

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): September 20, 2022

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 Number)

3851 West Hamlin Road
Rochester Hills, Michigan 48309
(Address of principal executive offices) (Zip Code)

(248) 291-1210
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, par value \$.0001 per share	INFU	NYSE American LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On September 20, 2022, the Board of Directors of InfuSystem Holdings, Inc. (the "Company") expanded the size of the Board of Directors from seven to eight members and elected R. Rimmy Malhotra to fill the vacancy created by this increase in size of the Board of Directors. Mr. Malhotra was elected to serve until the expiration of the current term in 2023, or until his successor is duly elected and qualified, unless he earlier resigns or is removed. Mr. Malhotra is not expected to serve as a member of any Committees.

Mr. Malhotra is the Managing Partner of Nicoya Capital LLC. Mr. Malhotra has also served as a non-employee director for HireQuest, Optex System, and Scott's Liquid Gold. Mr. Malhotra holds both a Bachelor of Science degree in computer science and Bachelor of Arts degree in economics from John Hopkins University, a Master of Business Administration in finance from The Wharton School of the University of Pennsylvania, and a Master of Arts degree in International Affairs & Lauder Fellow International Affairs from the University of Pennsylvania School of Arts and Sciences.

There are no arrangements or understandings between Mr. Malhotra and any other persons pursuant to which Mr. Malhotra was named a director of the Company. Mr. Malhotra is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Malhotra will be eligible to receive the compensation for his service as a director in accordance with the Company's standard arrangements for non-employee directors of the Company, which arrangements are described under the heading "Current Independent Director Compensation" in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 4, 2022. Mr. Malhotra has not entered into any other material plan, contract, arrangement or amendment in connection with his appointment to the Board of Directors. Mr. Malhotra will not receive equity grants until the next annual grants to directors.

A press release issued by the Company on September 23, 2022 announcing the election of Mr. Malhotra is filed as Exhibit 99.1 hereto.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of InfuSystem Holdings, Inc. dated September 23, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



InfuSystem Holdings, Inc.
3851 W. Hamlin Road
Rochester Hills, MI 48309
248-291-1210

FOR IMMEDIATE RELEASE

CONTACT: Joe Dorame, Joe Diaz & Robert Blum
Lytham Partners, LLC
602-889-9700

InfuSystem Appoints R. Rimmy Malhotra to the Board of Directors

Rochester Hills, Michigan, September 23, 2022 - InfuSystem Holdings, Inc. (NYSE American: INFU) (“InfuSystem” or the “Company”), a leading national health care service provider, facilitating outpatient care for durable medical equipment manufacturers and health care providers, announced today the appointment of R. Rimmy Malhotra, a new independent director to InfuSystem’s Board of Directors, effective September 20, 2022. Mr. Malhotra will serve as a director until he stands for election at InfuSystem’s next Annual Shareholders meeting in May 2023.

Scott Shuda, Chairman of InfuSystem’s Board of Directors, said, “We are pleased to welcome Rimmy as a new independent director on InfuSystem’s Board. Rimmy first invested in the Company in 2012, and has an earned reputation as a particularly attentive shareholder. With his joining the Board, the Company will gain increased benefit from his perspective and insights, particularly regarding investments and capital allocation as we continue to execute on our long-term growth strategy.”

“I have long admired InfuSystem, and believe the Company has opportunity to significantly expand its business to the benefit of all stakeholders,” said Mr. Malhotra. He continued, “Managing through growth transitions is always a challenge, and this can be particularly trying for small public companies. I look forward to being part of the governance process at InfuSystem and doing my part to help the Company achieve its goals.”

Mr. Malhotra is the Founder of The Nicoya Fund LP, a private investment partnership. Mr. Malhotra currently serves as a Director and Vice Chairman of HireQuest Inc., an asset light staffing franchisor, since 2016. Since November 2019, Mr. Malhotra has been a member of the Board of Directors of Optex Systems Holdings, Inc., an optical systems manufacturer, and also sits on the board of Scotts Liquid Gold. Mr. Malhotra holds an MBA in Finance from The Wharton School and a Master’s degree in International Relations from the University of Pennsylvania where he is a Lauder Fellow. Mr. Malhotra holds undergraduate degrees in Computer Science and Economics from Johns Hopkins University.

About InfuSystem Holdings, Inc.

InfuSystem Holdings, Inc. (NYSE American: INFU), is a leading national health care service provider, facilitating outpatient care for durable medical equipment manufacturers and health care providers. INFU services are provided under a two-platform model. The lead platform is Integrated Therapy Services (“ITS”), providing the last-mile solution for clinic-to-home healthcare where the continuing treatment involves complex durable medical equipment and services. The ITS segment is comprised of Oncology, Pain Management, Wound Therapy and Lymphedema businesses. The second platform, Durable Medical Equipment Services (“DME Services”), supports the ITS platform and leverages strong service orientation to win incremental business from its direct payer clients. The DME Services segment is comprised of direct payer rentals, pump and consumable sales, and biomedical services and repair. Headquartered in Rochester Hills, Michigan, the Company delivers local, field-based customer support and also operates Centers of Excellence in Michigan, Kansas, California, Massachusetts, Texas and Ontario, Canada.

Forward-Looking Statements

Certain statements contained in this press release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, such as statements relating to future actions, our share repurchase program and capital allocation strategy, business plans, growth initiatives, objectives and prospects, future operating or financial performance, guidance and expected new business relationships and the terms thereof (including estimated potential revenue under new or existing contracts). The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “expect,” “strategy,” “future,” “likely,” variations of such words, and other similar expressions, as they relate to the Company, are intended to identify forward-looking statements. Forward-looking statements are subject to factors, risks and uncertainties that could cause actual results to differ materially, including, but not limited to, our ability to successfully execute on our growth initiatives, our ability to enter into definitive agreements for the new business relationships on expected terms or at all, our ability to generate estimated potential revenue amounts under new or existing contracts, the uncertain impact of the COVID-19 pandemic, our dependence on estimates of collectible revenue, potential litigation, changes in third-party reimbursement processes, changes in law, contributions from acquired businesses or new business lines, products or services and other risk factors disclosed in the Company’s most recent annual report on Form 10-K and, to the extent applicable, quarterly reports on Form 10-Q. All forward-looking statements made in this press release speak only as of the date hereof. We do not undertake any obligation to update any forward-looking statements to reflect future events or circumstances, except as required by law.

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

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