

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

MERCHANTPARK COMMUNICATIONS INC /NV/
Form 10QSB
May 16, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C., 20549
FORM 10-Q SB

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter report ended March 31, 2002 or () TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to _____

Commission File number 000-29595

MERCHANTPARK COMMUNICATIONS, INC.

(Exact name of small business issuer as registrant as specified in charter)

Nevada 88-0441332
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

2921 N. Tenaya Way, Suite 216, Las Vegas, NV 89128
(Address of principal executive office)

Registrants telephone no., including area code (702) 947-4877

Westnet Communications Group, Inc.
(Former name, changed since last report)

Check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), Yes [X] No [] and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuers classes of common stock, as of the last practicable date.

Class	Outstanding as of March 31, 2002
Common Stock, \$0.001	18,767,876

Transition Small Business Disclosure Format: Yes [] No [X]

i

TABLE OF CONTENTS
PART 1. FINANCIAL INFORMATION

Heading	Page
Item 1. Consolidated Financial Statements	1

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

	Consolidated Balance Sheets March 31, 2002 And December 31, 2001	2
	Consolidated Statements of Operations three months Ended March 31, 2002 and March 31, 2001	3
	Consolidated Statement of Stockholders Equity	4
	Consolidated Statements of Cash Flows three months Ended March 31, 2002 and 2001	5
	Notes to Consolidated Financial Statements	6-8
Item 2.	Managements Discussion and Analysis and Result of Operations	9-10

PART II. OTHER INFORMATION

Item 1.	Legal Proceedings	10
Item 2.	Changes in Security	10
Item 3.	Defaults Upon Senior Securities	10
Item 4.	Submission of Matter to a Vote of Securities Holders	10
Item 5.	Other Information	10
Item 6.	Exhibits and Reports on Form 8-K	11
	Signatures	S-1

ii

PART 1 FINANCIAL INFORMATION

Item 1. Financial Statement

The accompanying unaudited financial statements have been prepared in accordance with the instructions for Form 10-Q pursuant to the rules and regulations of the Securities and Exchange Commission and, therefore, do not include all information and footnotes necessary for a complete presentation of the financial position, results of operations, cash flows, and stockholders equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

The unaudited balance sheet of the Company as of March 31, 2002, and the balance sheet of the Company as of December 31, 2001 which is derived from the

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

Companys audited financial statements, the unaudited statement of operations and cash flows for the three months ended March 31, 2002, and the statement of stockholders equity from inception through March 31, 2002 are attached hereto and incorporated herein by this reference.

Operating results for the quarters ended March 31, 2002 are not necessarily indicative of the results that can be expected for the year ending December 31, 2002.

1

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2002 and December 31, 2001

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES Consolidated Balance Sheets

ASSETS

	March 31, 2002 (Unaudited)	December 31, 2001
CURRENT ASSETS		
Cash and cash equivalents	\$ 837	\$ 2,335
Accounts receivable	200	-
Total Current Assets	1,037	2,335
PROPERTY AND EQUIPMENT, NET	250,521	282,206
TOTAL ASSETS	\$ 251,558	\$ 284,541

LIABILITIES AND STOCKHOLDERS EQUITY

CURRENT LIABILITIES

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

Accounts payable	\$ 5,684	\$ 5,873
Loan from related party	6,500	22,488
Accrued interest	49	1,954
Total Current Liabilities	12,233	30,315
Total Liabilities	12,233	30,315
COMMITMENTS AND CONTINGENCIES (Note 6)		
STOCKHOLDERS EQUITY		
Common stock: 50,000,000 shares authorized of \$0.0001 par value, 18,767,876 and 18,160,400 shares issued and outstanding, respectively		
	18,768	18,160
Additional paid-in capital	838,297	661,929
Accumulated deficit	(619,004)	(426,774)
Other comprehensive income	1,264	911
Total Stockholders Equity	239,325	254,226
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY		
	\$ 251,558	\$ 284,541

The accompanying notes are an integral part of these consolidated financial statements.

