

Greiner Michael  
Form 4  
July 27, 2018

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Greiner Michael

(Last) (First) (Middle)

14 PLAZA DRIVE

(Street)

LATHAM, NY 12110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ANGIODYNAMICS INC [ANGO]

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

07/26/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	07/26/2018		F	511 <sup>(1)</sup> D	\$ 21.88	22,670	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Greiner Michael 14 PLAZA DRIVE LATHAM, NY 12110	EVP and CFO

## Signatures

/s/ Stephen A. Trowbridge, Attorney  
in Fact 07/27/2018

\_\_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) The exempt disposition of 511 shares of Common Stock was made to satisfy tax withholding obligations in connection with the pre-determined vesting of shares underlying restricted stock units granted to the reporting person on July 26, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. NT FACE="Times New Roman" SIZE="2">of our customers in the regions in which we operate. Seismic services are driven by the front-end activity in exploration for hydrocarbons. The other services and fluid and transportation services are directly impacted by the number of rigs operating in the United States and the Gulf of Mexico. The rig counts were off sharply compared to the number of rigs operating during the first and second quarter of 2008. These decreases were offset, in part, by increases in our environmental services segment of \$0.5 million. The increase in environmental services was principally attributable to specialized cleaning projects on client facilities in the Gulf of Mexico. Operating revenues related to our equipment leasing segment, including the Industrial Lift acquisition effective April 2008, decreased by \$5.2 million. This reduction in equipment leasing activity is attributable to the reduction in rigs operated by our customers in the areas we serve.

Direct costs related to services decreased \$8.4 million, from \$26.7 million for the three months ended June 30, 2008 to \$18.3 million for the three months ended June 30, 2009. Direct costs for our seismic services segment, environmental services segment, other services segment, and fluid and transportation services segment enhanced by the BEG acquisition accounted for \$5.1 million, \$0.1 million, \$1.1 million and \$2.0 million of the decrease, respectively. The decreases were in response to lower activity levels as described above. Direct costs related to rentals decreased \$2.3 million, from \$5.4 million for the three months ended June 30, 2008 to \$3.1 million for the three months ended June 30, 2009. Of

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the total decrease in direct costs, \$3.0 million relates to repairs and maintenance and cost of parts sold, \$2.3 million relates to explosives and down-hole supplies, \$2.2 million relates to payroll costs, \$1.2 million relates to fuel and oil, \$1.1 million relates to third-party contract services, and \$0.8 million relates to insurance.

Depreciation and amortization costs increased \$0.1 million from \$3.3 million for the three month period ended June 30, 2008 to \$3.4 million for the three month period ended June 30, 2009. Depreciation expense increased \$0.5 million due partially to the increase in revenue-producing assets from the acquisition of Industrial Lift in April 2008 and partially to the reallocation of the purchase price of Preheat and Rig Tools in 2008. Amortization expense decreased \$0.4 million due to the impairment of intangibles recorded at December 31, 2008.

General and administrative costs decreased \$0.9 million, from \$7.4 million during the three month period ended June 30, 2008 to \$6.5 million during the same three month period of 2009 primarily as a result of a decrease in professional services and related costs.

Interest expense decreased approximately \$1.0 million from \$1.7 million for the three month period ended June 30, 2008, to \$0.7 million for the three month period ended June 30, 2009. The decrease in interest expense was attributable to decreased interest rates on variable interest debt between the periods along with a lower level of debt between the periods. Also, we reduced interest expense by approximately \$0.3 million through the reduction of a previous accrual related to a sales tax assessment. Interest expense includes \$0.5 million and \$0.3 million for the three month periods ended June 30, 2008 and 2009, respectively, related to amortization of deferred loan costs.

Income tax expense decreased by approximately \$1.5 million from \$1.7 million for the period ended June 30, 2008, to \$0.2 million for the three month period ended June 30, 2009. The decrease is attributable to reduced income before taxes for the current quarter compared to the same period in 2008. The effective tax rate for the 2009 quarter is 46.4%. The rate is higher than the statutory federal rate because of the addition of state income taxes and permanent differences encountered in the course of the Company's day-to-day operations.

