

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 7, 2013**

AngioDynamics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

000-50761

11-3146460

(State or Other Jurisdiction of Incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

14 Plaza Drive Latham, New York

12110

(Address of Principal Executive Offices)

(Zip Code)

(518) 795-1400

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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Item 2.02 – Results of Operations and Financial Condition.

On March 7, 2013, AngioDynamics, Inc. (the “Company”) issued a press release announcing preliminary results for the fiscal third quarter ended February 28, 2013.

The information set forth in Item 2.02 of this Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This document and its attachments include "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Investors can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as "expect," "reaffirm," "anticipate," "plan," "believe," "estimate," "may," "will," "predict," "project," "might," "intend," "potential," "could," "would," "should," "optimistic," "seek," "continue," "pursue," or "our future success depends," or the negative or other variations thereof or comparable terminology, are intended to identify such forward-looking statements. In particular, they include statements relating to, among other things, future actions, strategies, future performance and future financial results of the Company. These forward-looking statements are based on current expectations and projections about future events.

Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified and, consequently, the actual performance or results of the Company may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the factors described from time to time in the Company's reports filed with the SEC, including the Company's Form 10-K for the fiscal year ended May 31, 2012, financial community and rating agency perceptions of the Company; the effects of economic, credit and capital market conditions on the economy in general, and on medical device companies in particular; domestic and foreign health care reforms and governmental laws and regulations; third-party relations and approvals, technological advances and patents attained by competitors; and challenges inherent in new product development, including obtaining regulatory approvals. In addition to the matters described above, the ability of the Company to develop its products, future actions by the FDA or other regulatory agencies, results of pending or future clinical trials, the outcome of pending litigation, overall economic conditions, general market conditions, market acceptance, foreign currency exchange rate fluctuations, and the effects on pricing from group purchasing organizations and competition and the ability of the Company to integrate purchased businesses, may affect the actual results achieved by the Company.

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. The Company disclaims 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.

Item 9.01 – Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 7, 2013.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated March 7, 2013.

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AngioDynamics Provides Preliminary Fiscal 2013 Third Quarter Results

-Conference Call Scheduled for March 8, 2013 at 8:30 a.m. ET-

ALBANY, N.Y., (March 7, 2013) – AngioDynamics (NASDAQ: ANGO), a leading provider of innovative, minimally invasive medical devices for vascular access, surgery, peripheral vascular disease and oncology, today provided preliminary unaudited financial results for the fiscal 2013 third quarter ended February 28, 2013.

Currently, the Company expects to report net sales for the third quarter of approximately \$82 million, compared to the Company’s previous net sales forecast of \$89 million to \$90 million. The Company’s third quarter net sales were primarily impacted by sales attrition in its Vascular Access business, softness in procedure volumes in the Company’s Peripheral Vascular business, and delays in capital equipment purchases that reduced Oncology/Surgery sales. During the third quarter, the Company continued to implement its cost reduction initiatives, which partially offset the lower than expected sales level. As a result, the Company expects to report adjusted net income for the third quarter in the range of \$0.04 per share to \$0.06 per share.

“We just ended a disappointing quarter,” said Joseph M. DeVivo, President and Chief Executive Officer of AngioDynamics. “At the beginning of the year, we expected to build momentum and grow in the second half, and achieving our goals has been delayed. Across most of our product lines, when comparing the third to the second quarter, our average daily sales were flat. The continued development of our global commercial organization post our integration contributed to our third quarter performance, but we also clearly did not anticipate the weaknesses we saw in elective procedures and in the overall market. Specifically, procedure volumes for EVLT and Cardiology were below our expectations. So, too, were capital equipment sales.”

“We did see many encouraging signs of progress in the quarter,” continued Mr. DeVivo. “We executed a sole-sourced IDN agreement potentially worth more than \$2 million annually, recognized our first U.S. Microsulis sales, converted several large PICC accounts to BioFlo, which now represents 10% of our overall PICC sales and generated more than \$500,000 of AngioVac revenue while completing sales force training. Our original goal of \$1 million in AngioVac sales during fiscal 2013 is well within reach. At the same time, we have managed cash, inventory and expenses well and remained solidly profitable while continuing to generate cash from operations.”

“We’re viewing the third quarter top line performance as a temporary setback. It is simply taking us more time to build momentum as we continue to onboard new technologies while our sales force

settles in. However, we remain as confident as ever in our strategy for growth, our business model and in the management team we have in place,” Mr. DeVivo concluded.

The anticipated preliminary results for the third quarter are based on management's initial analysis of operations and remain subject to completion of the financial statements. The Company will discuss fiscal 2013 third quarter financial results, and comment on the outlook for the fiscal 2013 fourth quarter ended May 30, 2013 on its third quarter earnings conference call on April 9, 2013. The time and access information for the conference call will be announced separately.