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Operations and Other Comprehensive Income

	For the Three Months Ended March 31,	
	2002 (Unaudited)	2001
GROSS SALES	\$ 29,8	-
COST OF GOODS SOLD	-	-
NET SALES	29,829	-
EXPENSES		
Depreciation and amortization	31,685	30,590
Consulting	176,985	-
General and administrative	12,682	132,914
Total Expenses	221,352	163,504
LOSS BEFORE OTHER INCOME	(191,523)	(163,504)
OTHER INCOME		
Interest income	-	106

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

Interest expense	(707)	-
Total Other Income	(707)	106
NET LOSS	(192,230)	(163,398)
OTHER COMPREHENSIVE INCOME		
Foreign currency translation	353	-
NET COMPREHENSIVE LOSS	\$ (191,877)	\$ (163,398)
BASIC LOSS PER SHARE	\$ (0.01)	\$ 0.00
WEIGHTED AVERAGE NUMBER OF SHARES		
OUTSTANDING	18,567,150	11,652,328

The accompanying notes are an integral part of these consolidated financial statements.

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Stockholders Equity

	Common Stock Shares	Common Stock Amount	Additional Paid Capital (Deficit)
Balance, December 5, 2000 (Inception)		-\$	-\$
Common stock issued to founders for cash at \$0.001 per share	4,000,000	4,000	-
Net loss for the period ended December 31, 2000	-	-	-
Balance, December 31, 2000	4,000,000	4,000	-
Common stock issued in exchange for 100% of shares of Merchantpark.com	1,500,000	1,500	(1,500)
Common stock issued for cash	2,671,000	2,671	162,829
Common stock issued for services	1,030,400	1,030	257,570
Common stock issued in exchange for 100% of shares of Caged Iron Technologies	2,000,000	2,000	100,472
Common stock issued for debt	459,000	459	45,441
Common stock issued for assets	3,000,000	3,000	297,000

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

Stock offering costs	-	-	(12,600)
Recapitalization	3,500,000	3,500	(187,283)
Cash received for payment of stock subscription receivable	-	-	-
Services rendered for payment of stock subscription receivable	-	-	-
Assets received for payment of stock subscription receivable	-	-	-
Currency translation adjustment	-	-	-
Net loss for the year ended December 31, 2001	-	-	-
Balance, December 31, 2001	18,160,400	\$ 18,160	\$ 661,929

	Stock Subscription Receivable	Other Comprehensive Income	Accumulated Deficit
Balance, December 5, 2000 (Inception)	\$ -	\$ -	-
Common stock issued to founders for cash at \$0.001 per share	-	-	-
Net loss for the period ended December 31, 2000	-	-	(8,901)
Balance, December 31, 2000	-	-	(8,901)
Common stock issued in exchange for 100% of shares of Merchantpark.com	-	-	-
Common stock issued for cash	(34,634)	-	-
Common stock issued for services	-	-	-
Common stock issued in exchange for 100% of shares of Caged Iron Technologies	-	-	-
Common stock issued			

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

for debt	-	-	-
Common stock issued for assets	-	-	-
Stock offering costs	-	-	-
Recapitalization	-	-	-
Cash received for payment of stock subscription receivable	23,517	-	-
Services rendered for payment of stock subscription receivable	7,117	-	-
Assets received for payment of stock subscription receivable	4,000	-	-
Currency translation adjustment	-	911	-
Net loss for the year ended December 31, 2001	-	-	(417,873)
Balance, December 31, 2001	\$ -	\$ 911	\$ (426,774)

The accompanying notes are an integral part of these consolidated financial statements.

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Stockholders Equity (Continued)

	Common Stock Shares	Common Stock Amount	Additional Paid Capital (Deficit)
Balance, December 31, 2001	18,160,400	\$ 18,160	\$ 661,929
Common stock issued for services (unaudited)	562,500	563	151,313
Common stock issued for debt (unaudited)	44,976	45	22,443
Accrued interest contributed by Shareholder (unaudited)	-	-	2,612
Currency translation adjustment (unaudited)	-	-	-
Net loss for the three months ended March 31, 2002 (unaudited)	-	-	-

