

ANGIODYNAMICS INC
Form 3
May 23, 2012

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Avista Capital Partners GP, LLC			(Month/Day/Year)	ANGIODYNAMICS INC [ANGO]	
(Last)	(First)	(Middle)	05/22/2012		
65 EAST 55 STREET,Â 18TH FLOOR			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
NEW YORK,Â NYÂ 10022			___ Director <u> X </u> 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	___ Officer ___ Other		___ Form filed by One Reporting Person
			(give title below) (specify below)		<u> X </u> Form filed by More than One Reporting Person

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, \$0.01 par value per share	5,848,255	I	See footnote <u>(1)</u>
Common Stock, \$0.01 par value per share	1,542,132	I	See footnote <u>(2)</u>
Common Stock, \$0.01 par value per share	2,042,621	I	See footnote <u>(3)</u>

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)

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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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avista Capital Partners GP, LLC 65 EAST 55 STREET 18TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Avista Capital Partners, L.P. 65 EAST 55 STREET 18TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Avista Capital Partners (Offshore), L.P. 65 EAST 55 STREET 18TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Navilyst Medical Co-Invest, LLC 65 E. 55TH STREET 18TH FLOOR NEW YORK, NY 10022	^	^ X	^	^

Signatures

Avista Capital Partners GP, LLC By: /s/ Ben Silbert **Signature of Reporting Person	05/23/2012 Date
Avista Capital Partners, L.P. By: Avista Capital Partners GP, LLC, its General Partner By: /s/ Ben Silbert **Signature of Reporting Person	05/23/2012 Date
Avista Capital Partners (Offshore), LP By: Avista Capital Partners GP, LLC, its General Partner By: /s/ Ben Silbert **Signature of Reporting Person	05/23/2012 Date
Navilyst Medical Co-Invest, LLC By: Avista Capital Partners GP, LLC, its Manager By: /s/ Ben Silbert **Signature of Reporting Person	05/23/2012 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) 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. By virtue of this relationship, ACP GP may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP. Each of ACP GP and ACP expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

(2) Represents shares of the Issuer held by Avista Capital Partners (Offshore), LP ("ACP Offshore"). ACP GP is the general partner of ACP Offshore. By virtue of this relationship, ACP GP may be deemed to share voting and dispositive power with respect to the shares of common stock held by ACP Offshore. Each of ACP GP and ACP Offshore expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

(3) 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. By virtue of this relationship, ACP GP may be deemed to share voting and dispositive power with respect to the shares of common stock held by NM Co-Invest. Each of ACP GP and NM Co-Invest expressly disclaims beneficial ownership of any such securities, except to the extent of its pecuniary interest therein.

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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