

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

for the quarterly period ended September 30, 2024

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

for the transition period from ____ to ____

Commission File Number: 001-35020



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 48309

(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: (248) 291-1210

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 \$0.0001 per share	INFU	NYSE American LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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 Non-accelerated filer Smaller reporting company
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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 6, 2024, 21,263,597 shares of the registrant's common stock, par value \$0.0001 per share, were outstanding.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

<i>(in thousands, except par value and share data)</i>	As of	
	September 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 380	\$ 231
Accounts receivable, net	22,761	19,830
Inventories, net	6,700	6,402
Other current assets	3,772	4,157
Total current assets	33,613	30,620
Medical equipment for sale or rental	4,699	3,049
Medical equipment in rental service, net of accumulated depreciation	37,001	34,928
Property & equipment, net of accumulated depreciation	3,910	4,321
Goodwill	3,710	3,710
Intangible assets, net	6,704	7,446
Operating lease right of use assets	5,735	6,703
Deferred income taxes	7,815	9,115
Derivative financial instruments	1,107	1,442
Other assets	1,009	1,581
Total assets	\$ 105,303	\$ 102,915
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 8,908	\$ 8,009
Other current liabilities	8,028	7,704
Total current liabilities	16,936	15,713
Long-term debt, net of current portion	27,975	29,101
Operating lease liabilities, net of current portion	4,879	5,799
Total liabilities	49,790	50,613
Stockholders' equity:		
Preferred stock, \$0.0001 par value: authorized 1,000,000 shares; none issued	—	—
Common stock, \$0.0001 par value: authorized 200,000,000 shares; 21,234,303 shares issued and outstanding as of September 30, 2024 and 21,196,851 shares issued and outstanding as of December 31, 2023	2	2
Additional paid-in capital	112,869	109,837
Accumulated other comprehensive income	836	1,088
Retained deficit	(58,194)	(58,625)
Total stockholders' equity	55,513	52,302
Total liabilities and stockholders' equity	\$ 105,303	\$ 102,915

See accompanying notes to unaudited condensed consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (UNAUDITED)

<i>(in thousands, except share and per share data)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net revenues	\$ 35,320	\$ 31,909	\$ 101,013	\$ 94,014
Cost of revenues	16,275	16,293	48,826	47,616
Gross profit	19,045	15,616	52,187	46,398
Selling, general and administrative expenses:				
Amortization of intangibles	248	248	743	743
Selling and marketing	2,755	2,728	9,173	8,937
General and administrative	12,777	10,943	37,996	33,880
Total selling, general and administrative	15,780	13,919	47,912	43,560
Operating income	3,265	1,697	4,275	2,838
Other expense:				
Interest expense	(476)	(563)	(1,416)	(1,667)
Other expense	(4)	(14)	(64)	(47)
Income before income taxes	2,785	1,120	2,795	1,124
Provision for income taxes	(978)	(431)	(1,383)	(324)
Net income	\$ 1,807	\$ 689	\$ 1,412	\$ 800
Net income per share:				
Basic	\$ 0.08	\$ 0.03	\$ 0.07	\$ 0.04
Diluted	\$ 0.08	\$ 0.03	\$ 0.07	\$ 0.04
Weighted average shares outstanding:				
Basic	21,290,512	21,095,404	21,271,858	20,968,711
Diluted	21,652,457	21,719,404	21,707,835	21,615,706
Comprehensive income:				
Net income	\$ 1,807	\$ 689	\$ 1,412	\$ 800
Other comprehensive (loss) income:				
Unrealized (loss) gain on hedges	(608)	254	(335)	200
Benefit from (provision for) income tax on unrealized hedge gain	149	(62)	83	(55)
Net comprehensive income	\$ 1,348	\$ 881	\$ 1,160	\$ 945

See accompanying notes to unaudited condensed consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF
STOCKHOLDERS' EQUITY
(UNAUDITED)

<i>(in thousands)</i>	Common Stock		Additional Paid in Capital	Retained Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Par Value Amount				
Balances at June 30, 2023	21,051	\$ 2	\$ 107,898	\$ (59,386)	\$ 1,442	\$ 49,956
Shares issued upon restricted stock vesting and option exercise	159	—	—	—	—	—
Stock-based compensation expense	—	—	1,063	—	—	1,063
Employee stock purchase plan	31	—	203	—	—	203
Common stock repurchased to satisfy minimum statutory withholding on stock-based compensation	(57)	—	(634)	—	—	(634)
Other comprehensive income	—	—	—	—	192	192
Net income	—	—	—	689	—	689
2023 Balances at September 30,	21,184	\$ 2	\$ 108,530	\$ (58,697)	\$ 1,634	\$ 51,469
Balances at June 30, 2024	21,315	\$ 2	\$ 111,493	\$ (59,303)	\$ 1,295	\$ 53,487
Shares issued upon restricted stock vesting and option exercise	1	—	—	—	—	—
Stock-based compensation expense	—	—	1,221	—	—	1,221
Employee stock purchase plan	27	—	156	—	—	156
Common stock repurchased as part of share repurchase program	(109)	—	—	(698)	—	(698)
Common stock repurchased to satisfy minimum statutory withholding on stock-based compensation	—	—	(1)	—	—	(1)
Other comprehensive loss	—	—	—	—	(459)	(459)
Net income	—	—	—	1,807	—	1,807
2024 Balances at September 30,	21,234	\$ 2	\$ 112,869	\$ (58,194)	\$ 836	\$ 55,513
Balances at December 31, 2022	20,782	\$ 2	\$ 105,856	\$ (59,344)	\$ 1,489	\$ 48,003
Shares issued upon restricted stock vesting and option exercise	468	—	586	—	—	586
Stock-based compensation expense	—	—	2,799	—	—	2,799
Employee stock purchase plan	72	—	446	—	—	446
Common stock repurchased as part of share repurchase program	(22)	—	—	(153)	—	(153)
Common stock repurchased to satisfy minimum statutory withholding on stock-based compensation	(116)	—	(1,157)	—	—	(1,157)
Other comprehensive loss	—	—	—	—	145	145
Net income	—	—	—	800	—	800
2023 Balances at September 30,	21,184	\$ 2	\$ 108,530	\$ (58,697)	\$ 1,634	\$ 51,469
Balances at December 31, 2023	21,197	\$ 2	\$ 109,837	\$ (58,625)	\$ 1,088	\$ 52,302
Shares issued upon restricted stock vesting and option exercise	212	—	39	—	—	39
Stock-based compensation expense	—	—	3,276	—	—	3,276
Employee stock purchase plan	53	—	342	—	—	342
Common stock repurchased as part of share repurchase program	(150)	—	—	(981)	—	(981)
Common stock repurchased to satisfy minimum statutory withholding on stock-based compensation	(78)	—	(625)	—	—	(625)
Other comprehensive loss	—	—	—	—	(252)	(252)
Net income	—	—	—	1,412	—	1,412
2024 Balances at September 30,	21,234	\$ 2	\$ 112,869	\$ (58,194)	\$ 836	\$ 55,513