### **SIX MONTHS ENDED JUNE 30, 2009 COMPARED TO SIX MONTHS ENDED JUNE 30, 2008**

Operating revenues decreased \$22.4 million, from \$89.9 million for the six months ended June 30, 2008 to \$67.5 million for the six months ended June 30, 2009. Operating revenues related to services decreased \$17.7 million. Our seismic services segment, other services segment, and fluid and transportation services segment accounted for \$12.7 million, \$3.2 million and \$3.3 million of the decrease, respectively. The decrease in revenues was due to the erosion of production and drilling activity of our customers in the regions in which we operate. Seismic services are driven by the front-end activity in exploration for hydrocarbons. The other services and fluid and transportation services are directly impacted by the number of rigs operating in the United States and the Gulf of Mexico. The rig counts were off sharply compared to the number of rigs operating during the first six months of 2008. These decreases were offset by increases in our environmental services segment of \$1.5 million. The increase in environmental services was principally attributable to specialized cleaning projects on client facilities in the Gulf of Mexico. Operating revenues related to our equipment leasing segment, after taking into account the Industrial Lift acquisition effective April 2008, decreased by \$4.7 million. This reduction in equipment leasing activity is attributable to the reduction in rigs operated by our customers in the areas we serve.

Direct costs related to services decreased \$15.3 million, from \$51.8 million for the six months ended June 30, 2008 to \$36.5 million for the six months ended June 30, 2009. Direct costs for our seismic services segment, other services segment, and fluid and transportation services segment enhanced by the BEG acquisition accounted for \$10.8 million, \$2.0 million and \$2.3 million of the decrease, respectively. The decreases were in response to lower activity levels as described above. Direct costs related to rentals decreased \$2.2 million, from \$9.8 million for the six months ended June 30, 2008 to \$7.6 million for the six months ended June 30, 2009. Direct costs as a result of the Industrial Lift acquisition accounted for an increase of \$0.8 million, offset by decreases in other areas of the equipment leasing segment. Of the total decrease in direct costs, \$4.2 million relates to

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repairs and maintenance and cost of parts sold, \$3.5 million relates to third-party contract services, \$3.4 million relates to explosives and down-hole supplies, \$3.1 million relates to payroll costs, \$1.8 million relates to fuel and oil and \$0.8 million relates to insurance.

Depreciation and amortization costs increased \$0.6 million from \$6.2 million for the six month period ended June 30, 2008 to \$6.8 million for the six month period ended June 30, 2009. Depreciation expense increased \$2.1 million due partially to the increase in revenue-producing assets from the acquisitions of BEG in January 2008 and Industrial Lift in April 2008 and partially to the reallocation of the purchase price of Preheat and Rig Tools. Amortization expense decreased \$1.5 million due to the impairment of intangibles recorded at December 31, 2008.

General and administrative costs decreased \$3.4 million, from \$16.1 million during the six month period ended June 30, 2008 to \$12.7 million during the same six month period of 2009 primarily as a result of the \$2.4 million Siemens litigation settlement recorded in the first quarter of 2008 and the decrease in professional services and related costs.

Interest expense decreased approximately \$2.0 million from \$3.7 million for the six month period ended June 30, 2008, to \$1.7 million for the six month period ended June 30, 2009. The decrease in interest expense was attributable to decreased interest rates on variable interest debt between the periods along with a lower level of debt between the periods. Also, we reduced interest expense by approximately \$0.3 million through the reduction of a previous accrual related to a sales tax assessment. Interest expense includes \$0.7 million and \$0.6 million, for the six month periods ended June 30, 2008 and 2009, respectively, related to amortization of deferred loan costs.

Income tax expense decreased by approximately \$0.1 million from \$1.1 million for the period ended June 30, 2008, to \$1.0 million for the six month period ended June 30, 2009. The decrease is attributable to a reduction of income before income taxes for the first six months of 2009 compared to the same period in 2008. The effective tax rate for the 2009 quarter is 45.9%. The rate is higher than the statutory federal rate because of the addition of state income taxes and permanent differences encountered in the course of the Company's day-to-day operations.

