

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report: November 09, 2009
(Date of earliest event reported)

InfuSystem Holdings, Inc.
(Exact name of registrant as specified in its charter)

DE
(State or other jurisdiction
of incorporation)

000-51902
(Commission File
Number)

20-3341405
(IRS Employer
Identification Number)

**31700 Research Park Drive,
Madison Heights, MI**
(Address of principal executive offices)

48071
(Zip Code)

(800) 962-9656
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On November 9, 2009, InfuSystem Holdings, Inc. issued a press release reporting its financial

results for the fiscal quarter ended September 30, 2009. A copy of the press release is furnished as an exhibit to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 [Press Release of InfuSystem Holdings, Inc. dated November 09, 2009](#)

SIGNATURE

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

Dated: November 09, 2009

INFUSYSTEM HOLDINGS, INC.

By: /s/ Sean Whelan

Sean Whelan

Chief Financial Officer

Exhibit Index

Exhibit No.

Description

99.1

Press Release of InfuSystem Holdings, Inc.
dated November 09, 2009

InfuSystem Holdings Reports Record Results -- \$9.9 Million of Revenue and \$3.8 Million of Adjusted EBITDA for the Third Quarter of 2009

MADISON HEIGHTS, MI -- (Marketwire - November 09, 2009) - InfuSystem Holdings, Inc. (OTCBB: INHI) (OTCBB: INHIW) (OTCBB: INHIU), the leading provider of ambulatory infusion pumps and associated clinical services, today announced financial results and provided a business update for the third quarter ended September 30, 2009.

Revenue for the third quarter ended September 30, 2009 was \$9.9 million, an 11% improvement compared to \$9.0 million for the same period in 2008. The increase in revenue was a result of winning new customer business.

Mr. Sean McDevitt, Chief Executive Officer, commented, "We are pleased with the third quarter performance. InfuSystem continues to execute on our business strategy as evidenced by accelerating revenue growth and continued strong cash flow. We remain confident in the long-term outlook for the company and industry."

Financial Results for the Third Quarter 2009

Revenue for the third quarter ended September 30, 2009 was \$9.9 million, an 11% improvement compared to \$9.0 million for the same period in 2008. Operating income for the third quarter of 2009 was \$1.4 million versus operating income of \$1.6 million for the same period in 2008. The decrease in operating income for the third quarter of 2009 was primarily due to management transition expenses and higher pump repair and maintenance costs.

The net loss for the third quarter of 2009 was (\$445,000), or (\$0.02) per diluted share, compared to net income of \$5.7 million or \$0.30 per diluted share, for the same period in 2008. The net loss for the third quarter of 2009 included a (\$564,000) loss on derivative financial instruments, which was predominantly attributable to the increase in the publicly traded value of the Company's warrants during the quarter, compared to a \$5.4 million gain on derivative financial instruments in the third quarter of 2008.

Adjusted EBITDA for the third quarter ended September 30, 2009 was \$3.8 million, compared to \$3.6 million for the same period in 2008. The Company defines Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, and excludes gain (loss) on derivative financial instruments and stock-based compensation, and other non-recurring charges. Adjusted EBITDA is not a measure of performance calculated in accordance with generally accepted accounting principles in the United States ("GAAP"). The Company believes the presentation of Adjusted EBITDA is a relevant and useful measure to assist a reader's ability to understand the Company's operating performance. The Company's management likewise utilizes Adjusted EBITDA as a means to measure its operating performance. Reconciliation from Adjusted EBITDA, a non-GAAP measure, to net income can be found in the appendix.

Financial Results for the Nine Months Ended September 30, 2009

Revenue for the nine months ended September 30, 2009 was \$28.3 million, an 8% improvement compared to \$26.3 million for the same period in 2008. Operating income for the nine months ended September 30, 2009 was \$4.0 million versus operating income of \$3.2 million for the same period in 2008. The increase in operating income for the nine months ended September 30, 2009 was a result of an increase in revenue, lower freight cost, partially offset by management transition expenses.

The net loss for the nine months ended September 30, 2009 was (\$192,000), or (\$0.01) per diluted share, compared to net income of \$8.7 million or \$0.47 per diluted share, for the same period in 2008. The net loss for the nine months ended September 30, 2009 included a (\$1.2 million) loss on derivative financial instruments, which was predominantly attributable to the increase in the publicly traded value of the Company's warrants during the nine month period, compared to an \$8.7 million gain on derivative financial instruments in the comparable period in 2008.