See accompanying notes to unaudited condensed consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<i>(in thousands)</i>	Nine Months Ended September 30,	
	2024	2023
OPERATING ACTIVITIES		
Net income	\$ 1,412	\$ 800
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for doubtful accounts	(141)	(122)
Depreciation	8,335	8,621
Loss on disposal of and reserve adjustments for medical equipment	678	1,278
Gain on sale of medical equipment	(1,863)	(1,990)
Amortization of intangible assets	743	743
Amortization of deferred debt issuance costs	58	99
Stock-based compensation	3,276	2,799
Deferred income taxes	1,383	325
Changes in assets - (increase)/decrease:		
Accounts receivable	(1,348)	(1,035)
Inventories	(298)	(1,270)
Other current assets	385	(1,090)
Other assets	1,137	(2,304)
Changes in liabilities - (decrease)/increase:		
Accounts payable and other liabilities	(1,229)	(289)
NET CASH PROVIDED BY OPERATING ACTIVITIES	12,528	6,565
INVESTING ACTIVITIES		
Purchase of medical equipment	(12,162)	(8,503)
Purchase of property and equipment	(562)	(616)
Proceeds from sale of medical equipment, property and equipment	2,754	3,429
NET CASH USED IN INVESTING ACTIVITIES	(9,970)	(5,690)
FINANCING ACTIVITIES		
Principal payments on long-term debt	(40,415)	(43,160)
Cash proceeds from long-term debt	39,231	42,788
Debt issuance costs	—	(229)
Common stock repurchased as part of share repurchase program	(981)	(153)
Common stock repurchased to satisfy statutory withholding on employee stock-based compensation plans	(625)	(1,157)
Cash proceeds from exercise of options and ESPP	381	1,032
NET CASH USED IN FINANCING ACTIVITIES	(2,409)	(879)
Net change in cash and cash equivalents	149	(4)
Cash and cash equivalents, beginning of period	231	165
Cash and cash equivalents, end of period	\$ 380	\$ 161

See accompanying notes to unaudited condensed consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation, Nature of Operations and Summary of Significant Accounting Policies

The terms "InfuSystem", the "Company", "we", "our" and "us" are used herein to refer to InfuSystem Holdings, Inc. and its subsidiaries. InfuSystem is a leading provider of infusion pumps and related products and services for patients in the home, oncology clinics, ambulatory surgery centers, and other sites of care. The Company provides products and services to hospitals, oncology practices and facilities and other alternative site health care providers. Headquartered in Rochester Hills, Michigan, the Company delivers local, field-based customer support, and also operates pump service and repair Centers of Excellence in Michigan, Kansas, California, Massachusetts, Texas and Ontario, Canada. The Company operates in two reportable segments, Patient Services and Device Solutions. During the fiscal year ended December 31, 2023, the Company also operated through First Biomedical, Inc., a Kansas Corporation, which was a wholly-owned subsidiary that merged into InfuSystem, Inc. on January 1, 2024.

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, the unaudited condensed consolidated financial statements do not include all of the information and notes required by U.S. Generally Accepted Accounting Principles ("GAAP") for complete financial statements. The accompanying unaudited condensed consolidated financial statements include all adjustments, composed of normal recurring adjustments, considered necessary by management to fairly state the Company's results of operations, financial position and cash flows. The operating results for the interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the SEC on April 10, 2024.

The unaudited condensed consolidated financial statements are prepared in conformity with GAAP, which requires the use of estimates, judgments and assumptions that affect the amounts of assets and liabilities at the reporting date and the amounts of revenue and expenses in the periods presented. The Company believes that the accounting estimates employed are appropriate and the resulting balances are reasonable; however, due to the inherent uncertainties in making estimates, actual results could differ from the original estimates, requiring adjustments to these balances in future periods.

2. Recent Accounting Pronouncements and Developments

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, Segment Reporting (ASC 280): Improvements to Reportable Segment Disclosures. ASU 2023-07 expands the disclosure requirements for reportable segments by requiring enhanced disclosures about significant segment expenses. Under the new standard, entities must disclose an amount for other segment items by reportable segment and a description of its composition. The other segment items category is the difference between segment revenue less the significant expenses disclosed and each reported measure of segment profit or loss. Additionally, entities must disclose at least one measure of assessing segment performance and the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance. The amendments are effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments are to be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of ASU 2023-07 on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, Income Taxes (ASC 740): Improvements to Income Tax Disclosures. ASU 2023-09 enhances existing income tax disclosures primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. The amendments in this ASU requires public entities to disclose a tabular tax rate reconciliation, using both percentages and currency, with specific categories. Public entities are also required to provide a qualitative description of the states and local jurisdictions that make up the majority of the effect of the state and local income tax category and the net amount of income taxes paid, disaggregated by federal, state and foreign taxes and also disaggregated by individual jurisdictions. The amendments also remove certain disclosures that are no longer considered cost beneficial. The amendments are effective prospectively for annual periods beginning after December 15, 2024, and early adoption and retrospective application are permitted. The Company is currently evaluating the impact of ASU 2023-09 on its consolidated financial statements and related disclosures.

In March 2024, the SEC issued final rules on climate-related disclosures that will require annual disclosure of material climate-related risks and material direct greenhouse gas emissions from operations owned or controlled (Scope 1) and material indirect greenhouse gas emissions from purchased energy consumed in owned or controlled operations (Scope 2). Additionally, the rules require disclosure in the notes to the financial statements of the effects of severe weather events and other natural conditions, subject to certain financial thresholds, as well as amounts related to carbon offsets and renewable energy credits or certificates. These rules also require disclosure of climate risk oversight practices of the Board of Directors and management, and the disclosure of governance, risk management and strategy related to material climate-related risks. In April 2024, the SEC voluntarily stayed the new rules pending the completion of judicial review. The disclosure requirements, if ultimately upheld as adopted, will begin phasing in for reports and registration statements including financial information with respect to annual periods beginning in our fiscal 2027. We are currently evaluating the impact of adoption of these final rules on our disclosures.

