

ANGIODYNAMICS INC
Form 4
August 20, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERARDI JOSEPH G

(Last) (First) (Middle)
603 QUEENSBURY AVE.

(Street)

QUEENSBURY, NY 12804

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 08/17/2007 | | A ⁽¹⁾ | 500 A \$ 0 | 5,052 | 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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 13.18 | | | | | 07/20/2005 ⁽²⁾ | 07/20/2014 | Common Stock | 7,200 |
| Non-Qualified Stock Option (right to buy) | \$ 18.4 | | | | | 08/15/2007 ⁽³⁾ | 08/15/2016 | Common Stock | 6,540 |
| Non-Qualified Stock Option (right to buy) | \$ 24.21 | | | | | 07/29/2006 ⁽⁴⁾ | 07/29/2015 | Common Stock | 10,200 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | | | | | 05/30/2009 | 05/29/2019 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GERARDI JOSEPH G 603 QUEENSBURY AVE. QUEENSBURY, NY 12804 | | | Vice President | |

Signatures

By: Ronald F. Lamy For: Joseph G. Gerardi 08/20/2007

**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) Shares acquired through the vesting and settlement of previously granted performance share awards.
- (2) Options for 25% of the shares are each exercisable on 7/20/05, 7/20/06, 7/20/07, 7/20/08, respectively.
- (3) Options for 25% of the shares will each become exercisable on 8/15/07, 8/15/08, 8/15/09, and 8/15/10, respectively.
- (4) Options for 25% of the shares are each exercisable on 7/29/06, 7/29/07, 7/29/08, and 7/29/09, respectively.

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(5) Each restricted stock unit represents a contingent right to receive one share of AngioDynamics, Inc. common stock.

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. bsp;

Citigroup Mortgage Loan Trust, Inc., CMO,

197

2.833%, 7/25/46 (j)

151,665

362

2.851%, 7/25/37 (j)

295,209

1,372

3.027%, 9/25/37 (j)

1,095,232

2,780

Explanation of Responses:

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5.583%, 8/25/37 (j)

2,181,517

3,487

5.606%, 3/25/37 (j)

3,150,366

5,241

6.50%, 9/25/36 (a)(b)(c)(h) (acquisition cost - \$3,803,529; purchased 4/24/13)

3,650,244

CitiMortgage Alternative Loan Trust, CMO,

6,038

6.00%, 1/25/37

5,155,086

Explanation of Responses:

PIMCO High Income Fund Schedule of Investments

June 30, 2013 (unaudited)

| | | |
|--------|---|------------|
| \$323 | 6.00%, 6/25/37 | \$271,054 |
| | Countrywide Alternative Loan Trust, CMO, | |
| 628 | 2.905%, 2/25/37 (j) | 525,315 |
| 2,364 | 4.06%, 7/25/46 (j) | 2,086,638 |
| 1,193 | 5.208%, 7/25/21 (j) | 1,131,958 |
| 601 | 5.50%, 3/25/36 | 460,443 |
| 1,568 | 6.00%, 2/25/35 | 1,568,636 |
| 463 | 6.00%, 11/25/36 | 365,490 |
| 4,739 | 6.00%, 1/25/37 | 3,783,036 |
| 19,681 | 6.00%, 2/25/37 | 14,661,980 |
| 9,229 | 6.00%, 3/25/37 | 7,338,222 |
| 3,732 | 6.00%, 2/25/47 | 2,940,380 |
| 6,356 | 6.25%, 12/25/36 (j) | 5,041,973 |
| 547 | 6.25%, 8/25/37 | 435,204 |
| 1,740 | 6.50%, 6/25/36 | 1,338,644 |
| 10,481 | 6.50%, 9/25/37 | 8,101,265 |
| | Countrywide Home Loan Mortgage Pass-Through Trust, CMO, | |
| 1,087 | 2.763%, 9/20/36 (j) | 715,425 |
| 122 | 3.08%, 9/25/47 (j) | 99,185 |
| 2,830 | 5.50%, 10/25/35 | 2,758,706 |
| 3,850 | 5.75%, 3/25/37 | 3,552,498 |
| 3,070 | 5.75%, 6/25/37 | 2,793,632 |
| 1,130 | 6.00%, 5/25/36 | 1,027,262 |
| 723 | 6.00%, 4/25/37 | 654,039 |
| 10,889 | 6.00%, 5/25/37 | 9,487,400 |
| 2,923 | 6.25%, 9/25/36 | 2,463,808 |
| 4,257 | Credit Suisse First Boston Mortgage Securities Corp., 6.00%, 1/25/36 CMO | 3,257,770 |
| 2,419 | Credit Suisse Mortgage Capital Certificates Mortgage-Backed Trust, 6.00%, 2/25/37 CMO | 2,148,037 |
| 2,880 | Deutsche ALT-B Securities Mortgage Loan Trust, 5.945%, 2/25/36 CMO | 2,379,361 |
| 168 | First Horizon Mortgage Pass-Through Trust, 2.598%, 5/25/37 CMO (j) | 133,512 |
| | GSR Mortgage Loan Trust, CMO, | |
| 930 | 5.50%, 5/25/36 | 848,473 |
| 1,058 | 6.00%, 7/25/37 | 979,901 |
| | Harborview Mortgage Loan Trust, CMO (j), | |
| 925 | 2.797%, 8/19/36 | 682,663 |
| 100 | 5.162%, 8/19/36 | 81,408 |
| 4,557 | IndyMac Index Mortgage Loan Trust, 4.722%, 5/25/37 CMO (j) | 3,135,190 |
| | JPMorgan Alternative Loan Trust, CMO, | |
| 14,695 | 5.563%, 3/25/37 (j) | 10,646,532 |
| 4,038 | 6.00%, 12/25/35 | 3,541,970 |
| | JPMorgan Mortgage Trust, CMO, | |
| 660 | 5.139%, 1/25/37 (j) | 545,830 |
| 747 | 5.75%, 1/25/36 | 680,941 |
| 446 | Merrill Lynch Alternative Note Asset Trust, 2.854%, 6/25/37 CMO (j) | 286,100 |
| 251 | Merrill Lynch Mortgage-Backed Securities Trust, 4.983%, 4/25/37 CMO (j) | 202,704 |
| 9,800 | RBSSP Resecuritization Trust, 9.445%, 6/26/37 CMO (a)(b)(c)(h)(j) (acquisition cost - \$5,880,000; purchased 5/20/13) | 5,985,534 |
| | Residential Accredit Loans, Inc., CMO, | |
| 8,442 | 6.00%, 12/25/36 | 6,399,582 |
| 2,972 | 6.50%, 7/25/37 | 2,302,025 |
| | Residential Asset Securitization Trust, CMO, | |
| 1,717 | 6.00%, 9/25/36 | 1,162,609 |

