

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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 3)¹

InfuSystem Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

45685K102

(CUSIP Number)

RYAN J. MORRIS
MESON CAPITAL PARTNERS LLC
2687 California Street
San Francisco, California 94115
(607) 279-5382

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 13, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON Meson Capital Partners LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 1,512,450
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,512,450
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,512,450	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Meson Capital Partners LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 1,512,450
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,512,450
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,512,450	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.9%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON Ryan J. Morris	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, WC, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 283,426
	8	SHARED VOTING POWER 1,512,450
	9	SOLE DISPOSITIVE POWER 283,426
	10	SHARED DISPOSITIVE POWER 1,512,450
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,795,876	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.1%	
14	TYPE OF REPORTING PERSON IN	

This Amendment No. 3 to Schedule 13D (“Amendment No. 3”) is being filed on behalf of the Reporting Persons, as such term is defined in the Schedule 13D filed on May 11, 2012, as amended by the first amendment dated January 8, 2013 and the second amendment dated February 12, 2013 (collectively, the “Schedule 13D”), to further amend and supplement the Schedule 13D. Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 3 shall have the same meaning herein as are ascribed to such terms in the Schedule 13D. Except as set forth herein, this Amendment No. 3 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On May 13, 2013, Ryan J. Morris, the Executive Chairman of the Board of the Issuer, sent a letter to the other members of the Board requesting access to limited non-public information regarding the Issuer and certain members of management in order to allow him and potential financing sources to explore the possibility of formulating a fully-financed acquisition proposal. A copy of the letter is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5(a) and (b) are hereby amended and restated to read as follows:

(a) The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 21,802,515 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of April 25, 2013 as reported in Amendment No. 1 to the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 30, 2013.

As of the date hereof, Meson LP owned directly 1,512,450 shares of Common Stock, constituting approximately 6.9% of the Common Stock outstanding. By virtue of their relationship with Meson LP discussed in further detail in Item 2, each of Meson LLC and Ryan J. Morris may be deemed to beneficially own the shares of Common Stock owned directly by Meson LP. Mr. Morris beneficially owns an additional 283,426 shares of Common Stock, consisting of 33,426 shares of Common Stock he owns directly and 250,000 shares of Common Stock issuable upon the exercise of options, which, together with the 1,512,450 shares of Common Stock owned directly by Meson LP that Mr. Morris may also be deemed to beneficially own, constitutes approximately 8.1% of the shares outstanding.

(b) Meson LP may be deemed to share with Meson LLC and Ryan J. Morris the power to vote and dispose of the shares of Common Stock owned directly by Meson LP.

Ryan J. Morris has the sole power to vote and dispose of the shares of Common Stock directly owned by him.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Letter to the Board of InfuSystem Holdings, Inc., dated May 13, 2013.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 13, 2013

MESON CAPITAL PARTNERS LP

By: Meson Capital Partners LLC
its General Partner

By: /s/ Ryan J. Morris
Name: Ryan J. Morris
Title: Manager

MESON CAPITAL PARTNERS LLC

By: /s/ Ryan J. Morris
Name: Ryan J. Morris
Title: Manager

/s/ Ryan J. Morris
RYAN J. MORRIS



Ryan J. Morris
rmorris@mesoncapital.com
(607) 279 - 5382
www.mesoncapital.com

May 13, 2013

Board of Directors
InfuSystem Holdings, Inc.
31700 Research Park Drive
Madison Heights, Michigan 48071

Dear Fellow Board Members:

I, together with my investment partnership Meson Capital Partners LP, beneficially own approximately 8% of the outstanding shares of common stock of InfuSystem Holdings, Inc. ("InfuSystem" or the "Company"). I first acquired shares of InfuSystem in November 2011 because I strongly believed that with the right leadership in place, InfuSystem could be a leader in its industry. Since then, significant changes were made to the Board of Directors and management, including my appointment as Executive Chairman, that have engendered a renewed focus on building shareholder value. As an actively involved Executive Chairman, I have painstakingly studied the InfuSystem business and have become intimately familiar with our employees, customers and other stakeholders. Despite broad industry-wide challenges, I believe the existing management team can successfully implement new strategies that will keep the Company on its current path of consistent profitability.

The shareholders elected a new Board a little over one year ago in April 2012. I believe shareholders took drastic measures to reconstitute the Board because they believed we had the collective motivation, experience and commitment to restore the business to profitability (which was achieved during the prior three consecutive completed fiscal quarters) and fully evaluate all possible strategic options for the Company, including a going private transaction or sale to a third party, with the aid of Houlihan Lokey who was hired prior to the board reconstitution. Unfortunately, the same week of the Board transition, InfuSystem was hit by a regulatory shock: the Centers for Medicare & Medicaid Services ("CMS") announced the creation of a new round of competitive bidding, the Round 1 Re-compete, which for the first time included our category of infusion pumps. The pricing changes are scheduled to be announced later this year and would go into effect January 1, 2014. Despite an extremely rigorous and exhaustive strategic review process extending over nine months, no buyer surfaced that was willing to accept this substantial risk.

As you know, the 2010 Round 1 Re-bid's pricing cuts from Medicare fee schedules represented a substantial challenge to Durable Medical Equipment ("DME") industry participants. After InfuSystem announced that it had suspended the strategic review process in January, CMS announced that the Round 2 competitive bidding yielded even higher price cuts. The Round 2 results have shocked the DME industry, and some industry leaders, such as Liberty Medical and the Scooter Store, have already filed for bankruptcy due to the Round 2 results.

It is clear that the Company will need to transform itself in order to thrive in such a rapidly changing environment and I have worked extremely hard in trying to bring in the additional entrepreneurial management talent that will be required for this. Prudent management will require that we take risks, that we pursue new business models, that we start new businesses and that we look for novel ways to leverage our people, our customers and our competencies. Some of these will succeed, and others will not. After careful evaluation and consultation with my advisors, I believe InfuSystem's public structure prevents us from maximizing our chances of success. As a public company, the onerous costs of complying with SEC reporting requirements, the high legal, audit and other costs associated with complying with Sarbanes-Oxley, and the pressure to achieve near-term quarterly results impede our ability to address the challenges of the current environment. It is critical that we have strong financial backing to support us with capital throughout this critical juncture.

To that end, while mindful of my fiduciary duties to shareholders as a director, I have been investigating the possibility of taking InfuSystem private, which would allow substantially more operational and financial flexibility than the Company currently has. I would like permission to obtain the same access to limited non-public information and certain members of management that other bidders were given in order to allow potential financing sources and me to further explore the possibility of formulating a fully-financed acquisition proposal. Based on conversations that I have had with premier capital sources with direct healthcare expertise (who understand the risks of competitive bidding), I am hopeful that I will be able to deliver a bid with financing commitments that fully and fairly values the Company.

I, of course, understand that the Board has a fiduciary obligation to all InfuSystem shareholders. I believe that allowing me to take the next steps to explore the possibility of submitting a proposal that could maximize shareholder value would be in the best interest of all shareholders. In addition, given my familiarity with the Company, I am only seeking access to limited non-public information for me and my financing sources. I am confident that there will be no disruption to management resulting from granting me and potential financing sources the access requested. I therefore look forward to the Board's favorable response and a dialogue about the foregoing with each of you or any Special Committee of the Board that may be formed in response to this letter.

Sincerely,

/s/ Ryan J. Morris

Ryan J. Morris

Executive Chairman of the Board
InfuSystem Holdings, Inc.