## **LIQUIDITY AND CAPITAL RESOURCES**

Effective as of April 24, 2008, we completed a modified \$90.0 million credit facility ( Senior Credit Facility ), including a \$50.0 million term loan, a \$25.0 million working capital revolving line of credit, and a \$15.0 million delayed draw term loan available to fund future acquisitions. With the proceeds from the Senior Credit Facility, we (i) repaid approximately \$28.7 million of outstanding principal balance under our previous term loan; (ii) repaid approximately \$2.1 million of outstanding principal balance under our previous capital expenditure loan; (iii) repaid the balance on the previous line of credit; and (iv) closed the acquisition of Industrial Lift. The balance of the proceeds available under the Senior Credit Facility was used to pay fees and expenses of the aforementioned transaction and to provide additional working capital.

On August 28, 2008, the Senior Credit Facility was amended to remove the \$15.0 million delayed draw term loan. As an accommodation to our lender, we agreed to remove the delayed draw portion of the facility in order to make syndication of the loan more manageable.

At June 30, 2009, we had approximately \$2.2 million in cash and restricted cash compared to \$3.0 million in cash and restricted cash at December 31, 2008, and working capital of \$2.3 million at June 30, 2009, compared to \$4.0 million at December 31, 2008. The decrease in working capital from December 31, 2008 to June 30, 2009 is primarily due to a reduction in prepaid expenses due to the amortization of prepaid insurance costs over the policy terms and a reduction of supply inventory levels. Cash provided by operating activities was \$16.9 million for the six months ended June 30, 2009 compared to \$15.0 million for the same period in 2008 due, in part, to an increase in non-cash charges related to reserves for uncollectible accounts and non-cash adjustments to deferred income taxes. Cash used in investing activities was \$0.4 million for the six months ended June 30, 2009 compared to \$27.7 million during the same period in 2008. The difference is due to a \$5.3 million reduction in capital expenditures in 2009 and the fact that 2008 included \$7.1 million applied to the acquisition of BEG and \$13.8 million to the acquisition of Industrial Lift. Cash used in financing activities was \$16.7 million for the six months ended June 30, 2009 compared to \$1.2 million provided by financing activities for the same period in 2008 due primarily to an increase in payments reducing the revolving line of credit and long-term debt.

Historically, our capital requirements have primarily related to the purchase or fabrication of new drilling equipment and related support equipment, expansion of our rental and transportation fleets and new business acquisitions. Thus far in 2009, we have expended approximately \$1.3 million on equipment and other fixed assets. For the remainder of 2009, we expect to explore strategic business opportunities and closely monitor our operational needs for capital expenditures.

We believe that our internally generated cash flow from operations is sufficient to finance our cash requirements for current and future operations, budgeted capital expenditures and debt service for 2009. As we have historically done, we may, from time to time, access available funds under our Senior Credit Facility to supplement our liquidity to meet our cash requirements for day to day operations and times of peak needs throughout the year. Our planned capital expenditures as well as any acquisitions we choose to pursue, are expected to be financed

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through a combination of cash on hand, cash flow from operations and borrowings under our Senior Credit Facility.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no significant changes in our market risks since the year ended December 31, 2008. For more information, please read the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission on March 13, 2009.

**ITEM 4. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit to the Securities and Exchange Commission ( SEC ) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), is recorded, processed, summarized and reported within the time periods specified by the SEC 's rules and forms. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosure.

In accordance with Exchange Act Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our CEO and CFO, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our CEO and CFO have concluded that our disclosure controls and procedures were effective as of June 30, 2009.

There have not been any changes in the Company 's internal control over financial reporting during the second quarter of 2009 that have materially affected, or are reasonably likely to materially affect, the Company 's internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

On May 1, 2008, the former owners of Preheat, Inc., which we acquired in February 2006, filed a lawsuit in federal court in the United States District Court for the Western District of Louisiana in Lafayette, Louisiana, against us, our directors, our current Chief Executive Officer, our current Senior Vice President/Chief Financial Officer, one of our investment advisors, and a principal of the investment advisor. The lawsuit sought, among other things, (i) a declaratory judgment that the Preheat purchase agreement executed in December 2005 is null because of alleged inducement to enter into the purchase agreement by criminal or fraudulent conduct, securities fraud and bad faith breach of the purchase agreement and that one of the former owner 's ERISA rights be clarified, (ii) injunctive relief to halt alleged securities disclosure violations by us and to remove three board members, and (iii) damages resulting from the nullification of the Preheat purchase agreement. On June 23, 2009, a judgment in our favor was received which dismissed, with prejudice, all federal law claims alleging securities law violations against us and other named parties and dismissed, without prejudice, all state law claims. The possibility remains that some of the state law claims will be brought again in state court. At this point, we are unable to assess the ultimate impact of the state court litigation on our financial position, results of operations or cash flows. We believe the claims against us are without merit and we will continue to vigorously contest the legal action.