Explanation of Responses:

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| | | |
|--------|--|------------|
| 5,309 | 6.00%, 5/25/37 | 4,857,605 |
| 1,085 | 6.25%, 10/25/36 | 799,263 |
| 7,762 | 6.25%, 9/25/37 | 5,529,575 |
| 1,238 | 6.50%, 8/25/36 | 894,882 |
| 4,469 | Residential Funding Mortgage Securities I, 6.25%, 8/25/36 CMO | 4,095,376 |
| | Sequoia Mortgage Trust, CMO (j), | |
| 135 | 2.549%, 1/20/47 | 110,492 |
| 1,625 | 5.251%, 7/20/37 | 1,398,792 |
| | Structured Adjustable Rate Mortgage Loan Trust, CMO (j), | |
| 374 | 5.141%, 1/25/36 | 291,020 |
| 1,474 | 5.163%, 4/25/47 | 1,118,230 |
| 9,734 | 5.379%, 7/25/36 | 6,859,729 |
| | Suntrust Adjustable Rate Mortgage Loan Trust, CMO (j), | |
| 2,313 | 5.413%, 4/25/37 | 1,887,017 |
| 1,725 | 5.811%, 2/25/37 | 1,423,060 |
| 26,629 | WaMu Commercial Mortgage Securities Trust, 5.97%, 3/23/45 CMO (a)(b)(c)(h)(j) (acquisition cost - \$27,577,695; purchased 6/18/13) | 27,555,665 |
| | WaMu Mortgage Pass-Through Certificates, CMO (j), | |
| 234 | 2.088%, 1/25/37 | 184,857 |
| 207 | 2.144%, 4/25/37 | 161,167 |
| 1,898 | 2.379%, 11/25/36 | 1,564,180 |
| 153 | 2.386%, 12/25/36 | 127,773 |
| 427 | 2.443%, 2/25/37 | 329,939 |
| 957 | 2.553%, 2/25/37 | 792,880 |
| 203 | 2.563%, 3/25/37 | 186,968 |
| 381 | 4.48%, 5/25/37 | 307,644 |
| 501 | 4.853%, 2/25/37 | 414,008 |
| 3,686 | 6.099%, 10/25/36 | 3,034,576 |
| 6,446 | Washington Mutual Alternative Mortgage Pass-Through Certificates, 6.50%, 3/25/36 CMO | 3,806,662 |

PIMCO High Income Fund Schedule of Investments

June 30, 2013 (unaudited)

