

ANGIODYNAMICS INC
 Form 3
 November 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Trowbridge Stephen A (Last) (First) (Middle) 14 PLAZA DRIVE (Street) LATHAM, NY 12110 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/29/2014	3. Issuer Name and Ticker or Trading Symbol ANGIODYNAMICS INC [ANGO]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP and General Counsel	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,765 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	08/06/2012	08/06/2015	Common Stock	5,800	\$ 15.27	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	08/06/2020	Common Stock	17,470	\$ 11.92	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	07/25/2021	Common Stock	13,625	\$ 14.07	D	Â
Performance Right	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	7,151	\$ 0	D	Â
Performance Right	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	6,314	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trowbridge Stephen A 14 PLAZA DRIVE LATHAM, NY 12110	Â	Â	Â SVP and General Counsel	Â

Signatures

/s/ Stephen A.
Trowbridge

11/10/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This number includes 14,883 shares of common stock ("Common Stock") of AngioDynamics, Inc. (the "Company") underlying restricted stock units, of which (i) 3,625 shares will vest on August 3, 2015; (ii) 2,500 shares will vest on August 3, 2016; (iii) 1,341 shares will vest on each of August 6, 2015, 2016 and 2017; (iv) 1,183 shares will vest on July 25, 2015; and (v) 1,184 shares will vest on each of July 25, 2016, 2017 and 2018.
- (2) These stock options vest in four annual installments beginning on August 6, 2014, such that 4,368 options vested on August 6, 2014, 4,368 options will vest on August 6, 2015, and 4,367 options will vest on each of August 6, 2016 and 2017.
- (3) These stock options vest in four annual installments beginning on July 25, 2015, such that 3,407 options will vest on July 25, 2015, and 3,406 options will vest on each of July 25, 2016, 2017 and 2018.
- (4) Each performance right represents a contingent right to receive one share of Common Stock. The target number of shares of Common Stock is indicated in column 3 of Table II. Between 0% and 200% of the target number will be earned based on total shareholder return relative to a peer group of companies over a three-year performance period covering the Company's fiscal years 2014, 2015 and 2016. A portion of the shares may be earned based on performance in each year of the performance period. Any shares that do not vest at the end of the performance period will be forfeited.
- (5) Each performance right represents a contingent right to receive one share of Common Stock. The target number of shares of Common Stock is set forth in column 3 of Table II. Between 0% and 200% of the target number will be earned based on total shareholder return relative to a peer group of companies over a three-year performance period covering the Company's fiscal years 2015, 2016 and 2017. Any shares that do not vest at the end of the performance period will be forfeited.

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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