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

Balance, March
31, 2002 (unaudited) 18,767,876 \$ 18,768 \$ 838,297

	Stock Subscription Receivable	Other Comprehensive Income	Accumulated Deficit
Balance, December 31, 2001	\$ -	\$ 911	\$(426,774)
Common stock issued for services (unaudited)	-	-	-
Common stock issued for debt (unaudited)	-	-	-
Accrued interest contributed by Shareholder (unaudited)	-	-	-
Currency translation adjustment (unaudited)	-	353	-
Net loss for the three months ended March 31, 2002 (unaudited)	-	-	(192,230)
Balance, March 31, 2002 (unaudited)	\$ -	\$ 1,264	\$(619,004)

The accompanying notes are an integral part of these consolidated financial statements.

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Three Months Ended
March 31,
2002 2001
(Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss	\$ (192,230)	\$ (163,398)
Adjustments to reconcile net loss to net cash flows used by operating activities:		
Depreciation and amortization	31,685	30,590
Common stock issued for services	151,876	71,100
Foreign Currency Translation Adjustment	353	-
Changes in operating assets and liabilities:		
Decrease (Increase) in prepaids and other assets	(200)	11,475

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

Increase in accrued interest	707	-
Increase in accounts payable	(189)	(5,000)
Net Cash Flows provided (Used) by Operating Activities	(7,998)	55,233
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Common stock issued for cash	-	165,500
Stock offering costs	-	(12,600)
Stock subscription receivable	-	(34,634)
Proceeds from loans from related party	6,500	14,988
Net Cash Flows Provided by Financing Activities	6,500	133,254
NET INCREASE (DECREASE) IN CASH	(1,498)	78,021
CASH AT BEGINNING OF PERIOD	2,335	99
CASH AT END OF PERIOD	\$ 837	\$ 78,120

The accompanying notes are an integral part of these consolidated financial statements.

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Continued)

For the Three Months Ended
March 31,
2002 2001

CASH PAID DURING THE YEAR:

Interest	\$	-	\$	-
Income taxes	\$	-	\$	-

NON-CASH TRANSACTIONS

Common stock issued for debt	\$	22,488	\$	-
Common stock issued for assets	\$	-	\$	402,472
Common stock issued for services	\$	151,876	\$	71,100
Common stock issued for prepaid expenses	\$	-	\$	45,900
Capital contributed from interest on shareholder loan	\$	2,612	\$	-

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

The accompanying notes are an integral part of these consolidated financial statements.

MERCHANTPARK COMMUNICATIONS, INC. AND SUBSIDIARIES
Notes to the Consolidated Financial Statements
March 31, 2002 and December 31, 2001

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying March 31, 2002 financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at March 31, 2002 and 2001 and for all periods presented have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Companys December 31, 2001 audited financial statements. The results of operations for periods ended March 31, 2002 and 2001 are not necessarily indicative of the operating results for the full years.

NOTE 2 - GOING CONCERN

The Companys consolidated financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred losses for the periods ended March 31, 2002 and 2001 which has resulted in an accumulated deficit of approximately \$619,000 at March 31, 2002 which raises substantial doubt about the Companys ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of liabilities that might result from the outcome of this uncertainty. It is managements intent to seek additional financing through new stock issuances and lines of credit. The Company plans to continue generating revenues through sales of dedicated servers and professional services that include consulting web design, system architecture and server management.

NOTE 3 - MATERIAL EVENTS

During the period ended March 31, 2002, the Company issued 562,500 shares of common stock at an average price of \$0.27 per share to the Directors of the Company for services performed during the first quarter. The Company also issued 44,976 shares of common stock at \$0.50 per share to a shareholder for repayment of a related-party note.

ITEM 2. MANagements DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Going Concern and Ability of the Company to Continue

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

The Company has a net operating loss carry forward of \$ 619,004 since inception through March 31, 2002.

The Companys financial statements are prepared using generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established revenues sufficient to cover its operating costs and allow it to continue as a going concern. Management believes that the Company will soon be able to generate revenues sufficient to cover its operating costs. In the interim, the Company is involved in a best efforts financing to raise additional capital to cover its operating costs.

It should be noted that the Companys auditor H.J. & Associates in Note 2 of the financial statements references the issue of the Company being considered a going concern.