| | | |
|---|---|-------------|
| \$9,497 | Washington Mutual Mortgage Pass-Through Certificates, 6.00%, 6/25/37 CMO | \$7,833,646 |
| 16,488 | Wells Fargo Alternative Loan Trust, 6.25%, 7/25/37 CMO | 14,572,278 |
| 206 | Wells Fargo Mortgage-Backed Securities Trust, 3.01%, 9/25/36 CMO (j) | 184,853 |
| Total Mortgage-Backed Securities (cost-\$258,141,695) | | 271,466,899 |
| SOVEREIGN DEBT OBLIGATIONS - 9.2% | | |
| Brazil - 9.1% | | |
| | Brazil Notas do Tesouro Nacional, Ser. F, | |
| BRL171,000 | 10.00%, 1/1/21 | 73,226,804 |
| 112,000 | 10.00%, 1/1/23 | 47,565,286 |
| | | 120,792,090 |
| Spain - 0.1% | | |
| 900 | Autonomous Community of Catalonia, 4.75%, 6/4/18 | 1,115,839 |
| Total Sovereign Debt Obligations (cost-\$127,720,956) | | 121,907,929 |
| U.S. GOVERNMENT AGENCY SECURITIES - 6.8% | | |
| | Fannie Mae, CMO, IO (b), | |
| \$15,007 | 3.50%, 9/25/27 - 1/25/43 | 2,252,212 |
| 11,664 | 3.50%, 2/25/43 (e) | 2,160,474 |
| 6,934 | 4.00%, 11/25/42 | 1,230,589 |
| 8,630 | 4.50%, 2/25/43 | 1,801,280 |
| 11,590 | 6.007%, 10/25/42 (j) | 2,550,857 |
| 6,320 | 6.407%, 4/25/41 (j) | 1,483,243 |
| 31,189 | 6.437%, 10/25/39 (j) | 6,893,550 |
| 15,356 | 6.457%, 1/25/42 - 3/25/42 (j) | 3,671,746 |
| 10,257 | Farm Credit Bank of Texas, 7.561%, 12/15/13 (f) | 10,282,642 |
| | Freddie Mac, CMO, IO (b), | |
| 140,946 | 2.50%, 10/15/27 - 7/15/42 | 16,402,904 |
| 102,548 | 3.00%, 12/15/42 | 19,172,783 |
| 31,082 | 3.50%, 12/15/26 - 12/15/42 | 5,464,433 |
| 6,383 | 4.00%, 8/15/42 | 1,249,734 |
| 7,811 | 6.008%, 9/15/41 (j) | 1,617,679 |
| | Ginnie Mae, CMO, IO (b), | |
| 17,774 | 3.50%, 1/20/42 - 3/20/43 | 3,394,912 |
| 31,589 | 4.00%, 9/20/42 | 6,081,973 |
| 9,505 | 4.50%, 4/16/42 - 7/20/42 | 2,002,891 |
| 8,134 | 6.458%, 1/20/41 (j) | 1,516,578 |
| Total U.S. Government Agency Securities (cost-\$87,763,863) | | 89,230,480 |
| ASSET-BACKED SECURITIES - 5.6% | | |
| | Countrywide Asset-Backed Certificates, | |
| 12,000 | 5.585%, 10/25/46 (j) | 10,563,192 |
| 3,000 | 5.595%, 8/25/35 | 2,484,780 |
| 13,700 | 5.668%, 7/25/36 | 9,791,280 |
| 31,900 | Greenpoint Manufactured Housing, 8.45%, 6/20/31 (j) | 30,640,382 |
| 607 | GSAA Home Equity Trust, 0.493%, 3/25/37 (j) | 358,705 |
| 5,215 | GSAA Trust, 5.80%, 3/25/37 | 2,947,376 |
| 15,589 | IndyMac Residential Asset-Backed Trust, 0.353%, 7/25/37 (j) | 9,597,434 |
| 5,645 | JPMorgan Mortgage Acquisition Trust, 5.209%, 1/25/37 | 4,597,165 |
| | Morgan Stanley Mortgage Loan Trust (j), | |

Explanation of Responses:

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| | | |
|---|--|------------|
| 1,063 | 5.75%, 11/25/36 | 551,572 |
| 2,330 | 6.25%, 7/25/47 | 1,779,679 |
| 417 | Washington Mutual Asset-Backed Certificates, 0.343%, 5/25/36 (j) | 220,389 |
| Total Asset-Backed Securities (cost-\$71,103,396) | | 73,531,954 |

Shares

PREFERRED STOCK (f)- 3.9%

Banking - 3.0%

| | | |
|---------|---|------------|
| | CoBank ACB, | |
| 10,000 | 6.25%, 10/1/22 (a)(b)(c)(h)(i) (acquisition cost - \$1,061,250; purchased 4/15/13) | 1,032,188 |
| 758,600 | 11.00%, 7/1/13, Ser. C (a)(c)(i) | 37,977,412 |
| | | 39,009,600 |

Diversified Financial Services - 0.9%

| | | |
|---|---|------------|
| 10,000 | Farm Credit Bank of Texas, 10.00%, 12/15/20, Ser. 1 | 12,053,125 |
| Total Preferred Stock (cost-\$54,042,850) | | 51,062,725 |

