middle)

C/O AVISTA CAPITAL PARTNERS, 65 E. 55TH STREET, 18TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANGIODYNAMICS INC [ANGO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/06/2013 | | A | 3,000 (1) \$ 0 | 5,850 | D | |
| Common Stock | | | | | 5,848,255 | I | See footnote (2) |
| Common Stock | | | | | 1,542,132 | I | See footnote (3) |
| Common Stock | | | | | 2,042,621 | I | See footnote (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 11.92 | 08/06/2013 | | A | 7,000 | 08/06/2014 ⁽⁵⁾ 08/06/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Burgstahler David F C/O AVISTA CAPITAL PARTNERS 65 E. 55TH STREET, 18TH FLOOR NEW YORK, NY 10022 | X | X | | |

Signatures

/s/ Stephen A. Trowbridge, Attorney in Fact
08/08/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The acquisition of 3,000 shares of common stock represents 3,000 restricted stock units, each of which represents a contingent right to
- (1) receive one share of AngioDynamics, Inc. common stock. The restricted stock units vest in four equal installments beginning on 8/6/2014.
 - (2) Represents shares of the Issuer held by Avista Capital Partners, L.P. ("ACP"). Avista Capital Partners GP, LLC ("ACP GP") is the general partner of ACP. Mr. Burgstahler is a member of the investment committee of ACP GP. By virtue of these relationships, Mr. Burgstahler may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP. Mr. Burgstahler expressly disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein.

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(3) Represents shares of the Issuer held by Avista Capital Partners (Offshore), LP ("ACP Offshore"). ACP GP is the general partner of ACP Offshore. Mr. Burgstahler is a member of the investment committee of ACP GP. By virtue of these relationships, Mr. Burgstahler may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP Offshore. Mr. Burgstahler expressly disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein

(4) Represents shares of the Issuer held by Navilyst Medical Co-Invest, LLC ("NM Co-Invest"). ACP GP is the managing member of NM Co-Invest. Mr. Burgstahler is a member of the investment committee of ACP GP. By virtue of these relationships, Mr. Burgstahler may be deemed to share voting and dispositive power with respect to the shares of common stock held by NM Co-Invest. Mr. Burgstahler expressly disclaims beneficial ownership of any such securities, except to the extent of his pecuniary interest therein.

(5) Options for 25% of the shares are each exercisable on 8/6/2014, 8/6/2015, 8/6/2016 and 8/6/2017, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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