Liquidity and Capital Resources

As of March 31, 2002 the Company had \$1,037 in current assets compared to \$2,335 as of December 31, 2001. The current assets are comprised of \$837 in cash and \$200 in accounts receivable. As of March 31, 2002 the Company had \$12,233 in current liabilities compared to \$30,315 as of December 31, 2001. The current liabilities are comprised of \$5,684 in accounts payable and \$ 6,549 which is due to a related party. Management recognizes that there is a severe impairment to liquidity and therefore is involved in a best efforts financing. The Company currently has a .08 to 1 current ratio.

Results of Operations

For the three months ending March 31, 2002 the Company had a net loss of \$192,230 compared to a net operating loss of \$163,398 as of March 31, 2001. The Company had revenues of \$29,829 in the three months ended March 31, 2002 compared to revenues of \$0 in three months ended March 31, 2000. For the three months ended March 31, 2002 consulting expenses increased \$176,985, this can largely be attributed to the Company further developing their software platform. General and Administrative costs decreased \$120,232 for the first 3 months of 2002 compared to the first three months the year before. A major portion of this decrease can be attributed to the Company downsizing to address their liquidity and capital resources deficit.

Net Operating Loss

The Company has accumulated approximately \$616,004 in net operating losses carryforwards as of March 31, 2002, which maybe offset against taxable income and income taxes in future years. The use of these losses to reduce future income taxes will depend on the generation of sufficient taxable income prior to the expiration of the net loss carryforwards. The carryforwards expire in the year 2022. In the event of certain changes in control of the Company, there will be an annual limitation on the amount of carryforwards, which can be used.

Sale of Common Stock

There were no sales of common stock in the quarter.

Risk Factors and Cautionary Statements

Forward looking statements in this report are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

Company wished to advise readers that the actual results may differ substantially from such forward looking statements. Forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed on or implied by the statements, including, but not limited to, the following: the ability of the Company to successfully meet its cash and working capital needs, the ability of the Company to successfully market its product, and other risks detailed in the Companys periodic report filings with the Securities and Exchange Commission.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

On January 25, 2002 the Company issued 112,500 shares of common stock to each of its five directors for services rendered. A total of 562,500 shares were issued at \$.27 per share for total consideration of \$151,876.

On March 30, 2002 the Company issued 44,976 shares of common stock to a related party for the cancellation of debt. The shares were issued at \$.50 per share for total consideration of \$22,488

All of the above issued shares were issued under section 4 (2) of the 1933 securities act and bear a restrictive legend.

AS of March 31, 2002 the Company has 18,767,876 shares of common stock issued and outstanding.

ITEM 3. DEFAULTS UPON SENIOR SECURITES

None.

ITEM 4. SUBMISSION OF MATTERS TO BE A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON 8-K

- a. 10SB12GA filed by reference on January 1, 2002
- b. 10SB12GA filed by reference on January 24, 2002
- c. 10QSBA filed by reference on January 24, 20023
- d. 10QSBA filed by reference on January 25, 2002
- e. 10kSB filed by reference on March 29, 2002.

Report on 8K

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed in its behalf by the undersigned hereto duly authorized.

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

MERCHANTPARK COMMUNICATIONS, INC.

Dated: May 15, 2002

By: /S/ Scott Thomasson
Scott Thomasson
President, Director

S-1

top:0px;margin-bottom:1px" ALIGN="center">WITH 5

SOLE VOTING POWER

-0-

6

SHARED VOTING POWER

Edgar Filing: MERCHANTPARK COMMUNICATIONS INC /NV/ - Form 10QSB

8,792,342 (representing 8,792,342 shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock)

7

SOLE DISPOSITIVE POWER

-0-

8

SHARED DISPOSITIVE POWER

8,792,342 (representing 8,792,342 shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock)

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,792,342 (representing 8,792,342 shares of Class B Common Stock immediately convertible into an equal number of shares of Class A Common Stock)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.9%

12

TYPE OF REPORTING PERSON

IN

CUSIP NO. 731572 10 3

SCHEDULE 13G

PAGE 4 OF 6 PAGES

ITEM 1. (a) NAME OF ISSUER:

Polo Ralph Lauren Corporation

(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

650 Madison Avenue, New York, New York 10022

ITEM 2. (a) NAME OF PERSON FILING:

(i) Ralph Lauren

(ii) Lauren Family, L.L.C.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:

c/o Polo Ralph Lauren Corporation, 650 Madison Avenue,

New York, New York 10022

(c) CITIZENSHIP:

(i) Ralph Lauren United States of America

(ii) Lauren Family, L.L.C. Delaware

(d) TITLE OF CLASS OF SECURITIES:

Class A Common Stock, par value \$.01 per share

(e) CUSIP NUMBER:

731572 10 3

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) .. Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (d) .. U.S.C. 80a-8)
- (e) .. An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f) .. An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F)
- (g) .. A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G)
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) .. Group, in accordance with ss.240.13d-1(b)(1)(ii)(J)

CUSIP NO. 731572 10 3

SCHEDULE 13G

PAGE 5 OF 6 PAGES

ITEM 4. OWNERSHIP

See responses to Items 5, 6, 7, 8, 9, and 11 of Cover Pages

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING "

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATIONS.

Not applicable

CUSIP NO. 731572 10 3

SCHEDULE 13G

PAGE 6 OF 6 PAGES

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

/s/ Ralph Lauren
RALPH LAUREN

LAUREN FAMILY, L.L.C.

By: /s/ Craig L. Smith
Name: Craig L. Smith
Title: Attorney-in-Fact for Andrew Lauren, Manager

By: /s/ Craig L. Smith
Name: Craig L. Smith
Title: Attorney-in-Fact for David Lauren, Manager

By: /s/ Craig L. Smith
Name: Craig L. Smith
Title: Attorney-in-Fact for Dylan Lauren, Manager

EXHIBIT LIST

Exhibit		Page No.
A.	Joint Filing Agreement, dated as of February 14, 2011, by and between Ralph Lauren and Lauren Family, L.L.C	A-1
B.	Power of Attorney, dated as of February 14, 2011, by Andrew Lauren in favor of Craig Smith	B-1
C.	Power of Attorney, dated as of February 14, 2011, by David Lauren in favor of Craig Smith	C-1
D.	Power of Attorney, dated as of February 8, 2011, by Dylan Lauren in favor of Craig Smith	D-1

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Class A Common Stock of Polo Ralph Lauren Corporation and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of February 14, 2011.

/s/ Ralph Lauren
RALPH LAUREN

LAUREN FAMILY, L.L.C.

By: /s/ Craig L. Smith
Name: Craig L. Smith
Title: Attorney-in-Fact for Andrew Lauren, Manager

By: /s/ Craig L. Smith
Name: Craig L. Smith
Title: Attorney-in-Fact for David Lauren, Manager

By: /s/ Craig L. Smith
Name: Craig L. Smith
Title: Attorney-in-Fact for Dylan Lauren, Manager

A-1

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Andrew Michael Lauren, hereby make, constitute and appoint Craig L. Smith as my agent and attorney-in-fact for the purpose of executing in my name, in my capacity as a manager of Lauren Family, L.L.C., all documents, certificates, instruments, statements, filings and agreements (documents) to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the United States Securities and Exchange Commission (the SEC) pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the Act) and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d), Section 13(g) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act and granting unto said attorney in fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Except as otherwise specifically provided herein, this Power of Attorney shall not in any manner revoke, in whole or in part, any Power of Attorney previously executed. This Power of Attorney shall not be revoked by any subsequent Power of Attorney executed in the future, unless such subsequent Power of Attorney specifically refers to this Power of Attorney, or specifically states that the instrument is intended to revoke this Power of Attorney, all prior general Powers of Attorney or all prior Powers of Attorney.

IN WITNESS WHEREOF, I have executed this instrument as of the 14th day of February, 2011.