PIMCO High Income Fund Schedule of Investments

June 30, 2013 (unaudited)

| Principal Amount (000s) | | |
|--|--|-------------------------|
| SHORT-TERM INVESTMENTS - 28.0% | | |
| Repurchase Agreements - 24.7% | | |
| \$14,200 | Barclays Capital, Inc., dated 6/28/13, 0.10% - 0.18%, due 7/1/13, proceeds \$14,200,173; collateralized by U.S. Treasury Inflation Indexed Notes, 0.625%, due 7/15/21, valued at \$8,398,754 and U.S. Treasury Notes, 0.625%, due 5/31/17, valued at \$6,133,032 including accrued interest | \$14,200,000 |
| 15,000 | BNP Paribas Securities Corp., dated 6/28/13, 0.16% - 0.20%, due 7/1/13, proceeds \$15,000,233; collateralized by Fannie Mae, 3.50%, due 5/1/43, valued at \$10,365,435 and U.S. Treasury Inflation Protected Securities, 3.375%, due 4/15/32, valued at \$5,158,831 including accrued interest | 15,000,000 |
| 76,700 | Credit Suisse Securities (USA) LLC, dated 6/28/13, 0.17%, due 7/1/13, proceeds \$76,701,087; collateralized by U.S. Treasury Notes, 2.125%, due 12/31/15, valued at \$77,677,753 including accrued interest | 76,700,000 |
| 100,000 | JPMorgan Chase & Co., dated 6/28/13, 0.20%, due 7/1/13, proceeds \$100,001,667; collateralized by U.S. Treasury Notes, 4.50%, due 5/15/17, valued at \$101,993,706 including accrued interest | 100,000,000 |
| 8,200 | JPMorgan Securities, Inc., dated 6/28/13, 0.20%, due 7/1/13, proceeds \$8,200,137; collateralized by U.S. Treasury Notes, 3.625%, due 8/15/19, valued at \$8,395,060 including accrued interest | 8,200,000 |
| 11,100 | Morgan Stanley & Co., Inc., dated 6/28/13, 0.20%, due 7/1/13, proceeds \$11,100,185; collateralized by U.S. Treasury Bonds, 2.75%, due 11/15/42, valued at \$11,499,910 including accrued interest | 11,100,000 |
| 100,000 | RBC Capital Markets LLC, dated 6/28/13, 0.17%, due 7/1/13, proceeds \$100,001,417; collateralized by U.S. Treasury Notes, 0.25% - 0.75%, due 3/31/15 - 3/31/18, valued at \$102,164,717 including accrued interest | 100,000,000 |
| 1,319 | State Street Bank and Trust Co., dated 6/28/13, 0.01%, due 7/1/13, proceeds \$1,319,001; collateralized by Fannie Mae, 2.20%, due 10/17/22, valued at \$1,347,450 including accrued interest | 1,319,000 |
| Total Repurchase Agreements (cost-\$326,519,000) | | 326,519,000 |
| U.S. Treasury Obligations (g)(k)- 3.3% | | |
| 43,724 | U.S. Treasury Bills, 0.015%-0.041%, 7/5/13-8/8/13 (cost-\$43,723,201) | 43,723,201 |
| Total Short-Term Investments (cost-\$370,242,201) | | 370,242,201 |
| Total Investments (cost-\$1,268,524,371) (l)-100.0% | | \$ 1,319,286,563 |

Notes to Schedule of Investments:

- * Portfolio securities and other financial instruments for which market quotations are readily available are stated at market value. Market value is generally determined on the basis of last reported sales prices, or if no sales are reported, on the basis of quotes obtained from a quotation reporting system, established market makers, or independent pricing services. The Fund's investments are valued daily using prices supplied by an independent pricing service or dealer quotations, or by using the last sale price on the exchange that is the primary market for such securities, or the mean between the last quoted bid and ask price. Independent pricing services use information provided by market makers or estimates of market values obtained from yield data relating to investments or securities with similar characteristics. Centrally cleared swaps are valued at the price determined by the relevant exchange.

The Board of Trustees (the Board) has adopted procedures for valuing portfolio securities and other financial derivative instruments in circumstances where market quotes are not readily available, and has delegated the responsibility for applying the valuation methods to Allianz Global Investors Fund Management LLC (the Investment Manager) and Pacific Investment Management Company LLC (the Sub-Adviser). The Fund's Valuation Committee was established by the Board to oversee the implementation of the Fund's valuation methods and to make fair value determinations on behalf of the Board, as instructed. The Sub-Adviser monitors the continued appropriateness of methods applied and determines if adjustments should be made in light of market changes, events affecting the issuer, or other factors. If the Sub-Adviser determines that a valuation method may no longer be appropriate, another valuation method may be selected, or the Valuation Committee will be convened to consider the matter and take any appropriate action in accordance with procedures set forth by the Board. The Board shall review the appropriateness of the valuation methods and these methods may be amended or supplemented from time to time by the Valuation Committee.

Benchmark pricing procedures are used as the basis for setting the base price of a fixed-income security and for subsequently adjusting the price proportionally to market value changes of a pre-determined security deemed to be comparable in duration, generally a U.S. Treasury or sovereign note based on country of issuance. The base price may be a broker-dealer quote, transaction price, or an internal value as derived by analysis of market data. The base price of the security may be reset on a periodic basis based on the availability of market data and procedures approved by the Valuation Committee. The validity of the fair value is reviewed by the Sub-Adviser on a periodic basis and may be amended as the availability of market data indicates a material change.

