

ANGIODYNAMICS INC  
Form DEFA14A  
February 23, 2012

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the registrant  x

Filed by a party other than the registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement.
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).
- o Definitive Proxy Statement.
- o Definitive Additional Materials.
- x Soliciting Material Under Rule 14a-12.

AngioDynamics, Inc.  
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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- o Fee paid previously with preliminary materials.
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Filed by AngioDynamics, Inc. Pursuant to Rule 14a-12  
Under the Securities Exchange Act of 1934

Joseph DeVivo  
President & CEO  
February 2012 | NASDAQ: ANGO

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Notice Regarding Forward-Looking Statements

This presentation includes “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,” “potentially,” “should,”

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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 AngioDynamics 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 AngioDynamics’ reports filed with the SEC, including AngioDynamics’ Form 10-K for the fiscal year ended May 31, 2011 and AngioDynamics’ Form 10-Q for the quarterly period ended November 30, 2011; the ability of AngioDynamics to develop its existing and new products; financial community and rating agency perceptions of AngioDynamics; third-party relations and approvals; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; the ability of AngioDynamics to develop its products; future actions by the FDA or other regulatory agencies; domestic and foreign health care reforms and governmental laws and regulations; results of pending or future clinical trials; overall economic conditions; the results of ongoing litigation; the effects of economic, credit and capital market conditions on the economy in general, and on medical device companies in particular; general market conditions; market acceptance; foreign currency exchange rate fluctuations; the effects on pricing from group purchasing organizations and competition and the ability of AngioDynamics to integrate purchased businesses, including Navilyst. Risk and uncertainties related to the proposed transaction include, but are not limited to delays in or failure to obtain any required governmental and regulatory approvals with respect to the transaction; failure to obtain stockholder approval of the issuance of the AngioDynamics common stock in connection with the transaction; failure to consummate or delay in consummating the transaction for other reasons; the possibility that the expected benefits of the transaction, including projected synergies and tax benefits, may not materialize as expected; disruption from the proposed transaction making it more difficult to maintain business and operational relationships; and the failure to successfully integrate the products, R&D capabilities, infrastructure and employees of AngioDynamics and Navilyst.

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.

AngioDynamics disclaims any obligation to update the forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking

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**Certain Financial Projections**

This presentation includes certain financial forecasts regarding AngioDynamics and Navilyst as well as certain pro forma financial forecasts for the combined companies. These forecasts were prepared solely for purposes of evaluating the transaction based on information available as of the date of preparation. There can be no assurance that these financial forecasts will be realized or that actual results will not be significantly higher or lower than forecasted. The financial forecasts cover multiple years and such information by its nature becomes less predictive with each successive year. These financial forecasts were based on numerous variables and assumptions. Such assumptions are inherently uncertain and may be beyond the control of AngioDynamics. Important factors that may affect actual results and cause these financial forecasts to not be achieved include, but are not limited to, the factors described or referenced under the heading “Notice Regarding Forward-Looking Statements.” Neither AngioDynamics nor any other party makes any representation to any stockholder regarding the information included in the financial forecasts set forth herein. Readers of this presentation are cautioned not to rely on the forecasted financial information.

**Forward-Looking Statements**

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AngioDynamics at a Glance  
Worldwide Presence | Albany NY - HQ  
700 Employees | 5 Operating Locations  
Gross Margin 58.3%

Gross Margin 57.2%\*  
Net Income \$8.1M

Net Income \$ 2.3M\*\*

Mission  
To improve patient  
health by being the  
global leader in  
delivering innovative  
minimally invasive  
therapies for  
Peripheral Vascular  
Disease & Oncology,  
while increasing  
shareholder value.  
FY11

Q2 FY12  
Sales \$216M  
Sales \$58M

\*59.8% excluding product recall costs  
\*\*\$3.2M excluding restructuring and other costs

Where We Are

- 100+ person direct sales team in U.S.
  - 50+ markets through 110+ distributors
  - 20+ person direct sales in The Netherlands,  
UK, Germany and France
-

Large, Attractive Market Opportunities

Peripheral

Vascular

\$1.6B

Vascular

Access

\$0.8B

Oncology/

Surgery

\$0.6B

+25%

ANGO Q2 FY12

Growth Revenue

+5%

Total Available Market

+9% \$58M

(% of total)

5%

\$87M

Market

ANGO FY11

8%

\$63M

11%

\$66M\*

\$3B TAM

•End 2010 estimate

\* Includes \$28M in

LC Bead sales.