3. Revenue

The following table presents the Company's disaggregated revenue by offering type (in thousands):

	Three Months Ended September 30,			
	2024		2023	
	Total Net Revenues	Percentage of Total Net Revenues	Total Net Revenues	Percentage of Total Net Revenues
Patient Services revenue recognized at a point in time:				
Direct products	\$ 685	1.9 %	\$ 570	1.8 %
Third-Party Payer products	3,917	11.1 %	3,425	10.7 %
Patient Services revenue recognized over time:				
Direct rental services	1,923	5.4 %	1,840	5.8 %
Third-Party Payer rental services	12,277	34.8 %	11,003	34.5 %
Total Patient Services accounted for under ASC 606	18,802	53.2 %	16,838	52.8 %
Device Solutions revenue recognized at a point in time:				
Products	4,731	13.4 %	3,593	11.3 %
Services	2,575	7.3 %	2,573	8.1 %
Device Solutions revenue recognized over time:				
Services	1,841	5.2 %	1,807	5.7 %
Total Device Solutions accounted for under ASC 606	9,147	25.9 %	7,973	25.0 %
Total Revenue Accounted for under ASC 606	27,949	79.1 %	24,811	77.8 %
Patient Services lease revenue	1,978	5.6 %	2,451	7.7 %
Device Solutions lease revenue	5,393	15.3 %	4,647	14.6 %
Total Revenue accounted for under ASC 842, Leases	7,371	20.9 %	7,098	22.2 %
Total Net Revenue	\$ 35,320	100.0 %	\$ 31,909	100.0 %

	Nine Months Ended September 30,			
	2024		2023	
	Total Net Revenues	Percentage of Total Net Revenues	Total Net Revenues	Percentage of Total Net Revenues
Patient Services revenue recognized at a point in time:				
Direct products	\$ 2,030	2.0 %	\$ 1,727	1.8 %
Third-Party Payer products	11,182	11.1 %	10,198	10.8 %
Patient Services revenue recognized over time:				
Direct rental services	5,724	5.7 %	5,574	5.9 %
Third-Party Payer rental services	35,144	34.8 %	32,913	35.0 %
Total Patient Services accounted for under ASC 606	54,080	53.5 %	50,412	53.6 %
Device Solutions revenue recognized at a point in time:				
Products	12,886	12.8 %	11,199	11.9 %
Services	7,442	7.4 %	7,608	8.1 %
Device Solutions revenue recognized over time:				
Services	5,850	5.8 %	4,079	4.3 %
Total Device Solutions accounted for under ASC 606	26,178	25.9 %	22,886	24.3 %
Total Revenue Accounted for under ASC 606	80,258	79.5 %	73,298	78.0 %
Patient Services Lease Revenue	5,537	5.5 %	6,970	7.4 %
Device Solutions Lease Revenue	15,218	15.1 %	13,746	14.6 %
Total Revenue accounted for under ASC 842, Leases	20,755	20.5 %	20,716	22.0 %
Total Net Revenue	\$ 101,013	100.0 %	\$ 94,014	100.0 %

Contract Balances

<i>(dollars in thousands)</i>	As of September 30, 2024	As of December 31, 2023	\$ Change
Accounts receivable, net	\$ 22,761	\$ 19,830	\$ 2,931
Contract assets	\$ 980	\$ 1,271	\$ (291)

The change in contract assets during the nine months ended September 30, 2024 included \$8.2 million of revenue recognized for which the payment is subject to conditions other than the passage of time, which was fully offset by \$8.5 million of contract assets reclassified to accounts receivable as our right to consideration for these contract assets became unconditional. Contract assets are included in other current assets on the Company's condensed consolidated balance sheets.

4. Medical Equipment

Medical equipment consisted of the following (in thousands):

	September 30, 2024	December 31, 2023
Medical equipment for sale or rental	\$ 4,726	\$ 3,081
Medical equipment for sale or rental - pump reserve	(27)	(32)
Medical equipment for sale or rental - net	<u>4,699</u>	<u>3,049</u>
Medical equipment in rental service	103,052	96,298
Medical equipment in rental service - pump reserve	(2,456)	(2,126)
Accumulated depreciation	(63,595)	(59,244)
Medical equipment in rental service - net	<u>37,001</u>	<u>34,928</u>
Total	<u>\$ 41,700</u>	<u>\$ 37,977</u>

Depreciation expense for medical equipment for the three and nine months ended September 30, 2024 was \$2.6 million and \$7.4 million compared to \$2.5 million and \$7.8 million for the same prior year periods, respectively. This expense was recorded in "cost of revenues" for each period. The pump reserve for medical equipment in rental service represents an estimate for medical equipment that is considered to be missing. The reserve calculated is equal to the net book value of assets that have not returned from the field within a certain timeframe. For the nine months ended September 30, 2024 and 2023, \$2.2 million and \$1.9 million of current liabilities related to non-cash purchases of medical equipment and property, respectively, had not been included in investing activities in the Condensed Consolidated Statements of Cash Flows. These amounts will be included as a cash outflow from investing activities when paid.

5. Property and Equipment

Property and equipment consisted of the following (in thousands):

	September 30, 2024			December 31, 2023		
	Gross Assets	Accumulated Depreciation	Total	Gross Assets	Accumulated Depreciation	Total
Furniture, fixtures, and equipment	\$ 6,077	\$ (4,429)	\$ 1,648	\$ 6,611	\$ (3,909)	\$ 2,702
Automobiles	87	(87)	—	87	(87)	—
Leasehold improvements	4,584	(2,322)	2,262	3,570	(1,951)	1,619
Total	<u>\$ 10,748</u>	<u>\$ (6,838)</u>	<u>\$ 3,910</u>	<u>\$ 10,268</u>	<u>\$ (5,947)</u>	<u>\$ 4,321</u>

Depreciation expense for property and equipment for the three and nine months ended September 30, 2024 was \$0.3 million and \$0.9 million compared to \$0.3 million and \$0.8 million for the same prior year periods, respectively. This expense was recorded in "general and administrative expenses" for each period.

6. Goodwill & Intangible Assets

The changes in the carrying value of goodwill by segment for the nine months ended September 30, 2024 are as follows (in thousands):

	Device Solutions (a)	
Balance as of December 31, 2023	\$	3,710
Goodwill acquired		—
Balance as of September 30, 2024	\$	<u>3,710</u>

(a) The Patient Services segment had no recorded goodwill during the reported periods.

The carrying amount and accumulated amortization of intangible assets consisted of the following (in thousands):

	September 30, 2024			December 31, 2023		
	Gross Assets	Accumulated Amortization	Net	Gross Assets	Accumulated Amortization	Net
Nonamortizable intangible assets						
Trade names	\$ 2,000	\$ —	\$ 2,000	\$ 2,000	\$ —	\$ 2,000
Amortizable intangible assets:						
Trade names	23	(23)	—	23	(23)	—
Physician and customer relationships	38,834	(34,820)	4,014	38,834	(34,295)	4,539
Non-competition agreements	472	(326)	146	472	(255)	217
Unpatented technology	943	(494)	449	943	(393)	550
Software	10,300	(10,205)	95	10,300	(10,160)	140
Total nonamortizable and amortizable intangible assets	<u>\$ 52,572</u>	<u>\$ (45,868)</u>	<u>\$ 6,704</u>	<u>\$ 52,572</u>	<u>\$ (45,126)</u>	<u>\$ 7,446</u>

Amortization expense for both the three and nine months ended September 30, 2024 and 2023 was \$0.2 million and \$0.7 million, respectively. This expense was recorded in "amortization of intangibles expenses" for each period. Expected remaining annual amortization expense for the next five years for intangible assets recorded as of September 30, 2024 is as follows (in thousands):

	2024	2025	2026	2027	2028	2029 and thereafter	Total
Amortization expense	\$ 248	\$ 810	\$ 525	\$ 471	\$ 348	\$ 2,302	\$ 4,704

7. Debt

On February 5, 2021, the Company entered into a Credit Agreement (the "2021 Credit Agreement") with JPMorgan Chase Bank, N.A., as administrative agent (the "Agent"), sole bookrunner and sole lead arranger, and the lenders party thereto.