Short-term securities maturing in 60 days or less are valued at amortized cost, if their original term to maturity was 60 days or less, or by amortizing their value on the 61st day prior to maturity, if the original term to maturity exceeded 60 days.

Investments initially valued in currencies other than the U.S. dollar are converted to the U.S. dollar using exchange rates obtained from pricing services. As a result, the net asset value (NAV) of the Fund's shares may be affected by changes in the value of currencies in relation to the U.S. dollar. The value of securities traded in markets outside the United States or denominated in currencies other than the U.S. dollar may be affected significantly on a day that the New York Stock Exchange (NYSE) is closed.

The prices used by the Fund to value investments may differ from the value that would be realized if the investments were sold, and these differences could be material. The Fund's NAV is normally determined as of the close of regular trading (normally, 4:00 p.m. Eastern time) on the NYSE on each day the NYSE is open for business.

- (a) Private Placement Restricted as to resale and may not have a readily available market. Securities with an aggregate value of \$207,303,478, representing 15.7% of total investments.
- (b) Illiquid.

Explanation of Responses:

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- (c) 144A Exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically only to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.
 - (d) In default.
 - (e) Fair-Valued Securities with an aggregate value of \$24,651,701, representing 1.9% of total investments.
 - (f) Perpetual maturity. The date shown, if any, is the next call date. For Corporate Bonds & Notes the interest rate is fixed until the first call date and variable thereafter.
 - (g) All or partial amount segregated for the benefit of the counterparty as collateral for derivatives.
 - (h) Restricted. The aggregate acquisition cost of such securities is \$48,500,791. The aggregate value is \$47,948,867, representing 3.6% of total investments.
 - (i) Dividend rate is fixed until the first call date and variable thereafter.
 - (j) Variable or Floating Rate Security Securities with an interest rate that changes periodically. The interest rate disclosed reflects the rate in effect on June 30, 2013.
 - (k) Rates reflect the effective yields at purchase date.
 - (l) At June 30, 2013, the cost basis of portfolio securities of \$1,268,524,371 was substantially the same for both federal income tax and book purposes. Gross unrealized appreciation was \$76,729,249; gross unrealized depreciation was \$25,967,057; and net unrealized appreciation was \$50,762,192.
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(m) Interest rate swap agreements outstanding at June 30, 2013:

OTC swap agreements:

| Swap Counterparty | Notional Amount (000s) | Termination Date | Rate Type | Payments Made | Payments Received | Value | Upfront Premiums Paid (Received) | Unrealized Appreciation (Depreciation) |
|-------------------|------------------------|------------------|-------------------|---------------|-------------------|----------------|----------------------------------|--|
| Citigroup | \$393,000 | 11/20/22 | 3-Month USD-LIBOR | | 2.65% | \$(4,887,391) | \$612,958 | \$(5,500,349) |
| Deutsche Bank | 209,200 | 11/20/18 | 3-Month USD-LIBOR | | 2.05% | 228,727 | (369,926) | 598,653 |
| Deutsche Bank | 630,700 | 11/20/22 | 3-Month USD-LIBOR | | 2.65% | (7,843,453) | 722,302 | (8,565,755) |
| JPMorgan Chase | 2,088,000 | 9/5/18 | 3-Month USD-LIBOR | | 1.65% | (11,594,728) | 1,909,963 | (13,504,691) |
| | | | | | | \$(24,096,845) | \$2,875,297 | \$(26,972,142) |

Centrally cleared swap agreements:

| Broker (Exchange) | Notional Amount (000s) | Termination Date | Rate Type | Payments Made | Payments Received | Value | Unrealized Appreciation (Depreciation) |
|---------------------|------------------------|------------------|-------------------|---------------|-------------------|---------------|--|
| Deutsche Bank (CME) | \$200,000 | 6/16/20 | 3-Month USD-LIBOR | | 4.00% | \$25,287,964 | \$(11,327,487) |
| Goldman Sachs (CME) | 500,000 | 6/20/17 | 3-Month USD-LIBOR | | 3.75% | 51,035,968 | (14,034,937) |
| Goldman Sachs (CME) | 500,000 | 12/18/18 | 1.25% | | 3-Month USD-LIBOR | 14,467,370 | 14,594,281 |
| Goldman Sachs (CME) | 200,000 | 12/18/23 | 2.00% | | 3-Month USD-LIBOR | 15,978,018 | 12,554,386 |
| Goldman Sachs (CME) | 30,000 | 6/19/43 | 2.75% | | 3-Month USD-LIBOR | 4,109,510 | 1,913,510 |
| | | | | | | \$110,878,830 | \$3,699,753 |