Adjusted EBITDA for the nine months ended September 30, 2009 was \$9.7 million, a 10% increase compared to \$8.8 million for the same period in 2008.

Total cash and cash equivalents were \$6.7 million at the end of the third quarter, compared to \$11.5 million at the end of 2008. During the nine months ended September 30, 2009, \$7.7 million in principal was paid on the term debt due to I-Flow Corporation. At the end of the third quarter, InfuSystem had \$23.9 million of total debt outstanding, compared to \$30.7 million at year end 2008.

Conference Call

The company will host an investor conference call today at 5:00 p.m. ET to discuss its financial results for the third quarter 2009. The investor conference call will be available via live webcast on InfuSystem's website at www.infusystem.com in the Investors section. To participate by telephone, the dial-in number is (866) 550-6338. The access code is 4403363. Investors are advised to dial into the call at least ten minutes prior to the call to register. A replay of the call can be accessed by dialing (888) 203-1112, confirmation number 4403363. An online archive of the conference call will remain on the Company's website for at least 90 days after the call.

About InfuSystem Holdings, Inc.

InfuSystem is the leading supplier of infusion services to oncologists and other outpatient treatment settings. We provide pole mounted and ambulatory pumps, supplies and related clinical, biomedical and billing services to practices and patients, nationwide. Our unique suite of services appeals to practices, patients and payors by improving access to clinically necessary medical equipment, while driving down costs and maximizing clinical outcomes.

Forward-Looking Statements

Except for the historical information contained herein, the matters discussed in this press release are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those predicted by such forward-looking statements. These risks and uncertainties include general economic conditions, as well as other risks detailed from time to time in InfuSystem's publicly filed documents.

(Tables follow)

INFUSYSTEM HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS

September 30, December 31,
2009 2008

(Unaudited)

(in thousands, except share data)

ASSETS

Current Assets:

Cash and cash equivalents	\$ 6,716	\$ 11,513
Accounts receivable, less allowance for doubtful accounts of \$1,584 and \$1,552 at September 30, 2009 and December 31, 2008, respectively; September 30, 2009 and December 31, 2008 include \$0 and \$72 due from I-Flow, respectively	5,591	4,168
Inventory	1,241	391
Prepaid expenses and other current assets	459	676
	-----	-----
Total Current Assets	14,007	16,748
Property & equipment, net	13,077	10,878
Deferred debt issuance costs, net	894	1,276
Goodwill	56,580	56,580
Intangible assets, net	29,368	30,738
Other assets	18	-
	-----	-----
Total Assets	\$ 113,944	\$ 116,220
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:

Accounts payable	\$ 1,613	\$ 1,012
Deferred income taxes	54	55
Other current liabilities	2,183	939
Derivative liabilities	3,793	2,592
Current portion of long-term debt; September 30, 2009 and December 31, 2008 include \$3,270 and \$8,565 payable to I-Flow, respectively	3,589	8,644
	-----	-----
Total Current Liabilities	11,232	13,242
Long-term debt, net of current portion; September 30, 2009 and December 31, 2008 include \$19,233 and \$21,685 payable to I-Flow, respectively	20,303	22,025
Deferred income taxes	1,668	880
Other liabilities	331	-
	-----	-----
Total Liabilities	\$ 33,534	\$ 36,147
	-----	-----

Stockholders' Equity

Preferred stock, \$.0001 par value: authorized 1,000,000 shares; none issued	-	-
Common stock, \$.0001 par value; authorized 200,000,000 shares; issued 18,676,630 and 18,512,671, respectively; outstanding 18,676,630 and 17,278,626, respectively	2	2
Additional paid-in capital	81,321	80,792
Retained deficit	(913)	(721)
	-----	-----
Total Stockholders' Equity	80,410	80,073
	-----	-----
Total Liabilities and Stockholders' Equity	\$ 113,944	\$ 116,220
	=====	=====