The borrowers under the 2021 Credit Agreement are InfuSystem Holdings, Inc. and its subsidiaries (collectively, the "Borrowers").

The 2021 Credit Agreement provides for a revolving credit facility (the "Revolving Facility") of \$75.0 million, that matures on February 5, 2026. The Revolving Facility may be increased by \$25.0 million, subject to certain conditions, including the consent of the Agent and obtaining necessary commitments. The lenders under the 2021 Credit Agreement may issue up to \$7.0 million in letters of credit subject to the satisfaction of certain conditions. On February 5, 2021, the Borrowers made an initial borrowing of \$30.0 million under the Revolving Facility. Proceeds from the loan, along with approximately \$8.2 million in cash, were used to repay all amounts due under the Company's then existing credit facility dated March 23, 2015 (the "2015 Credit Agreement").

The 2021 Credit Agreement has customary representations and warranties. The ability to borrow under the facility is subject to ongoing compliance with a number of customary affirmative and negative covenants, including limitations on indebtedness, liens, mergers, acquisitions, investments, asset sales, affiliate transactions and restricted payments, as well as financial covenants, including the following:

- a minimum fixed charge coverage ratio (defined as the ratio of consolidated EBITDA (as defined in the 2021 Credit Agreement) less 50% of depreciation expense), to consolidated fixed charges (as defined in the 2021 Credit Agreement)) for the prior four most recently ended calendar quarters of 1.20 to 1.00; and
- a maximum leverage ratio (defined as total indebtedness to EBITDA for the prior four most recently ended calendar quarters) of 3.50 to 1.00.

The 2021 Credit Agreement includes customary events of default. The occurrence of an event of default will permit the lenders to terminate commitments to lend under the Revolving Facility and accelerate payment of all amounts outstanding thereunder.

Simultaneous with the execution of the 2021 Credit Agreement, the Company entered into a Pledge and Security Agreement to secure repayment of the obligations of the Borrowers. Under the Pledge and Security Agreement, each Borrower has granted to the Agent, for the benefit of various secured parties, a first priority security interest in substantially all of the personal property assets and shares of each of the Borrowers.

On April 26, 2023, the Company entered into a First Amendment to the 2021 Credit Agreement (the "First Amendment") with the Agent and the lenders party thereto, which amended the 2021 Credit Agreement, to provide for, among other things: (i) an extension of the maturity date for the 2021 Credit Agreement to April 26, 2028, (ii) the replacement of London Interbank Offered Rate ("LIBOR") with Adjusted Term Secured Overnight Financing Rate ("SOFR") as a benchmark interest rate, and (iii) an increase of the maximum dollar amount of incremental revolving loans from \$25 million to \$35 million. Incremental revolving loans continue to be subject to certain conditions, including the consent of the Agent and obtaining necessary commitments.

The 2021 Credit Agreement and First Amendment were accounted for as debt modifications. As of September 30, 2024, the Company was in compliance with all debt-related covenants under the 2021 Credit Agreement, as amended.

The following table illustrates the net availability under the Revolving Facility as of the applicable balance sheet date (in thousands):

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Revolving Facility:		
Gross availability	\$ 75,000	\$ 75,000
Outstanding draws	(28,255)	(29,439)
Letter of credit	(200)	(200)
Availability on Revolving Facility	<u>\$ 46,545</u>	<u>\$ 45,361</u>

The Company had future maturities of its long-term debt as of September 30, 2024 as follows (in thousands):

	2024	2025	2026	2027	2028	Total
Revolving Facility	\$ —	\$ —	\$ —	\$ —	\$ 28,255	\$ 28,255
Total	\$ —	\$ —	\$ —	\$ —	\$ 28,255	\$ 28,255

The following is a breakdown of the Company's current and long-term debt (in thousands):

	September 30, 2024			December 31, 2023		
	Current Portion	Long-Term Portion	Total	Current Portion	Long-Term Portion	Total
Revolving Facility	\$ —	\$ 28,255	\$ 28,255	\$ —	\$ 29,439	\$ 29,439
Unamortized value of debt issuance costs	—	(280)	(280)	—	(338)	(338)
Total	\$ —	\$ 27,975	\$ 27,975	\$ —	\$ 29,101	\$ 29,101

As of September 30, 2024, amounts outstanding under the Revolving Facility provided under the 2021 Credit Agreement, as amended, bear interest at a variable rate equal to, at the Company's election, Adjusted Term SOFR for Term Benchmark loans or an Alternative Base Rate for ABR loans, as defined by the First Amendment, plus a spread that will vary depending upon the Company's leverage ratio. The spread ranges from 2.00% to 3.00% for Term Benchmark Loans and 1.00% to 2.00% for base rate loans. The weighted-average Term Benchmark loan rate at September 30, 2024 was 7.43% (Adjusted Term SOFR of 5.08% plus 2.35%). The actual ABR loan rate at September 30, 2024 was 9.25% (lender's prime rate of 8.00% plus 1.25%).

8. Derivative Financial Instruments and Hedging Activities

In February 2021, the Company adopted a derivative investment policy, which provides guidelines and objectives related to managing financial and operational exposures arising from market changes in short term interest rates. In accordance with this policy, the Company can enter into interest rate swaps or similar instruments, will endeavor to evaluate all the risks inherent in a transaction before entering into a derivative financial instrument and will not enter into derivative financial instruments for speculative or trading purposes. Hedging relationships are formally documented at the inception of the hedge and hedges must be highly effective in offsetting changes to future cash flows on hedged transactions at the inception of a hedge and on an ongoing basis to be designated for hedge accounting treatment.

The Company is exposed to interest rate risk related to its variable rate debt obligations under the 2021 Credit Agreement. In order to manage the volatility in interest rate markets, in February 2021, the Company entered into two interest rate swap agreements to manage exposure arising from this risk. On a combined basis, the agreements had a constant notional amount over a five-year term that would have ended on February 5, 2026. While they were outstanding, each agreement paid the Company 30-day LIBOR on the notional amount and the Company paid a fixed rate of interest equal to 0.73%. These derivative instruments were considered cash flow hedges. On May 11, 2023, these two swaps were settled and a new swap was entered into with different terms that aligned with changes in the 2021 Credit Agreement arising from the First Amendment. The new swap has a constant notional amount over a five-year term that ends on April 26, 2028. The agreement pays the Company 30-day SOFR on the notional amount and the Company pays a fixed rate of interest equal to 1.74%. The Company does not have any other derivative financial instruments.