(n) Forward foreign currency contracts outstanding at June 30, 2013:

| Counterparty | U.S.\$ Value on Origination Date | U.S.\$ Value June 30, 2013 | Unrealized Appreciation (Depreciation) | |
|--|----------------------------------|----------------------------|--|-------------|
| Purchased: | | | | |
| 67,491,000 Brazil Real settling 7/2/13 | Bank of America | \$30,754,766 | \$30,246,712 | \$(508,054) |
| 14,854,550 Brazil Real settling 7/2/13 | Barclays Bank | 6,900,000 | 6,657,203 | (242,797) |
| 82,114,677 Brazil Real settling 7/2/13 | Citigroup | 37,062,050 | 36,800,447 | (261,603) |
| 15,036,000 Brazil Real settling 7/2/13 | Credit Suisse First Boston | 7,000,000 | 6,738,522 | (261,478) |
| 40,435,767 Brazil Real settling 7/2/13 | Deutsche Bank | 18,838,000 | 18,121,660 | (716,340) |
| 51,583,039 Brazil Real settling 7/2/13 | HSBC Bank | 24,014,821 | 23,117,413 | (897,408) |
| 12,979 Brazil Real settling 7/2/13 | Morgan Stanley | 5,857 | 5,816 | (41) |
| 12,979 Brazil Real settling 8/2/13 | Morgan Stanley | 6,038 | 5,776 | (262) |
| 28,247,195 Brazil Real settling 7/2/13 | UBS | 13,126,893 | 12,659,240 | (467,653) |
| 12,996,000 British Pound settling 7/2/13 | Barclays Bank | 19,993,046 | 19,766,260 | (226,786) |

Explanation of Responses:

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| | | | | |
|--|----------------------------|-------------|-------------|------------|
| 53,657,000 British Pound settling 7/2/13 | Deutsche Bank | 80,725,025 | 81,609,591 | 884,566 |
| 955,000 Euro settling 7/2/13 | Barclays Bank | 1,234,561 | 1,243,075 | 8,514 |
| 31,548,000 Euro settling 7/2/13 | Citigroup | 41,249,010 | 41,064,437 | (184,573) |
| Sold: | | | | |
| 67,491,000 Brazil Real settling 7/2/13 | Bank of America | 31,382,405 | 30,246,712 | 1,135,693 |
| 14,854,550 Brazil Real settling 7/2/13 | Barclays Bank | 6,704,527 | 6,657,203 | 47,324 |
| 82,114,677 Brazil Real settling 7/2/13 | Citigroup | 38,221,317 | 36,800,447 | 1,420,870 |
| 15,036,000 Brazil Real settling 7/2/13 | Credit Suisse First Boston | 6,786,423 | 6,738,521 | 47,902 |
| 40,435,767 Brazil Real settling 7/2/13 | Deutsche Bank | 18,250,481 | 18,121,660 | 128,821 |
| 51,583,039 Brazil Real settling 7/2/13 | HSBC Bank | 23,586,455 | 23,117,413 | 469,042 |
| 12,979 Brazil Real settling 7/2/13 | Morgan Stanley | 6,074 | 5,816 | 258 |
| 28,247,195 Brazil Real settling 7/2/13 | UBS | 12,749,231 | 12,659,240 | 89,991 |
| 12,996,000 British Pound settling 8/2/13 | Barclays Bank | 19,988,888 | 19,762,102 | 226,786 |
| 66,653,000 British Pound settling 7/2/13 | UBS | 100,728,546 | 101,375,851 | (647,305) |
| 31,548,000 Euro settling 8/2/13 | Citigroup | 41,253,932 | 41,069,485 | 184,447 |
| 32,503,000 Euro settling 7/2/13 | Morgan Stanley | 41,984,190 | 42,307,512 | (323,322) |
| | | | | \$(93,408) |

- (o) At June 30, 2013, the Fund held \$11,725,000 in cash as collateral and pledged cash collateral of \$25,078,000 for derivative contracts. Cash collateral held may be invested in accordance with the Fund's investment strategy.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (*i.e.* the exit price) in an orderly transaction between market participants. The three levels of the fair value hierarchy are described below:

- Level 1 – quoted prices in active markets for identical investments that the Fund has the ability to access
- Level 2 – valuations based on other significant observable inputs, which may include, but are not limited to, quoted prices for similar assets or liabilities, interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates or other market corroborated inputs
- Level 3 – valuations based on significant unobservable inputs (including the Sub-Adviser's or Valuation Committee's own assumptions and securities whose price was determined by using a single broker's quote)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The following are certain inputs and techniques that the Fund generally uses to evaluate how to classify each major category of assets and liabilities for Level 2 and Level 3, in accordance with Generally Accepted Accounting Principles.