Conference Call

AngioDynamics will host a conference call on March 8, 2013 at 8:30 a.m. Eastern Time. To participate in the call, please dial 877-941-9205. In addition, a live webcast and archived replay of the call will be available at <http://investors.angiodynamics.com>. To access the live webcast, please go to the website 15 minutes prior to its start to register, download and install the necessary software.

About AngioDynamics

AngioDynamics Inc. is a leading provider of innovative, minimally invasive medical devices used by professional healthcare providers for vascular access, surgery, peripheral vascular disease and oncology. AngioDynamics' diverse product lines include market-leading ablation systems, fluid management systems, vascular access products, angiographic products and accessories, angioplasty products, drainage products, thrombolytic products and venous products. More information is available at www.AngioDynamics.com.

Trademarks

AngioDynamics and the AngioDynamics logo are trademarks and/or registered trademarks of AngioDynamics Inc., an affiliate or a subsidiary.

Safe Harbor

This release 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, 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,” “optimistic,” 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 AngioDynamics' expectations. Factors that may affect the actual results achieved by AngioDynamics include, without limitation, the ability of AngioDynamics to develop its existing and new products, technological advances and patents attained by competitors, future actions by the FDA or other regulatory agencies, domestic and foreign health care reforms and government regulations, results of pending or future clinical trials, overall economic conditions, the results of on-going litigation, the effects of economic, credit and capital market conditions, general market conditions, market

acceptance, foreign currency exchange rate fluctuations, the effects on pricing from group purchasing organizations and competition, the ability of AngioDynamics to integrate purchased businesses, including Navilyst Medical and its products, R&D capabilities, infrastructure and employees as well as the risk factors listed from time to time in AngioDynamics' SEC filings, including but not limited to its Annual Report on Form 10-K for the year ended May 31, 2012. AngioDynamics does not assume any obligation to publicly update or revise any forward-looking statements for any reason.

SUPPLEMENTAL INFORMATION
PRELIMINARY UNAUDITED NET SALES
BY PRODUCT CATEGORY AND BY GEOGRAPHY

	Three months ended (b)			Nine months ended (c)		
	Feb 28, 2013	Feb 29, 2012	% Growth	Feb 28, 2013	Feb 29, 2012	% Growth
Preliminary as of March 7, 2013						
Net Sales by Product Category						
Vascular						
Peripheral						
Vascular	\$ 43,300	\$ 22,851	89%	\$ 132,361	\$ 66,898	98%
Vascular						
Access	<u>26,400</u>	<u>15,063</u>	75%	<u>79,741</u>	<u>45,864</u>	74%
Total Vascular	69,700	37,914	84%	212,102	112,762	88%
Oncology/Surgery	9,800	13,653	(28%)	33,039	51,335	(36%)
Supply						
Agreement	<u>2,100</u>	<u>-</u>	N/A	<u>6,882</u>	<u>-</u>	N/A
Total	<u>\$ 81,600</u>	<u>\$ 51,567</u>	58%	<u>\$ 252,023</u>	<u>\$ 164,097</u>	54%
	0	0		0	0	
Net Sales by Geography						
United States	\$ 65,900	\$ 43,629	51%	\$ 203,580	\$ 140,587	45%
International	<u>15,700</u>	<u>7,938</u>	98%	<u>48,443</u>	<u>23,510</u>	106%
Total	<u>\$ 81,600</u>	<u>\$ 51,567</u>	58%	<u>\$ 252,023</u>	<u>\$ 164,097</u>	54%

PRO FORMA (a)

Net Sales by Product Category						
Vascular						
Peripheral						
Vascular	\$ 43,300	\$ 44,412	(3%)	\$ 132,361	\$ 131,926	0%
Vascular						
Access	<u>26,400</u>	<u>27,598</u>	(4%)	<u>79,741</u>	<u>83,306</u>	(4%)
Total Vascular	69,700	72,010	(3%)	212,102	215,232	(1%)
Oncology/Surgery	9,800	9,521	3%	33,039	30,080	10%
Supply						
Agreement	<u>2,100</u>	<u>1,838</u>	14%	<u>6,882</u>	<u>7,037</u>	(2%)
Total	<u>\$ 81,600</u>	<u>\$ 83,369</u>	(2%)	<u>\$ 252,023</u>	<u>\$ 252,349</u>	(0%)
Net Sales by Geography						
United States	\$ 65,900	\$ 69,064	(5%)	\$ 203,580	\$ 210,247	(3%)
International	<u>15,700</u>	<u>14,305</u>	10%	<u>48,443</u>	<u>42,102</u>	15%
Total	<u>\$ 81,600</u>	<u>\$ 83,369</u>	(2%)	<u>\$ 252,023</u>	<u>\$ 252,349</u>	(0%)

(a) As if AngioDynamics (excluding LC Beads) and Navilyst Medical were combined in all periods.

(b) Days sales outstanding for the three months ended Feb 28, 2013 and Feb 29, 2012, were 60 and 61 days, respectively.

(c) Days sales outstanding for the nine months ended Feb 28, 2013 and Feb 29, 2012, were 187 and 188 days, respectively.