The fair values of the Company's derivative financial instruments are categorized as Level II of the fair value hierarchy as the values are derived using the market approach based on observable market inputs including quoted prices of similar instruments and interest rate forward curves.

The tables below present the location and gross fair value amounts of the Company's derivative financial instruments and the associated notional amounts designated as cash flow hedges as of the applicable balance sheet date (in thousands):

		September 30, 2024		
		Balance Sheet Location	Notional	Fair Value Derivative Assets
Derivatives designated as hedges:				
Cash flow hedges				
Interest rate swaps	Derivative financial instruments	\$	20,000	\$ 1,107

		December 31, 2023		
		Balance Sheet Location	Notional	Fair Value Derivative Assets
Derivatives designated as hedges:				
Cash flow hedges				
Interest rate swaps	Derivative financial instruments	\$	20,000	\$ 1,442

The table below presents the effect of our derivative financial instruments designated as hedging instruments in accumulated other comprehensive income ("AOCI") (in thousands):

	Three Months Ended September 30,	
	2024	2023
Gain on cash flow hedges - interest rate swaps		
Beginning balance	\$ 1,295	\$ 1,442
Unrealized (loss) gain recognized in AOCI	(427)	434
Amounts reclassified to interest expense (a)	(181)	(180)
Tax benefit (provision)	149	(62)
Ending balance	\$ 836	\$ 1,634

(a) Negative amounts represent interest income. Interest expense as presented in the condensed consolidated statement of operations and comprehensive income for the three months ended September 30, 2024 and 2023 was \$0.5 million and \$0.6 million, respectively.

	Nine Months Ended September 30,	
	2024	2023
Gain on cash flow hedges - interest rate swaps		
Beginning balance	\$ 1,088	\$ 1,489
Unrealized gain recognized in AOCI	208	754
Amounts reclassified to interest expense (a) (b)	(543)	(554)
Tax benefit (provision)	83	(55)
Ending balance	\$ 836	\$ 1,634

(a) Negative amounts represent interest income and positive amounts represent interest expense. Interest expense as presented in the condensed consolidated statement of operations and comprehensive income for the nine months ended September 30, 2024 and 2023 was \$1.4 million and \$1.7 million, respectively.

(b) As of September 30, 2024, \$0.4 million of income is expected to be reclassified into earnings within the next 12 months.

The Company did not incur any hedge ineffectiveness during the nine months ended September 30, 2024.

9. Income Taxes

During both the three months ended September 30, 2024 and 2023, the Company recorded a provision for income taxes totaling \$1.0 million and \$0.4 million on pre-tax income of \$2.8 million and \$1.1 million, respectively, representing effective tax rates of 35.1% and 38.5%, respectively. During both the nine months ended September 30, 2024 and 2023, the Company recorded a provision for income taxes totaling \$1.4 million and \$0.3 million on pre-tax income \$2.8 million and \$1.1 million, respectively, representing effective tax rates of 49.5% and 28.8%, respectively. The effective tax rates differed from the U.S. statutory rate mainly due to the effects of local, state and foreign jurisdiction income taxes, limitations on the deductions of certain expenses including meals and entertainment expense and management compensation and differences between expense recognized for book purposes versus tax purposes associated with equity compensation expense. The impact of permanent differences weighs heavier on the effective tax rate when pre-tax earnings are close to break even.

10. Commitments, Contingencies and Litigation

From time to time in the ordinary course of its business, the Company may be involved in legal and regulatory proceedings, the outcomes of which may not be determinable. The results of litigation and regulatory proceedings are inherently unpredictable. Any claims against the Company, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in diversion of significant resources. The Company is not able to estimate an aggregate amount or range of reasonably possible losses for those legal matters for which losses are not probable and estimable, primarily for the following reasons: (i) many of the relevant legal proceedings are in preliminary stages and, until such proceedings develop further, there is often uncertainty regarding the relevant facts and circumstances at issue and potential liability; and (ii) many of these proceedings involve matters of which the outcomes are inherently difficult to predict. The Company has insurance policies covering potential losses where such coverage is cost effective.

The Company is not at this time involved in any proceedings that the Company currently believes could have a material effect on the Company's financial condition, results of operations or cash flows.

11. Earnings Per Share

Basic income per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted income per share assumes the issuance of potentially dilutive shares of common stock during the period. The following table reconciles the numerators and denominators of the basic and diluted income per share computations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator (<i>in thousands</i>):				
Net income:	\$ 1,807	\$ 689	\$ 1,412	\$ 800
Denominator:				
Weighted average common shares outstanding:				
Basic	21,290,512	21,095,404	21,271,858	20,968,711
Dilutive effect of common stock equivalents	361,945	624,000	435,977	646,995
Diluted	21,652,457	21,719,404	21,707,835	21,615,706
Net income per share:				
Basic	\$ 0.08	\$ 0.03	\$ 0.07	\$ 0.04
Diluted	\$ 0.08	\$ 0.03	\$ 0.07	\$ 0.04

For the three months ended September 30, 2024 and 2023, respectively, there were 2,220,823 and 1,073,143 of outstanding options and unvested restricted stock units with an exercise price above the current market value of the Company's common stock that were not included in the calculation because they would have an anti-dilutive effect. For the nine months ended September 30, 2024 and 2023, respectively, there were 1,877,878 and 912,833 of outstanding options and unvested restricted stock units with an exercise price above the current market value of the Company's common stock that were not included in the calculation because they would have an anti-dilutive effect.

Share Repurchase Program

On May 16, 2024, our Board of Directors approved a stock repurchase program (the "Share Repurchase Program") that authorizes the Company to repurchase up to \$0.0 million of the Company's outstanding common stock through June 30, 2026. The Share Repurchase Program supersedes the previous authorization, which was set to expire on June 30, 2024. Repurchases under the Share Repurchase Program are subject to market conditions, the periodic capital needs of the Company's operating activities, and the continued satisfaction of all covenants under the Company's existing 2021 Credit Agreement, as amended. Repurchases under the Share Repurchase Program may take place in the open market or in privately negotiated transactions and may be made under a Rule 10b5-1 plan. The Share Repurchase Program does not obligate the Company to repurchase shares and may be suspended, terminated, or modified at any time at the discretion of the Board. As of September 30, 2024, the Company had repurchased and retired approximately \$1.0 million, or 149,670 shares, of the Company's outstanding common stock under the Share Repurchase Program. The Company had repurchased and retired approximately \$6.2 million, or 553,149 shares under the previous authorization.

12. Share-Based Compensation

The following tables summarize the activity during the period under the Company's 2014 Amended and Restated Stock Incentive Plan (the "2014 Plan") and 2021 Equity Incentive Plan (the "2021 Plan").