Equity Securities (Common and Preferred Stock) Equity securities traded in inactive markets are valued using inputs which include broker-dealer quotes, recently executed transactions adjusted for changes in the benchmark index, or evaluated price quotes received from independent pricing services that take into account the integrity of the market sector and issuer, the individual characteristics of the security, and information received from broker-dealers and other market sources pertaining to the issuer or security. To the extent that these inputs are observable, the values of equity securities are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

U.S. Treasury Obligations U.S. Treasury obligations are valued by independent pricing services based on pricing models that evaluate the mean between the most recently quoted bid and ask price. The models also take into consideration data received from active market makers and broker-dealers, yield curves, and the spread over comparable U.S. Treasury issues. The spreads change daily in response to market conditions and are generally obtained from the new issue market and broker-dealer sources. To the extent that these inputs are observable, the values of U.S. Treasury obligations are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Government Sponsored Enterprise and Mortgage-Backed Securities Government sponsored enterprise and mortgage-backed securities are valued by independent pricing services using pricing models based on inputs that include issuer type, coupon, cash flows, mortgage prepayment projection tables and Adjustable Rate Mortgage evaluations that incorporate index data, periodic and life caps, the next coupon reset date, and the convertibility of the bond. To the extent that these inputs are observable, the values of government sponsored enterprise and mortgage-backed securities are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Corporate Bonds & Notes Corporate bonds & notes are generally comprised of two main categories: investment grade bonds and high yield bonds. Investment grade bonds are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, live trading levels, recently executed transactions in securities of the issuer or comparable issuers, and option adjusted spread models

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that include base curve and spread curve inputs. Adjustments to individual bonds can be applied to recognize trading differences compared to other bonds issued by the same issuer. High yield bonds are valued by independent pricing services based primarily on broker-dealer quotations from relevant market makers and recently executed transactions in securities of the issuer or comparable issuers. The broker-dealer quotations received are supported by credit analysis of the issuer that takes into consideration credit quality assessments, daily trading activity, and the activity of the underlying equities, listed bonds and sector-specific trends. To the extent that these inputs are observable, the values of corporate bonds & notes are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Asset-Backed Securities and Collateralized Mortgage Obligations Asset-backed securities and collateralized mortgage obligations are valued by independent pricing services using pricing models based on a security's average life volatility. The models also take into account tranche characteristics such as coupon, average life, collateral types, ratings, the issuer and tranche type, underlying collateral and performance of the collateral, and discount margin for certain floating rate issues. To the extent that these inputs are observable, the values of asset-backed securities and collateralized mortgage obligations are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Sovereign Debt Obligations Sovereign debt obligations are valued by independent pricing services based on discounted cash flow models that incorporate option adjusted spreads along with benchmark curves and credit spreads. In addition, international bond markets are monitored regularly for information pertaining to the issuer and/or the specific issue. To the extent that these inputs are observable, the values of sovereign debt obligations are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Forward Foreign Currency Contracts Forward foreign currency contracts are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, actual trading information and foreign currency exchange rates gathered from leading market makers and foreign currency exchange trading centers throughout the world. To the extent that these inputs are observable, the values of forward foreign currency contracts are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Interest Rate Swaps Over-the-counter OTC interest rate swaps are valued by independent pricing services using pricing models that are based on real-time intraday snapshots of relevant interest rate curves that are built using the most actively traded securities for a given maturity. The pricing models also incorporate cash and money market rates. In addition, market data pertaining to interest rate swaps is monitored regularly to ensure that interest rates are properly depicting the current market rate. Centrally cleared interest rate swaps are valued at the price determined by the relevant exchange. To the extent that these inputs are observable, the values of interest rate swaps are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

The valuation techniques used by the Fund to measure fair value during the three months ended June 30, 2013 were intended to maximize the use of observable inputs and to minimize the use of unobservable inputs.

The Fund's policy is to recognize transfers between levels at the end of the reporting period. An investment asset's or liability's level within the fair value hierarchy is based on the lowest level input, individually or in aggregate, that is significant to the fair value measurement. The objective of fair value measurement remains the same even when there is a significant decrease in the volume and level of activity for an asset or liability and regardless of the valuation techniques used. Investments categorized as Level 1 or 2 as of period end may have been transferred between Levels 1 and 2 since the prior period due to changes in the valuation method utilized in valuing the investments.

A summary of the inputs used at June 30, 2013 in valuing the Fund's assets and liabilities is listed below (refer to the Schedule of Investments for more detailed information on Investments in Securities and Other Financial Instruments):

| | Level 1 - Quoted Prices | Level 2 - Other Significant Observable Inputs | Level 3 - Significant Unobservable Inputs | Value at 6/30/13 |
|--|----------------------------|--|--|---------------------|
| Investments in Securities - Assets | | | | |
| Corporate Bonds & Notes: | | | | |
| Airlines | \$ | \$9,649,285 | \$11,009,627 | \$20,658,912 |
| Diversified Financial Services | | 41,301,475 | 18,177,793 | 59,479,268 |
| Electric Utilities | | 431,638 | 597,521 | 1,029,159 |
| Real Estate | | 3,906,858 | 3,715,913 | 7,622,771 |
| All Other | | 253,054,265 | | 253,054,265 |
| Mortgage-Backed Securities | | 271,128,595 | 338,304 | 271,466,899 |
| Sovereign Debt Obligations | | 121,907,929 | | 121,907,929 |
| U.S. Government Agency Securities | | 87,070,006 | 2,160,474 | 89,230,480 |
| Asset-Backed Securities | | 73,531,954 | | 73,531,954 |
| Preferred Stock | | 51,062,725 | | 51,062,725 |
| Short-Term Investments | | 370,242,201 | | 370,242,201 |
| | | 1,283,286,931 | 35,999,632 | 1,319,286,563 |
| Other Financial Instruments* - Assets | | | | |
| Foreign Exchange Contracts | | 4,644,214 | | 4,644,214 |
| Interest Rate Contracts | | 29,660,830 | | 29,660,830 |

