

Clemmer James C
 Form 4
 July 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Clemmer James C

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 14 PLAZA DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/18/2018

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

LATHAM, NY 12110
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 07/18/2018 | | A | (A) or (D) A | 17,469 (1) \$ 0 129,286 | D | |

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)

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| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 20.93 | 07/18/2018 | | A | 55,651 | 07/18/2019 ⁽²⁾ 07/18/2028 | Common Stock |
| Performance Right | ⁽³⁾ | 07/18/2018 | | A | 34,938 | ⁽³⁾ ⁽³⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clemmer James C 14 PLAZA DRIVE LATHAM, NY 12110 | X | | President and CEO | |

Signatures

/s/ Stephen A. Trowbridge, Attorney in Fact 07/20/2018

__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) This acquisition of 17,469 shares of common stock ("Common Stock") of AngioDynamics, Inc. represents 17,469 restricted stock units, each of which represents a contingent right to receive one share of Common Stock. These restricted stock units vest in four equal annual installments beginning on July 18, 2019, such that 25% of the restricted stock units will vest on each of July 18, 2019, 2020, 2021 and 2022.

(2) These stock options vest in four equal annual installments beginning on July 18, 2019, such that 25% of the options will vest on each of July 18, 2019, 2020, 2021 and 2022.

(3) 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 columns 5 and 7 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 ending May 31, 2021. 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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