Restricted Stock Awards

	<u>Number of shares</u>	<u>Weighted average grant date fair value</u>
Unvested at December 31, 2023	529,862	\$ 11.42
Granted	215,481	7.51
Vested	(85,648)	17.88
Vested shares forgone to satisfy minimum statutory withholding	(53,083)	17.88
Forfeitures	(14,750)	11.61
Unvested at September 30, 2024	<u>591,862</u>	<u>\$ 8.48</u>

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Weighted average grant date fair value of awards granted	\$ 6.90	\$ 10.68	\$ 7.51	\$ 9.25
Total fair value of shares vested	\$ 2,636	\$ 79,944	\$ 750,298	\$ 649,612
Total fair value of shares forgone to satisfy minimum statutory withholding	\$ 814	\$ 34,371	\$ 465,020	\$ 364,758

Performance-Based Restricted Stock Units ("PSU")

	Number of shares	Weighted average grant date fair value
Unvested at December 31, 2023	112,776	\$ 10.49
Granted	117,582	5.69
Performance adjustment upon vesting	(17,690)	8.58
Vested	(13,022)	8.58
Vested shares forgone to satisfy minimum statutory withholding	(10,425)	8.58
Unvested at September 30, 2024	189,221	\$ 7.92

	Nine Months Ended September 30,	
	2024	2023
Weighted average grant date fair value of awards granted	\$ 5.69	\$ 11.05
Total fair value of shares vested	\$ 83,862	\$ —
Total fair value of shares forgone to satisfy minimum statutory withholding	\$ 67,137	\$ —

There were no PSU's granted or that vested during the three months ended September 30, 2024 or 2023, respectively.

Stock Options

2014 Plan (Options)	Number of Authorized Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2023	657,346	\$ 6.69	4.16	\$ 2,983,514
Exercised	(35,487)	3.62		312,195
Exercised shares forgone to satisfy minimum statutory withholding	(14,654)	2.69		
Shares tendered for cashless exercise	(43,193)	3.78		
Forfeitures and expirations	(26,500)	11.49		
Outstanding at September 30, 2024	537,512	\$ 6.98	3.83	\$ 1,017,157
Exercisable at September 30, 2024	537,512	\$ 6.98	3.83	\$ 1,017,157

Aggregate Intrinsic Value is equal to the excess of market value over the option exercise price of all in-the-money stock options.

2021 Plan (Options)	Number of Authorized Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2023	1,051,673	\$ 11.05	8.79	\$ 1,207,118
Granted	866,147	6.80		
Forfeitures and expirations	(89,965)	13.14		
Outstanding at September 30, 2024 (a)	<u>1,827,855</u>	<u>\$ 8.93</u>	<u>8.78</u>	<u>\$ 256,759</u>
Exercisable at September 30, 2024 (a)	<u>560,647</u>	<u>\$ 12.01</u>	<u>7.71</u>	<u>\$ —</u>

(a) Aggregate Intrinsic Value - no exercisable options were in-the-money as of September 30, 2024.

Aggregate Intrinsic Value is equal to the excess of market value over the option exercise price of all in-the-money stock options.

The following is the average fair value per share estimated on the date of grant and the assumptions used for options granted:

Stock Options:	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Expected volatility	—%	53%	46% to 51%	53%
Risk free interest rate	—%	4.43% to 4.45%	4.25% to 4.60%	3.71% to 4.45%
Expected lives at date of grant (in years)	0.00	4.04	4.08	3.98
Weighted average fair value of options granted	\$—	\$4.90	\$2.95	\$4.07
Total intrinsic value of options exercised	\$ —	\$ 1,646,254	\$ 312,195	\$ 3,067,467

There were no stock options granted or exercised during the three months ended September 30, 2024.

13. Leases

As Lessee

The Company's operating leases are primarily for office space, service facility centers and equipment under operating lease arrangements that expire at various dates over the next six years. The Company's leases do not contain any restrictive covenants. The Company's office leases generally contain renewal options for periods ranging from one to five years. Because the Company is not reasonably certain to exercise these renewal options, the options are not considered in determining the lease term, and payments associated with the option years are excluded from lease payments. The Company's office leases do not contain any material residual value guarantees. The Company's equipment leases generally do not contain renewal options.

Payments due under the Company's operating leases include fixed payments as well as variable payments. For the Company's office leases, variable payments include amounts for the Company's proportionate share of operating expenses, utilities, property taxes, insurance, common area maintenance and other facility-related expenses. For the Company's equipment leases, variable payments may consist of sales taxes, property taxes and other fees.

The components of lease costs for the three and nine months ended September 30, 2024 and 2023 are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating lease cost	\$ 478	\$ 378	\$ 1,423	\$ 1,099
Variable lease cost	94	97	266	260
Total lease cost	\$ 572	\$ 475	\$ 1,689	\$ 1,359

Supplemental cash flow information and non-cash activity related to the Company's leases are as follows (in thousands):

	Nine Months Ended September 30,	
	2024	2023
Cash paid for amounts included in the measurement of lease liabilities and right of use assets:		
Operating cash flow from operating leases	\$ 1,400	\$ 1,111
Right of use assets obtained in exchange for lease obligations:		
Operating leases	\$ 250	\$ 586
Increases to right of use assets resulting from lease modifications:		
Operating leases	\$ —	\$ 552

Weighted average remaining lease terms and discount rates for the Company's operating leases are as follows:

	As of September 30,	
	2024	2023
Weighted average remaining lease term:	5.6	5.7
Weighted average discount rate:	7.8%	6.8%

Future maturities of lease liabilities as of September 30, 2024 are as follows (in thousands):

	Operating Leases
2024	\$ 455
2025	1,905
2026	1,715
2027	1,542
2028	1,495
2029 and thereafter	2,474
Total undiscounted lease payments	9,586
Less: Imputed interest	(3,185)
Total lease liabilities	\$ 6,401

The long-term portion of the lease liabilities included in the amounts above is \$4.9 million with the remainder included in other current liabilities in the condensed consolidated balance sheets.

As Lessor:

We lease medical equipment to customers, often in conjunction with arrangements to provide consumable medical products. Certain of our equipment leases are classified as sales-type leases and the remainder are operating leases. The terms of the related contracts, including the proportion of fixed versus variable payments and any options, varies by customer. The Company elected the "combining lease and non-lease components" practical expedient for all qualifying non-lease components.