7% (\$216M)

Peripheral Vascular  
Varicose Vein Ablation

- U.S. \$220M Market | 10% CAGR | 5% U.S. penetration
  - Growth Drivers: reimbursement, training, practice development
- Thrombus Management
- \$500M WW Market | 7% CAGR in targeted segments
- Angiographic Catheters
- \$60M U.S. Market | 2.7% CAGR in targeted segments
  - 80 million+ Americans suffer from some form of venous disorder
  - Currently only 6% of all potential patients have their veins treated
  - Approaching 1M patients treated
  - 2,000-units installed, including 80 new VenaCure® 1470 lasers since introduced in Q4 FY11

The VenaCure 1470 laser operates at a peak on the water absorption curve to precisely deliver targeted energy through the NeverTouch® fiber. The fiber's gold tip eliminates contact with the vein wall and minimizes perforations that typically result in pain and bruising.

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Vascular Access

Implantable Ports

- \$180M U.S. Market | 5% CAGR

- Growth Drivers: Better Device Performance, Better Device Efficiency, Increased Utilization

PICCs

- Largest U.S. vascular access market \$400M | 7% CAGR

- Growth Drivers: Mid-level provider focus, Anti-thrombotic solutions, training and education

Dialysis

- \$160M U.S. Market | 2% CAGR

- Growth Drivers: Addressing CRBSI (coatings), new technologies and treatment options

- 100,000th Smart Port sold in 2011

- 350,000 AngioDynamics ports sold since FY07

5%

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Oncology/Surgery

StarBurst® Radio Frequency Ablation

- WW Market \$250M | 10% CAGR

- Growth Driver: temperature monitoring to ensure complete ablation

NanoKnife® System

- FDA 510(k) for surgical ablation of soft tissue + CE mark\*

- Introduced commercially Q3-2009

- 1,000+ patients treated WW in 57 Centers as of Dec. 30, 2011

Surgical Resection - Habib®

- WW Market \$162M | 9% CAGR

\* The NanoKnife System has received FDA clearance for the surgical ablation of soft tissue. It has not received clearance for the therapy or treatment of any specific disease or condition.

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NanoKnife® System Pancreatic Study  
Market

- 165,000 new patients/year in developed countries WW1
- Greatest unmet clinical need - 4% of diagnosed patients have a 5-year survival rate
- Only 3-7% of patients respond to first-line chemotherapy
  - Only 15% to 20% of diagnosed patients are surgical candidates

Objective

To evaluate the safety and feasibility of the NanoKnife LEDC System when used to treat unresectable pancreatic adenocarcinoma.

Primary Endpoints

No adverse events (AEs) & serious adverse events, unanticipated AEs and device complaints, positive safety lab tests, vital signs, and physical findings.

Study Design

This is a single-center, single-arm treatment, pilot clinical trial with NanoKnife for subjects who have locally advanced, unresectable pancreatic cancer and are unresponsive to chemotherapy.

Fast Facts

- Study Center: University of Verona (Prof. C. Bassi, PI)
  - Study Size: 10 Subjects (Enrollment Complete)
- EU NanoKnife® Panc Study (ONC-208)

1American Cancer Society, Cancer Facts & Figures, 2011, and Global Cancer Fact and Figures, 2008

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Strong US Base, International Opportunity

US: 85% of WW Sales

International: 15%

Strategy

- Focus on high-growth markets
    - International expansion
  - Invest in R&D, transformational tech
    - Accretive Acquisitions
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AngioDynamics & Navilyst Medical  
Creating a World-Class Platform for Growth  
Improved Financial  
Performance

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The Acquisition of Navilyst Medical

