

**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): July 31, 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 8.01 Other Events

On July 31, 2013, the Board of Directors (the "Board") of InfuSystem Holdings, Inc. (the "Company"), issued an open letter to all shareholders (the "Board Letter") noting its Special Committee had decided that it is in the best interest of all shareholders to terminate the consideration of a potential sale of the Company, and the Board unanimously consented to the disbanding of the Special Committee.

The foregoing description of the Board Letter is only a summary, does not purport to be complete, and is qualified in its entirety by the terms of such letter, which are attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

99.1 InfuSystem Holdings, Inc. Board of Directors Open Letter to All Shareholders, dated July 31, 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: July 31, 2013

EXHIBIT INDEX

Exhibit 99.1 InfuSystem Holdings, Inc. Board of Directors Open Letter to All Shareholders, dated July 31, 2013



July 31, 2013

Open Letter to All Shareholders

Dear Shareholders:

The Special Committee of the Board of Directors (the "Special Committee") of InfuSystem Holdings, Inc. (the "Company"), after long and careful deliberation and with the participation and assistance of the Company's senior management team, has decided that it is in the best interest of all shareholders of the Company to terminate the consideration of a potential sale of the Company. This will allow management to focus on growing revenue, increasing profitability, serving our customers, building an enduring business and, thus, creating long-term value for all of the Company's shareholders.

Following thorough discussions with the Special Committee through the Company's investment banking advisors, Ryan Morris and his potential financing partners have decided not to accept the offer made by the Special Committee in its letter dated July 18, 2013. In that letter, the Special Committee was willing to agree to a reasonable period of exclusivity for due diligence and dialogue in order to better understand and address concerns regarding future risks to the Company as well as to assist Mr. Morris and his financing sources to potentially increase the value of their proposal. While the Special Committee appreciates Mr. Morris trying to increase shareholder value via a transaction, the Special Committee continues to believe that the value of the Company is above the proposed offer range of \$1.85 to \$ 2.00 per share in cash.

Since the spring of 2012, the Company and its management team have dealt with numerous issues, including the distractions and costs associated with the evaluation of potential strategic alternatives. Despite these distractions and major changes in healthcare reimbursement, the Company has continued to achieve its goals. The Special Committee believes that the current management team, led by CEO Eric Steen, can and will effectively meet the reimbursement challenges and develop new growth initiatives.

The Special Committee, and the management team, received many insightful comments from shareholders concerning Mr. Morris' offer and the Special Committee response.

Having concluded its business as a Special Committee, the members of the committee proposed to the entire Board of Directors (the "Board") that the Special Committee be disbanded effective immediately and the Board unanimously agreed to this action. Wayne Yetter, while remaining an independent Board member, is stepping down as Chairman of the Board immediately, and Ryan Morris is resuming his position as Executive Chairman. The Board appreciates Mr. Yetter's leadership and direction since temporarily assuming the position of Chairman on May 15, 2013, and thanks Mr. Yetter for his significant contributions. Mr. Yetter similarly expressed appreciation to the management team for staying focused on the core business while also providing necessary assistance to the Special Committee during its existence.

Over the past year, our Company's management team has been greatly strengthened through the leadership of new CEO Eric Steen and his talented management team. It is now time to support this team as they meet the challenges of a changing healthcare environment and create new growth initiatives on a strong business platform.

The management team will report its results for the fiscal second quarter in August, and looks forward to reviewing the Company's growth plans with shareholders in the near future.

Sincerely,

The Board of Directors of InfuSystem Holdings, Inc.

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