/s/ Andrew Michael Lauren
Andrew Michael Lauren

B-2

EXHIBIT C

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, David Richard Lauren, hereby make, constitute and appoint Craig L. Smith as my agent and attorney-in-fact for the purpose of executing in my name, in my capacity as a manager of Lauren Family, L.L.C., all documents, certificates, instruments, statements, filings and agreements (documents) to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the United States Securities and Exchange Commission (the SEC) pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the Act) and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d), Section 13(g) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act and granting unto said attorney in fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Except as otherwise specifically provided herein, this Power of Attorney shall not in any manner revoke, in whole or in part, any Power of Attorney previously executed. This Power of Attorney shall not be revoked by any subsequent Power of Attorney executed in the future, unless such subsequent Power of Attorney specifically refers to this Power of Attorney, or specifically states that the instrument is intended to revoke this Power of Attorney, all prior general Powers of Attorney or all prior Powers of Attorney.

IN WITNESS WHEREOF, I have executed this instrument as of the 14th day of February, 2011.

/s/ David Richard Lauren
David Richard Lauren

C-2

EXHIBIT D

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Dylan Ariel Lauren, hereby make, constitute and appoint Craig L. Smith as my agent and attorney-in-fact for the purpose of executing in my name, in my capacity as a manager of Lauren Family, L.L.C., all documents, certificates, instruments, statements, filings and agreements (documents) to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the United States Securities and Exchange Commission (the SEC) pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the Act) and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d), Section 13(g) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act and granting unto said attorney in fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Except as otherwise specifically provided herein, this Power of Attorney shall not in any manner revoke, in whole or in part, any Power of Attorney previously executed. This Power of Attorney shall not be revoked by any subsequent Power of Attorney executed in the future, unless such subsequent Power of Attorney specifically refers to this Power of Attorney, or specifically states that the instrument is intended to revoke this Power of Attorney, all prior general Powers of Attorney or all prior Powers of Attorney.

D-1

IN WITNESS WHEREOF, I have executed this instrument as of the 8th day of February, 2011.

/s/ Dylan Ariel Lauren
Dylan Ariel Lauren

D-2

RIGHT: 0pt" align="center">8.

SHARED DISPOSITIVE POWER

212,763

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

212,763

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.85%

12.

TYPE OF REPORTING PERSON*

CO

CUSIP No. 03475V101

13G

Page 7 of 12 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Deerfield Special Situations Fund International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

539,077

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

539,077

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

539,077

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.16%

12. TYPE OF REPORTING PERSON*

CO

CUSIP No. 03475V101

13G

Page 8 of 12 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

James E. Flynn

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

1,256,376 (3)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,256,376 (3)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,256,376 (3)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.03%

12. TYPE OF REPORTING PERSON*

IN

(3) Comprised of 159,188 shares of common stock held by Deerfield Partners, L.P., 345,348 shares of common stock held by Deerfield Special Situations Fund, L.P., 212,763 shares of common stock held by Deerfield International Limited and 539,077 shares of common stock held by Deerfield Special Situations International Limited.

CUSIP No. 03475V101

Item
1(a). Name of Issuer:

AngioDynamics, Inc.

Item
1(b). Address of Issuer's Principal Executive Offices:

14 Plaza Drive
Latham, NY 12110

Item
2(a). Name of Person Filing:

James E. Flynn, Deerfield Capital, L.P., Deerfield Partners, L.P.,
Deerfield Special Situations Fund, L.P., Deerfield Management
Company, L.P., Deerfield International Limited, Deerfield Special
Situations Fund International Limited

Item
2(b). Address of Principal Business Office, or if None, Residence:

James E. Flynn, Deerfield Capital, L.P., Deerfield Partners, L.P.
Deerfield Special Situations Fund, L.P., Deerfield Management
Company, L.P., 780 Third Avenue, 37th Floor, New York, NY 10017
Deerfield International Limited, Deerfield Special Situations
International Limited c/o Citi Hedge Fund
Services (B.V.I.) Ltd., Bison Court, Columbus Centre, P.O. Box 3460, Road Town,
Tortola, D8, British Virgin Islands

Item
2(c). Citizenship:

Mr. Flynn - United States citizen
Deerfield Capital, L.P., Deerfield Partners, L.P., Deerfield Management Company,
L.P. and Deerfield Special Situations Fund, L.P. - Delaware limited partnerships
Deerfield International Limited and Deerfield Special Situations
International Limited - British Virgin Islands corporations

Item
2(d). Title of Class of Securities:

Common Stock

Item
2(e). CUSIP Number:

03475V101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
-

- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned**:

Deerfield Capital, L.P. – 504,536 shares
 Deerfield Partners, L.P. – 159,188 shares
 Deerfield Special Situations Fund, L.P. – 345,348 shares
 Deerfield Management Company, L.P. – 751,840 shares
 Deerfield International Limited – 212,763 shares
 Deerfield Special Situations International Limited – 539,077 shares
 James E. Flynn – 1,256,376 shares.

