

ANGIODYNAMICS INC

Form 4

November 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Avista Capital Partners GP, LLC

(Last) (First) (Middle)

AVISTA CAPITAL HOLDINGS,
L.P., 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)

11/18/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2016		S		1,549,945	D	\$ 15.68
							2,903,360
						I	See footnote (1)
Common Stock	11/18/2016		S		541,349	D	\$ 15.68
							1,014,058
						I	See footnote (2)
Common Stock	11/18/2016		J		408,706	D	\$ 15.68
							765,590
						I	See footnote (3)

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 Acquired (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	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 AVISTA CAPITAL HOLDINGS, L.P. 65 E. 55TH STREET, 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners, L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners (Offshore), L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
Navilyst Medical Co-Invest, LLC 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		

Signatures

Avista Capital Partners GP, LLC, By: /s/ Ben Silbert

11/22/2016

__Signature of Reporting Person

Date

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Avista Capital Partners, L.P., By: Avista Capital Partners GP, LLC, its General Partner, By: /s/ Ben Silbert 11/22/2016

__Signature of Reporting Person

Date

Avista Capital Partners (Offshore), L.P., By: Avista Capital Partners GP, LLC, its General Partner, By: /s/ Ben Silbert 11/22/2016

__Signature of Reporting Person

Date

Navilyst Medical Co-Invest, LLC, By: Avista Capital Partners GP, LLC, its Manager, By: /s/ Ben Silbert 11/22/2016

__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).

(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 Navilyst Medical Co-Invest, LLC ("NM Co-Invest"). ACP GP is the manager 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.

(3) Represents shares of the Issuer held by Avista Capital Partners (Offshore), L.P. ("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.

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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