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| | | | |
|---|--------------|-----------------|-----------------|
| | 34,305,044 | | 34,305,044 |
| Other Financial Instruments* - Liabilities | | | |
| Foreign Exchange Contracts | (4,737,622) | | (4,737,622) |
| Interest Rate Contracts | (52,933,219) | | (52,933,219) |
| | (57,670,841) | | (57,670,841) |
| Totals | \$ | \$1,259,921,134 | \$35,999,632 |
| | | | \$1,295,920,766 |

At June 30, 2013, there were no transfers between Levels 1 and 2.

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A roll forward of fair value measurements using significant unobservable inputs (Level 3) for the three months ended June 30, 2013, was as follows:

| | Beginning Balance 3/31/13 | Purchases | Sales | Accrued Discount (Premiums) | Net Realized Gain (Loss) | Net Change in Unrealized Appreciation/ Depreciation | Transfers into Level 3 | Transfers out of Level 3** | Ending Balance 6/30/13 |
|---|---------------------------------|--------------------|----------------------|-----------------------------------|--------------------------------|--|------------------------------|----------------------------------|------------------------------|
| Investments in Securities - Assets | | | | | | | | | |
| Corporate Bonds & Notes: | | | | | | | | | |
| Airlines | \$20,766,204 | | \$ (1,415,654) | \$(29,673) | \$(104,874) | \$1,442,909 | | \$ (9,649,285) | \$11,009,627 |
| Diversified Financial Services | | | | | | | | | |
| | 18,558,995 | | | 183,276 | | (564,478) | | | 18,177,793 |
| Electric Utilities | 1,062,894 | | | (601) | | (33,134) | | (431,638) | 597,521 |
| Real Estate | 3,960,124 | | | 968 | | (245,179) | | | 3,715,913 |
| Mortgage-Backed Securities | | | | | | | | | |
| | 334,813 | | | 13,924 | (34,906) | 24,473 | | | 338,304 |
| U.S. Government Agency Securities | | | | | | | | | |
| | | 2,192,272 | (8,794) | | | (23,004) | | | 2,160,474 |
| Totals | \$44,683,030 | \$2,192,272 | \$(1,424,448) | \$167,894 | \$(139,780) | \$601,587 | | \$ (10,080,923) | \$35,999,632 |

The following table presents additional information about valuation techniques and inputs used for investments that are measured at fair value and categorized within Level 3 at June 30, 2013:

| | Ending Balance at 6/30/13 | Valuation Technique Used | Unobservable Inputs | Input Values |
|---|---------------------------------|---|------------------------|-------------------|
| Investments in Securities - Assets | | | | |
| Corporate Bonds & Notes | \$22,491,227 | Benchmark Pricing | Security Price Reset | \$2.49-\$100.99 |
| | 11,009,627 | Third-Party Pricing Vendor | Single Broker Quote | \$106.00-\$115.00 |
| Mortgage-Backed Securities | 338,304 | Third-Party Pricing Vendor | Single Broker Quote | \$21.85 |
| U.S. Government Agency Securities | | | | |
| | 2,160,474 | Interest Only Weighted Average Life Model | Security Price Reset | \$18.52 |

Relates to paydown shortfall.

* Other financial instruments are derivatives, such as swap agreements and forward foreign currency contracts, which are valued at the unrealized appreciation (depreciation) of the instrument.

** Transferred out of Level 3 into Level 2 because an evaluated price with observable inputs from a third-party pricing vendor became available.

The net change in unrealized appreciation/depreciation of Level 3 investments held at June 30, 2013 was \$(781,974).

Glossary:

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BRL - Brazilian Real

£ - British Pound

CIFG - insured by CDC IXIS Financial Guaranty Services, Inc.

CME - Chicago Mercantile Exchange

CMO - Collateralized Mortgage Obligation

- Euro

FRN - Floating Rate Note

IO - Interest Only

LIBOR - London Inter-Bank Offered Rate

NPFGC - insured by National Public Finance Guarantee Corp.

OTC - Over-the-Counter

Item 2. Controls and Procedures

(a) The registrant's President & Chief Executive Officer and Treasurer, Principal Financial & Accounting Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Act (17 CFR 270.30a-3(c))), are effective based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits

(a) Exhibit 99.302 Cert. Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: PIMCO High Income Fund

By: */s/ Brian S. Shlissel*
President & Chief Executive Officer

Date: August 16, 2013

By: */s/ Lawrence G. Altadonna*
Treasurer, Principal Financial & Accounting Officer

Date: August 16, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: */s/ Brian S. Shlissel*
President & Chief Executive Officer

Date: August 16, 2013

By: */s/ Lawrence G. Altadonna*
Treasurer, Principal Financial & Accounting Officer

Date: August 16, 2013