The components of the Company's lease revenues consisted of the following (in thousands) for the three and nine months ended September 30, 2024 and 2023:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net operating lease revenue	\$ 7,242	\$ 5,972	\$ 20,225	\$ 17,767
Sales-type lease revenue	129	1,126	530	2,949
Total lease revenue	\$ 7,371	\$ 7,098	\$ 20,755	\$ 20,716

The components of our net investment in sales-type leases as of September 30, 2024 and December 31, 2023 were (in thousands):

	September 30, 2024	December 31, 2023
Lease receivable	\$ 2,097	\$ 2,583
Net investment in leases	<u>\$ 2,097</u>	<u>\$ 2,583</u>

Our net investment in sales-type leases is classified as follows in the accompanying condensed consolidated balance sheets as of September 30, 2024 and December 31, 2023 were (in thousands):

	September 30, 2024	December 31, 2023
Accounts receivable, net	\$ 1,142	\$ 1,067
Other assets	955	1,516
Total	<u>\$ 2,097</u>	<u>\$ 2,583</u>

Future maturities of sales-type leases as of September 30, 2024 are as follows (in thousands):

	Sales-Type Leases
2024	\$ 338
2025	1,329
2026	652
2027	28
2028	—
Thereafter	—
Total undiscounted lease payments	2,347
Less: Imputed interest	(250)
Total lease receivables	\$ 2,097

14. Business Segment Information

The Company's reportable segments are organized based on service platforms, with the Patient Services segment reflecting higher margin rental revenues that generally include payments made by third-party and direct payers and the Device Solutions segment reflecting lower margin product sales, direct payer rental and service revenues. Resources are allocated and performance is assessed for these segments by the Company's Chief Executive Officer, whom the Company has determined to be its chief operating decision-maker. The Company believes that reporting performance at the gross profit level is the best indicator of segment performance.

The financial information summarized below is presented by reportable segment for the three months ended September 30, 2024 and 2023:

2024

<i>(in thousands)</i>	Patient Services		Device Solutions		Corporate/ Eliminations	Total
Net revenues - external	\$ 20,780	\$ 14,540	\$ —	\$ 35,320		
Net revenues - internal	—	1,992	(1,992)	—		
Total net revenues	20,780	16,532	(1,992)	35,320		
Gross profit	13,710	5,335	—	19,045		
Selling, general and administrative expenses						15,780
Interest expense						(476)
Other expense						(4)
Income before income taxes						\$ 2,785
Total assets	\$ 54,821	\$ 48,482	\$ 2,000	\$ 105,303		
Purchases of medical equipment	\$ 524	\$ 2,842	\$ —	\$ 3,366		
Depreciation and amortization of intangible assets	\$ 2,037	\$ 1,108	\$ —	\$ 3,145		

2023

<i>(in thousands)</i>	Patient Services	Device Solutions	Corporate/ Eliminations	Total
Net revenues - external	\$ 19,289	\$ 12,620	\$ —	\$ 31,909
Net revenues - internal	—	1,598	(1,598)	—
Total net revenues	19,289	14,218	(1,598)	31,909
Gross profit	11,837	3,779	—	15,616
Selling, general and administrative expenses				13,919
Interest expense				(563)
Other expense				(14)
Income before income taxes				<u>\$ 1,120</u>
Total assets	\$ 57,838	\$ 42,233	\$ 2,000	\$ 102,071
Purchases of medical equipment	\$ 650	\$ 859	\$ —	\$ 1,509
Depreciation and amortization of intangible assets	\$ 2,038	\$ 1,030	\$ —	\$ 3,068

The financial information summarized below is presented by reportable segment for the nine months ended September 30, 2024 and 2023:

2024

<i>(in thousands)</i>	Patient Services	Device Solutions	Corporate/ Eliminations	Total
Net revenues - external	\$ 59,617	\$ 41,396	\$ —	\$ 101,013
Net revenues - internal	—	5,447	(5,447)	—
Total net revenues	59,617	46,843	(5,447)	101,013
Gross profit	39,428	12,759	—	52,187
Selling, general and administrative expenses				47,912
Interest expense				(1,416)
Other expense				(64)
Income before income taxes				<u>\$ 2,795</u>
Total assets	\$ 54,821	\$ 48,482	\$ 2,000	\$ 105,303
Purchases of medical equipment	\$ 4,339	\$ 7,823	\$ —	\$ 12,162
Depreciation and amortization of intangible assets	\$ 5,852	\$ 3,226	\$ —	\$ 9,078

2023

<i>(in thousands)</i>	Patient Services		Device Solutions		Corporate/ Eliminations	Total
Net revenues - external	\$	57,382	\$	36,632	\$ —	\$ 94,014
Net revenues - internal		—		4,909	(4,909)	—
Total net revenues		57,382		41,541	(4,909)	94,014
Gross profit		35,223		11,175	—	46,398
Selling, general and administrative expenses						43,560
Interest expense						(1,667)
Other expense						(47)
Income before income taxes						\$ 1,124
Total assets	\$	57,838	\$	42,233	\$ 2,000	\$ 102,071
Purchases of medical equipment	\$	4,862	\$	3,641	\$ —	\$ 8,503
Depreciation and amortization of intangible assets	\$	6,294	\$	3,070	\$ —	\$ 9,364

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The terms "InfuSystem", the "Company", "we", "our" and "us" used herein refer to InfuSystem Holdings, Inc. and its subsidiaries.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this quarterly report on Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). 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. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is identifying certain factors that could cause actual results to differ, perhaps materially, from those indicated by these forward-looking statements. Those factors, risks and uncertainties include, but are not limited to, the effect of disruptions caused by public health emergencies or extreme weather or other climate change-related events on our business, potential changes in healthcare payer mix and overall healthcare reimbursement, including the Centers for Medicare and Medicaid Services (“CMS”) competitive bidding and fee schedule reductions, sequestration, concentration of customers, increased focus on early detection of cancer, competitive treatments, dependency on Medicare Supplier Number, availability of chemotherapy drugs, global financial conditions and recessionary risks, rising inflation and interest rates, labor and supply chain disruptions, changes and enforcement of state and federal laws, natural forces, competition, dependency on suppliers, risks in acquisitions & joint ventures, U.S. Healthcare Reform, relationships with healthcare professionals and organizations, technological changes related to infusion therapy, the Company’s ability to implement information technology improvements and to respond to technological changes, the ability of the Company to successfully integrate acquired businesses, dependency on key personnel, systemic pressures in the banking sector, including disruptions to credit markets, dependency on banking relations and the ability to comply with our credit facility covenants, the Company's ability to remediate its previously disclosed material weaknesses in internal control over financial reporting, and other risks associated with our common stock, as well as any litigation in which the Company may be involved from time to time; and other risk factors as discussed in the Company’s annual report on Form 10-K for the year ended December 31, 2023 filed on April 10, 2024, this quarterly report on Form 10-Q and in other filings made by the Company from time to time with the Securities and Exchange Commission (“SEC”). Our annual report on Form 10-K is available on the SEC’s EDGAR website at www.sec.gov, and a copy may also be obtained by contacting the Company. All forward-looking statements made in this Form 10-Q speak only as of the date of this report. We do not intend, and do not undertake any obligation, to update any forward-looking statements to reflect future events or circumstances after the date of such statements, except as required by law.