A Compelling Deal Expected to Drive Significant Shareholder Value

- The Navilyst purchase price of \$372mm is meaningfully reduced by the value of the identified cost savings and the acquired tax assets
    - The Economic Value(1) paid for Navilyst is estimated to be \$202 - \$217mm
  - The combination will drive significantly improved financial performance based on the following estimates:
    - At least \$0.08 EPS accretion in FY13; Increasingly more accretive through FY16
    - FY13 net cost savings of \$5-7mm; Fully-implemented annual net cost savings of \$10-15mm by FY15
      - FY13 Pro Forma Adjusted EBITDA(2) of \$60mm; Run-rate Adjusted-EBITDA(3) of \$70mm
    - Mid-teen growth in Pro Forma Adjusted EBITDA(2) from FY13 to FY16; 200-300 bps accretion in EBITDA margin by FY16
      - The transaction will optimize AngioDynamics' capital structure and preserve liquidity, with at least \$50mm of free cash flow expected in FY13, including \$11.5mm of free cash flow estimated to be generated annually through FY24 from acquired tax assets
      - There is potential for revenue synergies and additional longer-term cost savings, which have not been included in current forward-looking estimates
      - Updated guidance will be provided at the transaction closing, which is expected in Q4 FY12
- (1) Economic value is equal to the purchase price, less the estimated value of identified cost savings and the acquired tax assets.
- (2) Adjusted EBITDA excludes transaction-related and non-recurring costs.
- (3) Run-rate Adjusted EBITDA includes fully-implemented cost savings and excludes the Medical Device Tax and transaction-related and non-recurring costs.
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Navilyst Projected Adjusted EBITDA(1) (\$mm)

EBITDA

Margin

- Continued sales growth in the Vascular Access and International divisions, and the return to growth of the Fluid Management business, will drive increases in EBITDA
- Gross margins expected to increase 400 bps by FY16 due to favorable sales mix and manufacturing efficiencies
- Operating leverage in SG&A expected to improve margins

Key Performance Drivers

Navilyst Standalone EBITDA Forecast

17.8%

19.2%

(1) Adjusted EBITDA excludes transaction-related and non-recurring costs.

(2) Includes expected cost savings.

\$26

FY16E

Navilyst

Adjusted

EBITDA

The Acquisition of Navilyst is Expected to Increase AngioDynamics' Pro Forma Adjusted EBITDA(1) CAGR to the Mid-teens(2) During FY13 to FY16

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Operational Excellence  
Strategic Sourcing  
Network Optimization  
Research & Development  
Information Technology  
Infrastructure Alignment  
Reductions in waste and product recalls; Working capital optimization;  
Improved capacity utilization and leaner operations  
Work Ongoing to Assess the Magnitude of  
These Additional Opportunities  
Supplier bundling, purchase volume discounts, inventory management  
More efficient and productive warehousing, distribution and logistics  
Implementation of project management office; Faster development cycles  
Integration of ERP and IT platforms  
Consolidation of organizational footprint; Build centers of excellence  
Overview of Net Cost Savings (cont'd)  
Potential for Additional Cost Savings

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Revenue Synergies  
Optimizing Our U.S. Go-to-Market Strategies  
Commercial Focus and Scale Offer Compelling Opportunities for Growth  
(1) BioFlo® is currently pending FDA approval.

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Significant Integration Planning Underway  
Increasing Shareholder Value After the Acquisition

- Integration planning is our top priority and is well underway
    - Retained outside experts to assist in the process
    - Established an Integration Management Office
  - Creating an Operational Excellence group to ensure long-term commitment to best practices
    - Focused on achieving operational efficiencies across combined company
  - Go-to-market strategies will be optimized with newly focused sales channels
    - IT systems will be integrated in a single, worldwide platform
  - R&D spend will be focused on high-return product and technology innovations
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AngioDynamics

Navilyst

Pro Forma FY13 Guidance

Reviewing the Components of Pro Forma Adjusted EBITDA (2)

- \$6mm of net cost savings in FY13 (1)
- \$12.5mm of fully-implemented cost savings by FY15 (1)
  - Excludes potential cost savings associated with operational excellence and footprint consolidation
  - Excludes potential revenue synergies
  - Assumes flat business during Year 1 post close
- Assumes decline in 3rd party supply agreement sales
  - Includes Medical Device Tax
  - Includes Medical Device Tax

Cost Savings

Run-rate business (including fully-implemented cost savings) would have ~\$70mm of Adjusted

EBITDA(2), prior to the Medical Device Tax in FY13

(1) Represents midpoint of \$5-7mm of expected net cost savings in FY13 and \$10-15mm of expected net cost savings by FY15.

