

**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 (Date of earliest event reported): June 8, 2012

InfuSystem Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35020
(Commission
File Number)

20-3341405
(I.R.S. Employer
Identification No.)

31700 Research Park Drive
Madison Heights, Michigan 48071
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 291-1210

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 (*see* General Instruction A.2. below):

- 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 1.01. Entry into a Material Definitive Agreement.

On June 8, 2012, InfuSystem Holdings, Inc. (the "Company") entered into an amendment with Computershare Shareowner Services LLC, formerly known as Mellon Investor Services, LLC, (the "First Amendment") to the Rights Agreement, dated as of November 10, 2010, by and between the Company and Mellon Investor Services, LLC, as rights agent (the "Rights Agreement"), pursuant to the authority granted to the Board in Section 27 of the Rights Agreement. Pursuant to the First Amendment, the Final Expiration Date (as defined in the Rights Agreement) of the Rights Agreement was set as the close of business on June 8, 2012. As a result of the First Amendment, the Rights (as defined in the Rights Agreement) are no longer outstanding and are not exercisable.

The foregoing description of the First Amendment is only a summary, does not purport to be complete and is qualified in its entirety by reference to the terms of the First Amendment, which is filed as Exhibit 4.1 hereto and incorporated by reference herein.

On June 8, 2012, the Company announced the execution of the First Amendment, updating its previous announcement on May 30, 2012 that the Board voted to withdraw the Rights Agreement. A copy of this press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 3.03. Material Modifications to Rights of Security Holders.

See the information set forth under "Item 1.01, Entry into a Material Definitive Agreement," which is incorporated by reference into this Item 3.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
Number**

- | | |
|------|---|
| 4.1 | First Amendment to Rights Agreement, dated as of June 8, 2012, by and between InfuSystem Holdings, Inc. and Computershare Shareowner Services LLC (f/k/a Mellon Investor Services, LLC), as rights agent. |
| 99.1 | Press Release of InfuSystem Holdings, Inc. dated June 8, 2012. |

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.

INFUSYSTEM HOLDINGS, INC.

By: /s/ Jonathan P. Foster

Jonathan P. Foster

Chief Financial Officer

Dated: June 8, 2012

Index to Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|-------------------------------|--|
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| 99.1 | Press Release of InfuSystem Holdings, Inc. dated June 8, 2012. |

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

This Amendment No. 1, dated as of June 8, 2012 (this "**Amendment**"), by and between InfuSystem Holdings, Inc., a Delaware corporation (the "**Company**"), and Computershare Shareowner Services LLC (f/k/a Mellon Investor Services, LLC), a New Jersey limited liability company (the "**Rights Agent**"), amends that certain Rights Agreement, dated as of November 12, 2010 (the "**Rights Agreement**"), by and between the Company and the Rights Agent. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Rights Agreement.

RECITALS

A. Section 27 of the Rights Agreement provides that, prior to the Distribution Date and subject to the final sentence of Section 27 of the Rights Agreement, the Company may, and the Rights Agent shall if the Company so directs, supplement or amend any provision of the Rights Agreement without the approval of any holders of Rights Certificates.

B. The Board of Directors of the Company has determined that it is necessary, desirable and in the best interest of the Company and its stockholders to amend the Rights Agreement as set forth in this Amendment.

C. A Distribution Date has not occurred, and pursuant to the terms of the Rights Agreement and in accordance with the terms of Section 27 of the Rights Agreement, the Company has directed that the Rights Agreement be amended as set forth in this Amendment, and by its execution and delivery of this Amendment directs that the Rights Agent execute this Amendment.

AGREEMENT

NOW THEREFORE, the Rights Agreement is hereby amended as follows:

1. The definition of "Final Expiration Date" in Section 1 of the Rights Agreement is hereby amended and restated in its entirety as follows:

"Final Expiration Date" shall mean June 8, 2012.

2. This Amendment is effective as of the date hereof, and all references to the Rights Agreement from and after such time will be deemed to be references to the Rights Agreement as amended hereby.

3. The Rights Agreement is not otherwise supplemented or amended by virtue of this Amendment, but remains in full force and effect.

4. This Amendment is governed by the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State; provided, however, that all provisions regarding the rights, duties, obligations and liabilities of the Rights Agent shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State.

5. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment transmitted electronically shall have the same authority, effect and enforceability as an original signature.

6. If any term, provision, covenant or restriction of this Amendment or applicable to this Amendment is held by a court of competent jurisdiction or other authority to be invalid, null and void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated; provided, further, that if any such excluded term, provision, covenant or restriction shall adversely affect the rights, immunities, duties or obligations of the Rights Agent, the Rights Agent shall be entitled to resign immediately.

7. By its execution and delivery hereof, the Company directs the Rights Agent to execute this Amendment.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

INFUSYSTEM HOLDINGS, INC.

By: /s/ Dilip Singh
Name: Dilip Singh
Title: Interim Chief Executive Officer

**COMPUTERSHARE SHAREOWNER
SERVICES LLC**

By: /s/ Constance Adams
Name: Constance Adams
Title: Relationship Manager



InfuSystem Holdings, Inc.
31700 Research Park Drive
Madison Heights, MI 48071
248-291-1210

INVESTOR CONTACT:

Jonathan P. Foster
Chief Financial Officer
Info@InfuSystem.com
800-962-9656

FOR IMMEDIATE RELEASE

Friday, June 8, 2012

INFUSYSTEM HOLDINGS, INC. TERMINATES “POISON PILL” PLAN

MADISON HEIGHTS, MI, June 8, 2012—InfuSystem Holdings, Inc. (NYSE MKT: INFU), the leading national provider of infusion pumps and related services for the healthcare industry, said today it had formally amended the Company’s stockholder rights plan to accelerate the final expiration date of the associated purchase rights issued in the plan, as previously announced on May 30, 2012.

This amendment effectively terminates the stockholder rights plan, typically referred to as a “poison pill.”

Under the terms of the amendment, the purchase rights expired at the close of business on June 8, 2012, rather than in November 2020 as in the original rights agreement.

“This step further affirms the Board’s commitment to transparent communication and strong shareholder governance practices, and was not made in connection with any proposed or expected transaction,” stated Ryan Morris, Executive Chairman.

About InfuSystem Holdings, Inc.

InfuSystem Holdings, Inc. is the leading provider of infusion pumps and related services to hospitals, oncology practices and other alternate site healthcare providers. Headquartered in Madison Heights, Michigan, the Company delivers local, field-based customer support and also operates Centers of Excellence in Michigan, Kansas, California, and Ontario, Canada. The Company’s stock is traded on the NYSE MKT under the symbol INFU.

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 the Company's publicly filed documents.

Additional information about InfuSystem Holdings, Inc. is available at www.infusystem.com.