(in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Net revenues	9,902	8,958	28,302	26,323
Operating expenses:				
Cost of Revenues --				
Product and supply costs	1,793	1,340	4,447	4,182
Cost of Revenues -- Pump depreciation	993	978	2,727	2,908
Provision for doubtful accounts	890	702	2,734	2,477
Amortization of intangibles	456	456	1,370	1,370
Selling and marketing	1,201	1,131	3,749	3,401
General and administrative	3,206	2,703	9,307	8,737
Total Operating Expenses	8,539	7,310	24,334	23,075
Operating income	1,363	1,648	3,968	3,248
Other (loss) income:				
(Loss) gain on derivatives	(564)	5,381	(1,200)	8,665
Interest income	-	11	4	14
Interest expense	(831)	(937)	(2,672)	(2,828)
Total other (loss) income	(1,395)	4,455	(3,868)	5,851
(Loss) income before income taxes	(32)	6,103	100	9,099
Income tax expense	(413)	(399)	(292)	(399)
Net (loss) income	(445)	5,704	(192)	8,700
Net (loss) income per share:				
Basic	(0.02)	0.31	(0.01)	0.49
Diluted	(0.02)	0.30	(0.01)	0.47
Weighted average shares outstanding:				
Basic	18,645,911	18,442,957	18,581,917	17,757,075
Diluted	18,645,911	18,794,182	18,581,917	18,581,789

INFUSYSTEM HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

Nine Months Ended
September 30

(in thousands)	----- 2009	2008 -----
OPERATING ACTIVITIES		
Net (loss) income	(192)	8,700
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss (gain) on derivative liabilities	1,200	(8,665)
Provision for doubtful accounts	2,734	2,477
Depreciation	2,971	3,041
Amortization of intangible assets	1,370	1,370
Amortization of deferred debt issuance costs	382	494
Loss on disposal of assets	279	385
Stock-based compensation	529	1,166
Deferred income taxes	787	399
Changes in current assets and liabilities:		
Increase in accounts receivable, net of provision	(4,157)	(305)
(Increase) decrease in other current assets	(632)	836
Increase (decrease) in accounts payable and other current liabilities	1,803	(628)
	-----	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES	7,074	9,270
	-----	-----
INVESTING ACTIVITIES		
Capital expenditures	(4,039)	(951)
Proceeds from sale of property	1	-
Other assets	(18)	-
Payment of deferred acquisition costs	-	(105)
	-----	-----
NET CASH USED IN INVESTING ACTIVITIES	(4,056)	(1,056)
	-----	-----
FINANCING ACTIVITIES		
Principal payments on term loan	(7,747)	(1,226)
Principal payments on capital lease obligation	(68)	(40)
Common stock repurchased to satisfy minimum statutory withholding on stock-based compensation	-	(113)
	-----	-----
NET CASH USED IN FINANCING ACTIVITIES	(7,815)	(1,379)
	-----	-----
Net change in cash and cash equivalents	(4,797)	6,835
Cash and cash equivalents, beginning of period	11,513	3,960
	-----	-----
Cash and cash equivalents, end of period	6,716	10,795
	=====	=====

INFUSYSTEM HOLDINGS, INC.
GAAP RECONCILIATION
(UNAUDITED)

Reconciliation from Net Income to Adjusted EBITDA:

Three Months Ended		Nine Months Ended	
Sept 30,		Sept 30,	
-----		-----	
2009	2008	2009	2008

Net Income	\$ (445)	\$ 5,704	\$ (192)	\$ 8,700
Adjustments:				
Interest expense	831	937	2,672	2,828
Interest income	-	(11)	(4)	(14)
Income tax expense	413	399	292	399
Depreciation -- Pumps	993	978	2,727	2,908
Depreciation -- Other	92	47	244	133
Amortization	456	456	1,370	1,370
EBITDA	\$ 2,340	\$ 8,510	\$ 7,109	\$ 16,324
Adjustments:				
Loss (gain) on derivatives	564	(5,381)	1,200	(8,665)
Stock based compensation	(16)	479	529	1,166
Termination Benefits	877	-	877	-
Adj. EBITDA	\$ 3,765	\$ 3,608	\$ 9,715	\$ 8,825

Contact:

Sean Whelan
CFO
InfuSystem
(248) 291-1210

Investor Contacts:

Asher Dewhurst
Bob East
Westwicke Partners
Infusystem@westwicke.com
Tel: (443) 213-0500