

**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): May 13, 2013

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 13, 2013, Ryan Morris, the Executive Chairman of the Board of Directors (the “Board”) of InfuSystem Holdings, Inc. (the “Company”) delivered a letter to the Board regarding a request for access to limited non-public information for himself and his representatives relating to the exploration of a potential transaction (the “Morris Letter”).

On May 14, 2013, the Board of the Company considered the Morris Letter and issued a written response (the “Board Response”). Furthermore, on May 14, 2013, the three independent members of the Board, Messrs. David Dreyer, Joseph Whitters and Wayne Yetter, formed a special committee to review and be responsible for these matters discussed in the letters.

On May 15, 2013, Mr. Morris provided a written response to the Board Response (the “Morris Response”), and in connection therewith, took a voluntary leave of absence as Executive Chairman of InfuSystem as of May 15, 2013 and continuing for the duration of the matters discussed in the letters. During this period, Mr. Yetter will serve as the Board’s non-executive Chairman of the Board and Mr. Morris will remain on the Board and be compensated as a non-executive director.

The foregoing descriptions of the Morris Letter, Board Response and Morris Response are only a summary, do not purport to be complete, and are qualified in their entirety by the terms of such letters, which are attached hereto as Exhibit 99.1, 99.2 and 99.3.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

- 99.1 Executive Chairman’s Letter to the Company, dated May 13, 2013;
- 99.2 InfuSystem Holdings, Inc. Board of Directors Response to Executive Chairman Letter, dated May 14, 2013; and
- 99.3 Executive Chairman’s Response to the Company, dated May 15, 2013

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

Name: Jonathan P. Foster

Title: Chief Financial Officer

Dated: May 15, 2013

EXHIBIT INDEX

- Exhibit 99.1 Executive Chairman's Letter to the Company, dated May 13, 2013;
- Exhibit 99.2 InfuSystem Holdings, Inc. Board of Directors Response to Executive Chairman Letter, dated May 14, 2013; and
- Exhibit 99.3 Executive Chairman's Response to the Company, dated May 15, 2013



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 Recompete, 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.



May 14, 2013

VIA EMAIL ONLY

Ryan J. Morris
Meson Capital Partners, LLC
2687 California Street
San Francisco, CA 94115

Dear Mr. Morris:

The Board has received your May 13, 2013 letter. The Board believes there are actual and potential conflicts of interest in any proposed buyout transaction in which you participate, given your current role as Executive Chairman, a significant shareholder, and as a potential buyer of the Company. In discharging our fiduciary duties, the Board also must ensure that the business of InfuSystem continues to run efficiently, under the direction of CEO Eric Steen and his management team, and not be distracted unnecessarily or inappropriately.

Accordingly, following best corporate governance practices, the Board is prepared to permit you and your financing sources – and other qualified potential bidders – a limited period of time and access to the management team to explore a potential offer for the Company. Any financing source or other partner of yours will be required to execute a standard confidentiality and non-disclosure agreement prior to receiving any non-public information. All requests for information, and access to management, will be required to be processed by and through the Company's investment banking firm, Houlihan Lokey. These same rules will apply to any other bidder interested in evaluating InfuSystem at this time.

Because the Board is sensitive to the disruption to the Company that may be caused by this process, the Board is permitting you and your financing sources, and any other qualified bidders, to have access to management only until June 15, 2013. The Board expects any indications to be received shortly thereafter.

In addition, as of today, the three independent members of the Board of Directors have formed a Special Committee to be responsible for these matters.

Finally, to ensure a level playing field for any potentially interested third parties at this time, the Board insists that you take a leave of absence as Executive Chairman of InfuSystem while the bidding process is re-opened. If you choose to remain on the Board during this period of time, you will be compensated as are the other independent directors. Your current contract as Executive Chairman will be amended accordingly and given effect as of the date first set forth above.

Sincerely,

/s/ Wayne Yetter

Wayne Yetter, on behalf of
The Board of Directors of
InfuSystem Holdings, Inc.

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VIA EMAIL FROM RYAN MORRIS TO WAYNE YETTER

May 15, 2013

Wayne,

Thank you for your letter of May 14, 2013. I am deeply aware of and take my fiduciary duties seriously as Executive Chairman and a director of the Company. I do not believe there are any actual conflicts of interests in my exploring whether I can put together a proposal for the newly formed Special Committee to consider in its sole discretion. I am also conscience that any such proposal will need to be put to a shareholder vote so that shareholders can have the opportunity to decide for themselves whether any such proposal might be in their best interests.

I also believe that I can fulfill my duties as Executive Chairman while exploring this strategic option. Nevertheless recognizing the concerns expressed in your letter I am willing to agree to step down temporarily on a voluntary basis as Executive Chairman while remaining a member of the board. This leave of absence would be in effect only while I explore the possibility of being able to present a strategic proposal to the Special Committee and be reinstated once this process is complete. I agree that during such period my compensation as a director should be like an independent director. If this acceptable to the rest of the Board then I would be willing to work diligently towards the June 15th date set forth in your letter.

Also to be clear, I also believe a level playing field should be available to any other interested party and I trust the Special Committee will take the necessary steps to ensure this occurs. You have my full support.

Ryan