(b) Percent of class**:

Deerfield Capital, L.P. – 2.02%
 Deerfield Partners, L.P. – 0.64%
 Deerfield Special Situations Fund, L.P. – 1.38%
 Deerfield Management Company, L.P. – 3.01%
 Deerfield International Limited – 0.85%
 Deerfield Special Situations International Limited – 2.16%
 James E. Flynn – 5.03%

(c) Number of shares as to which such person has**:

(i)	Sole power to vote or to direct the vote	0
(ii)	Shared power to vote or to direct the vote	Deerfield Capital, L.P. – 504,536 Deerfield Partners, L.P. – 159,188 Deerfield Special Situations Fund, L.P. – 345,348 Deerfield Management Company, L.P. – 751,840 Deerfield International Limited – 212,763 Deerfield Special Situations Fund International Limited – 539,077 James E. Flynn – 1,256,376

(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	Deerfield Capital, L.P. – 504,536 Deerfield Partners, L.P. – 159,188 Deerfield Special Situations Fund, L.P. – 345,348 Deerfield Management Company, L.P. – 751,840 Deerfield International Limited – 212,763 Deerfield Special Situations Fund International Limited – 539,077 James E. Flynn – 1,256,376

** See footnotes on cover pages which are incorporated by reference herein.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following o.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule

pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit B

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. (See Item 5.)

N/A

Item 10. Certifications.

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD INTERNATIONAL LIMITED

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: /s/ David Clark
David Clark, Attorney-In-Fact

JAMES E. FLYNN

/s/ David Clark
David Clark, Attorney-In-Fact

Date: August 22, 2011

Exhibit List

Exhibit A . Joint Filing Agreement.

Exhibit B. Item 8 Statement.

Exhibit C . Power of Attorney.

Exhibit A

Agreement

The undersigned agree that this Schedule 13G Amendment, and all further amendments thereto, relating to the Common Stock of AngioDynamics, Inc. shall be filed on behalf of the undersigned.

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD INTERNATIONAL LIMITED

By: /s/ David Clark
David Clark, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: /s/ David Clark
David Clark, Attorney-In-Fact

JAMES E. FLYNN

/s/ David Clark
David Clark, Attorney-In-Fact

Exhibit B

Due to the relationships between them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Exhibit C

POWER OF ATTORNEY

Know all by these presents, each of the undersigned hereby constitutes and appoints David Clark, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (i) Forms 3, 4 and 5 (and all amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder and (ii) reports on Schedule 13G and Schedule 13D (and all amendments thereto) in accordance with Section 13 of the Exchange Act and the rules thereunder, in each case with respect to the beneficial ownership of securities by the undersigned;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or Schedule 13G or Schedule 13D, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, each the undersigned has caused this Power of Attorney to be executed as of this 22nd day of August, 2011.

DEERFIELD CAPITAL, L.P.

By: J.E. Flynn Capital LLC, General Partner

By: /s/ James E. Flynn
James E. Flynn, President

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Capital, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ James E. Flynn
James E. Flynn, President

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ James E. Flynn
James E. Flynn, President

DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED

By: /s/ James E. Flynn
James E. Flynn, Director

DEERFIELD PARTNERS, L.P.

By: Deerfield Capital, L.P., General Partner

By: J.E. Flynn Capital LLC, General Partner

By: /s/ James E. Flynn
James E. Flynn, President

DEERFIELD INTERNATIONAL LIMITED

By: /s/ James E. Flynn

James E. Flynn, Director

JAMES E. FLYNN

/s/ James E. Flynn