

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INFUSYSTEM HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
Incorporation or organization)

20-3341405

(I.R.S. Employer Identification No.)

**3851 West Hamlin Road
Rochester Hills, Michigan**

(Address of Principal Executive Offices)

48309

(Zip Code)

**INFUSYSTEM HOLDINGS, INC.
2021 EQUITY INCENTIVE PLAN**
(Full title of the plan)

Barry Steele
Executive Vice President and Chief Financial Officer
3851 West Hamlin Road
Rochester Hills, Michigan 48309
(Name and address of agent for service)

(248) 291-1210
(Telephone number, including area code, of agent for service)

with copies of communications to:

B. Scott Gootee, Esq.
Scot Hill, Esq.
Stinson LLP
1201 Walnut, Suite 2900
Kansas City, Missouri 64106
(816) 842-8600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	..	Accelerated filer	x
Non-accelerated filer	..	Smaller reporting company	x
		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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by InfuSystem Holdings, Inc. (the "Registrant") for the purpose of registering an additional 2,500,000 shares of the Registrant's Common Stock reserved for issuance under the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (as amended through May 16, 2023), as approved by the Registrant's stockholders at the Registrant's 2023 annual meeting of stockholders.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-256231) filed by the Registrant with the Securities and Exchange Commission (the "Commission") on May 18, 2021.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	<u>Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-35020) as filed with the Commission on May 12, 2014).</u>
4.2	<u>Amended and Restated By-Laws, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-35020) as filed with the Commission on July 9, 2018).</u>
5.1*	<u>Opinion of Stinson LLP regarding legality.</u>
23.1*	<u>Consent of BDO USA, LLP.</u>
23.2*	<u>Consent of Stinson LLP (contained in Exhibit 5.1 hereto).</u>
24.1*	<u>Powers of Attorney (contained in the signature page hereto).</u>
99.1	<u>InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-256231) as filed with the Commission on May 18, 2021).</u>
99.2	<u>First Amendment to InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-35020) as filed with the Commission on May 25, 2023).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester Hills, State of Michigan, on this 6th day of June, 2023.

INFUSYSTEM HOLDINGS, INC.

By: /s/ Barry Steele

Barry Steele

Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Richard A. DiIorio and Barry Steele, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard A. DiIorio</u> Richard A. DiIorio	President, Chief Executive Officer (Principal Executive Officer) and Director	June 6, 2023
<u>/s/ Barry Steele</u> Barry Steele	Executive Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 6, 2023
<u>/s/ Scott Shuda</u> Scott Shuda	Chairman of the Board and Director	June 6, 2023
<u>/s/ Ralph Boyd</u> Ralph Boyd	Director	June 6, 2023
<u>/s Paul Gendron</u> Paul Gendron	Director	June 6, 2023
<u>/s/ Carrie Lachance</u> Carrie Lachance	Director	June 6, 2023
<u>/s/ Gregg Lehman</u> Gregg Lehman	Director	June 6, 2023
<u>/s/ R. Rimmy Malhotra</u> R. Rimmy Malhotra	Director	June 6, 2023

June 6, 2023

InfuSystem Holdings, Inc.
3851 West Hamlin Road
Rochester Hills, Michigan 48309

Re: Issuance of Securities Covered by Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to InfuSystem Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") by the Company on or about the date hereof under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to up to 2,500,000 shares (the "Shares") of the Company's common stock, \$0.0001 par value per share (the "Common Stock"), to be issued pursuant to the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan, as amended (the "Equity Plan"). The Registration Statement also relates to such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Equity Plan (collectively with the Shares, the "Securities").

In connection with this opinion, we have examined the Registration Statement and originals or copies, certified or otherwise identified to our satisfaction, of such records, agreements and instruments of the Company, certificates of public officials and of officers of the Company and such other documents and records, and such matters of law, as we have deemed necessary as a basis for the opinions hereinafter expressed, including the Company's Amended and Restated Certificate of Incorporation, as amended (the "Charter"), and the Company's Amended and Restated Bylaws, as amended (the "Bylaws").

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution, delivery and binding effect of all documents by the parties thereto other than the Company. As to any facts material to the opinion expressed herein which we have not independently established or verified, we have relied upon the statements and representations of officers and other representatives of the Company and others. This opinion assumes that the provisions of the Charter and the Bylaws will not be amended after the date hereof. This opinion further assumes compliance both in the past and in the future with the terms of the Equity Plan by the Company and its employees, officers, board of directors and any committee and/or trustee appointed to administer the Equity Plan.

We express no opinion as to matters under or involving the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of Delaware. We advise you that the issues addressed by this opinion may be governed in whole or in part by other laws, and we express no opinion as to whether any relevant difference exists between the laws upon which our opinion is based and any other laws that may actually govern.

Based upon and subject to the foregoing, and having regard for such legal considerations as we have deemed relevant, upon the issuance and sale of said Securities for the consideration and upon the terms and conditions set forth in the Equity Plan, said Securities will be legally issued, fully paid and non-assessable.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is rendered on the date hereof and we have no continuing obligation hereunder to inform you of changes of law, including judicial interpretations of law, or of facts of which we become aware after the date hereof.

We consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules of the Commission.

Very truly yours,

Stinson LLP

/s/ Stinson LLP

Consent of Independent Registered Public Accounting Firm

InfuSystem Holdings Inc.
Rochester Hills, Michigan

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of InfuSystem Holdings, Inc. and subsidiaries of our reports dated March 16, 2023, relating to the consolidated financial statements and the effectiveness of InfuSystem Holdings, Inc.'s internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2022.

/s/ BDO USA, LLP.

Troy, Michigan
June 6, 2023

Calculation of Filing Fee Tables
Form S-8
(Form Type)

InfuSystem Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee (2) (3)
Equity	Common Stock, par value \$0.0001 per share	457(c) and 457(h)	2,500,000	\$8.93	\$22,325,000	0.0001102	\$2,460.22
Total Offering Amounts							\$2,460.22
Total Fee Offsets							\$0
Net Fee Due							\$2,460.22

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall include an additional indeterminate number of securities that may be offered as a result of stock splits, stock dividends or similar transactions relating to the shares covered by this Registration Statement.
- (2) Calculated pursuant to Rules 457(c) and 457(h) under the Securities Act based on the average of the high and low prices reported for the Registrant's common stock on June 1, 2023 on the NYSE American. Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.
- (3) Calculated pursuant to General Instruction E to Form S-8.