On May 11, 2009, we entered into a Settlement Agreement, Mutual Release and Indemnity Agreement (the Settlement Agreement ) with Advantage Capital Corporation, et. al (collectively ACP ) to settle claims filed by ACP in the Civil District Court in the Parish of Orleans, State of Louisiana, against us and certain of our executive officers at the time. Under the terms of the Settlement Agreement, we agreed to pay ACP \$0.75 million in cash and 82,872 shares of our common stock valued at \$0.15 million as of the May 12, 2009 closing price of \$1.81 per share. Additionally, we agreed to instruct Eagle Geophysical, Inc. to issue to ACP 17,220 shares of Eagle Geophysical, Inc. common stock valued at \$0.12 million as of its last known trade.

**ITEM 1A. RISK FACTORS**

There have been no material changes from our risk factors set forth under Part I, Item 1A. Risk Factors in our 2008 Form 10-K. In addition to the other information set forth in this report, you should carefully consider these risk factors which could materially affect our business, financial condition or future results. The risks described in our 2008 Form 10-K and our subsequent filings with the Securities and Exchange Commission are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

**ITEM 2. UNREGISTERED SALES OF SECURITIES AND USE OF PROCEEDS**

As a portion of the legal settlement with Advantage Capital, on June 2, 2009, we issued 82,873 unregistered shares of the Company's common stock in partial satisfaction of the settlement agreement.

These securities were issued in reliance upon the exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

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Our annual meeting of stockholders ( Annual Meeting ) was held at our principal executive offices at 4500 NE Evangeline Thruway, Carencro, Louisiana on Wednesday, May 27, 2009. The purpose of the Annual Meeting was to (i) elect to the Board four directors to serve until the next annual meeting of the shareholders or until their successors are elected and qualified, (ii) approve an amendment to the Seventh Amended and Restated OMNI Energy Services Corp. Stock Incentive Plan (the Plan ) to increase the number of shares available for issuance thereunder from 4,250,000 to 5,750,000 shares, (iii) vote, on an advisory basis, on the Company's ability to replace and reprice stock options issued under the Plan, and (iv) ratify the appointment of Grant Thornton LLP as the Company's independent registered public account firm for the year ending December 31, 2009.

The following table provides the number of votes cast related to each proposal:

## (i) To Elect Directors

	<b>For</b>	<b>Against</b>
Ronald E. Gerevas	16,455,642	1,502,410
Barry E. Kaufman	16,597,110	1,360,942
Brian J. Recatto	16,720,753	1,237,299
Richard C. White	16,495,151	1,462,901

The following directors' terms of office continued after the meeting:

Dennis R. Sciotto

Edward E. Colson III

## (ii) To approve an amendment to the Plan to increase the number of shares available for issuance thereunder from 4,250,000 to 5,750,000

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker non-votes</b>
6,601,816	3,138,956	101,927	10,882,535

## (iii) To vote, on an advisory basis, for the Company's ability to replace and reprice stock options issued under the Plan

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker non-votes</b>
14,496,119	5,882,307	346,802	

## (iv) To ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2009

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker non-votes</b>
19,698,311	622,231	404,690	

No other business was submitted before the meeting.



**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1	Section 906 Certification of Chief Executive Officer
32.2	Section 906 Certification of Chief Financial Officer

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on our behalf by the undersigned thereunto duly authorized.

**OMNI ENERGY SERVICES CORP.**

Dated: August 7, 2009

/s/ Brian J. Recatto  
Brian J. Recatto  
President and Chief Executive Officer  
(Principal Executive Officer)

Dated: August 7, 2009

/s/ Ronald D. Mogel  
Ronald D. Mogel  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)