(2) Excludes transaction-related and non-recurring expenses.

(3) Run-rate Adjusted EBITDA includes fully-implemented cost savings and excludes the Medical Device Tax.

Medical Device Tax

- Pro Forma FY13 Medical Device Tax of \$3mm

FY13E Adjusted EBITDA (2)

Estimated Cost Savings

Medical Device Tax

Navilyst FY13E Adjusted EBITDA

ANGO FY13E Adjusted EBITDA

(3)

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Optimized Capital Structure and Cash Flow

Impact on the Balance Sheet

Total Debt / EBITDA

- Generates at least \$50mm in free cash flow in FY13 vs. \$27mm standalone
- Pro forma free cash flow of at least \$1.40 per share vs. \$1.05 standalone
  - De-levering, synergies and growth drive increased cash flow thereafter

Overview of Financing

- ~\$150mm of committed financing with coupon of LIBOR +250 bps
    - ~\$100mm of balance sheet cash used as consideration
  - Optimizes capital structure on pro forma basis; lowering cost of capital
- Cash Flow Impact
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Tax Benefits  
Net Sales  
Significant Earnings Accretion  
EBITDA  
Capital Structure  
Substantial Cost Savings  
~\$360mm Net Sales in FY13  
Annual net sales growth in the mid-to-high single digits from FY13 to FY16  
At least \$0.08/share accretive to FY13 Non-GAAP EPS\*  
Increasingly more accretive through FY16  
~\$60mm Pro Forma Adjusted EBITDA\* in FY13  
~\$70mm Run-rate Adjusted EBITDA\*\*  
Expands EBITDA margins by 200-300 bps by FY16  
Mid-teen CAGR in Pro Forma Adjusted EBITDA\* from FY13 to FY16  
\$5-7mm of net cost savings in FY13  
\$10-15mm of fully-implemented net cost savings by FY15  
NPV of tax asset ~\$80mm expected to reduce transaction value to \$292mm  
Estimated cumulative cash tax savings of \$130mm, or \$3.65/share  
Net Debt to FY12 Pro Forma Adjusted EBITDA\* of ~1.6x  
\* Excludes transaction-related costs and nonrecurring costs.  
\*\* Includes fully-implemented estimated net cost savings and excludes transaction-related and nonrecurring costs and the Medical Device Tax.  
Improved Cash Flow  
Expected to generate at least \$50mm in free cash flow in FY13  
Pro Forma Free Cash Flow of at least \$1.40/share vs. standalone of \$1.05  
Summary Estimated Financial Impact  
Driving Shareholder Value in the Near- and Long-term

AngioDynamics intends to file with the Securities and Exchange Commission (the "SEC") a proxy statement regarding the issuance of the AngioDynamics common stock in connection with the proposed transaction. The proxy statement will be mailed to AngioDynamics' stockholders. INVESTORS AND STOCKHOLDERS ARE ENCOURAGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT ANGIODYNAMICS AND THE PROPOSED TRANSACTION. Investors and stockholders will also be able to obtain a free copy of these documents (when they are available), as well as other filings made by AngioDynamics, without charge, at the SEC's web site at <http://www.sec.gov>. In addition, the documents filed by AngioDynamics with the SEC may be obtained free of charge by contacting AngioDynamics' investor relations firm: EVC Group, 60 East 42nd Street, Suite 936, New York, NY 10165.

AngioDynamics and its executive officers, directors and other persons may be deemed to be participants in the solicitation of proxies from AngioDynamics' stockholders with respect to the issuance of the AngioDynamics common stock in connection with the proposed transaction.

Information regarding the officers and directors of AngioDynamics and their ownership of AngioDynamics common stock is set forth in AngioDynamics' proxy statement for its most recent annual meeting, which was filed with the SEC on September 6, 2011. Other information regarding the participants in the solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC regarding the issuance of the AngioDynamics common stock in connection with the proposed transaction.

Additional Information

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