Overview

We are a leading national health care service provider, facilitating outpatient care for Durable Medical Equipment manufacturers and health care providers. We provide our products and services to hospitals, oncology practices, ambulatory surgery centers, and other alternate site health care providers. Our headquarters is in Rochester Hills, Michigan, and we operate our business from a total of seven locations in the United States and Canada. We deliver local, field-based customer support, and we operate pump service and repair Centers of Excellence in Michigan, Kansas, California, Massachusetts, Texas and Ontario, Canada. InfuSystem, Inc., a wholly-owned subsidiary of the Company, is accredited by the Community Health Accreditation Partner (CHAP). We are also ISO 9001 certified at our Kansas, Michigan, Massachusetts, Canada and Santa Fe Springs, California locations and ISO 13485 certified at our Bakersfield, California location. During the fiscal year ended December 31, 2023, the Company also operated through First Biomedical, Inc., a Kansas Corporation, which was a wholly-owned subsidiary that merged into InfuSystem, Inc. on January 1, 2024.

InfuSystem competes for and retains its business primarily on the basis of its long participation and strong reputation in the Durable Medical Equipment space, its long-standing relationships with Durable Medical Equipment manufacturers and its health care provider customers, and the high levels of service it provides. Current barriers to entry for potential competitors are created by our: (i) growing number of third-party payer networks under contract; (ii) economies of scale, which allow for predictable reimbursement and less costly purchase and management of the pumps, respectively; (iii) established, long-standing relationships as a provider of pumps to outpatient oncology practices in the U.S. and Canada; (iv) pump fleet of ambulatory and large volume infusion pumps for rent and for sale, which may allow us to be more responsive to the needs of physicians, outpatient oncology practices, hospitals, outpatient surgery centers, homecare practices, patient rehabilitation centers and patients than a new market entrant; (v) seven geographic locations in the U.S. and Canada that allow for same day or next day delivery of pumps; and (vi) pump repair and service capabilities at all of these facilities and at our customer's locations. We do not perform any research and development on pumps, but we have made, and continue to make, investments in our information technology applications.

Patient Services Segment

Our Patient Services segment's core purpose is to seek opportunities to grow our business by leveraging our unique know-how in clinic-to-home health care involving Durable Medical Equipment, our logistics and billing capabilities, our growing network of third-party payers under contract, and our clinical and biomedical capabilities. This leverage may take the form of new products and/or services, strategic alliances, joint ventures and/or acquisitions. The leading service within our Patient Services segment is to supply electronic ambulatory infusion pumps and associated disposable supply kits to private oncology clinics, infusion clinics and hospital outpatient oncology clinics to be utilized in the treatment of a variety of cancers, including colorectal cancer and other disease states ("Oncology Business"). Colorectal cancer is the fourth most prevalent form of cancer in the United States, according to the American Cancer Society, and the standard of care for the treatment of colorectal cancer relies upon continuous chemotherapy infusions delivered via ambulatory infusion pumps. One of the goals for the Patient Services segment is to expand into treatment of other types of cancers. There are a number of approved treatment protocols for pancreatic, head and neck, esophageal and other types of cancers, as well as other disease states that present opportunities for growth. There are also a number of other drugs currently approved by the U.S. Food and Drug Administration (the "FDA"), as well as agents in the pharmaceutical development pipeline, which we believe could potentially be used with continuous infusion protocols for the treatment of diseases other than colorectal cancer. Additional drugs or protocols currently in clinical trials may also obtain regulatory approval over the next several years. If these new drugs or protocols obtain regulatory approval for use with continuous infusion protocols, we expect the pharmaceutical companies to focus their sales and marketing efforts on promoting the new drugs and protocols to physicians, which could benefit us.

Furthermore, our Oncology Business focuses mainly on the continuous infusion of chemotherapy. Continuous infusion of chemotherapy can be described as the gradual administration of a drug via a small, lightweight, portable infusion pump over a prolonged period of time. A cancer patient can receive his or her medicine anywhere from one to 30 days per month depending on the chemotherapy regimen that is most appropriate to that individual's health status and disease state. This may be followed by periods of rest and then repeated cycles with treatment goals of progression-free disease survival. This drug administration method has replaced intravenous push or bolus administration in specific circumstances. The advantages of slow continuous low doses of certain drugs are well documented. Clinical studies support the use of continuous infusion chemotherapy for decreased toxicity without loss of anti-tumor efficacy. The 2015 National Comprehensive Cancer Network ("NCCN") Guidelines recommend the use of continuous infusion for treatment of numerous cancer diagnoses. We believe that the growth of continuous infusion therapy is driven by three factors: (i) evidence of improved clinical outcomes; (ii) lower toxicity and side effects; and (iii) a favorable reimbursement environment.

We believe that oncology practitioners have a heightened sensitivity to providing quality service and to their ability to obtain reimbursement for services they provide. Simultaneously, the Center for Medicare and Medicaid Services and private insurers are increasingly focused on evidence-based medicine to inform their reimbursement decisions — that is, aligning reimbursement with clinical outcomes and adherence to standards of care. Continuous infusion therapy is a main component of the standard of care for certain types of cancers because clinical evidence demonstrates superior outcomes. Payers' recognition of this benefit is reflected in their relative reimbursement policies for clinical services related to the delivery of this care.

Additional areas of focus for our Patient Services segment are as follows:

- Pain Management – providing our ambulatory pumps, products, and services for pain management in the area of post-surgical continuous peripheral nerve block.
- Wound Care – launched in November 2022, the Company established a partnership, SI Wound Care, LLC ("SI Wound Care"), with Sanara MedTech Inc. ("Sanara"). The partnership focuses on delivering a complete wound care solution targeted at improving patient outcomes, lowering the cost of care, and increasing patient and provider satisfaction. The partnership enables InFuSystem to offer innovative products including negative pressure wound therapy ("NPWT") devices and supplies from Cork Medical LLC's ("Cork") and Genadyne Biotechnologies Inc. and Sanara's advanced wound care product line to new customers through the jointly controlled entity.
- Acquisitions – we believe there are opportunities to acquire smaller, regional health care service providers, in whole or part that perform similar services to us but do not have the national market access, network of third-party payer contracts or operating economies of scale that we currently enjoy. We may also pursue acquisition opportunities of companies that perform similar services, but offer different therapies or utilize different devices.
- Information technology-based services - we also plan to continue to capitalize on key new information technology-based services such as EXPRESS, InFuBus or InFuConnect, Pump Portal, DeviceHub and BlockPain Dashboard®.

The payer environment within our Patient Services segment is in a constant state of change. We continue to extend our considerable breadth of payer networks under contract as patients move into different insurance coverage plans, including Medicaid and Insurance Marketplace products. In some cases, this may slightly reduce our aggregate billed revenues payment rate but result in an overall increase in collected revenues, due to a reduction in concessions. Consequently, we are increasingly focused on revenues net of concessions.

Device Solutions Segment

Our Device Solutions segment's core service is to: (i) sell or rent new and pre-owned pole-mounted and ambulatory infusion pumps and other Durable Medical Equipment; (ii) sell treatment-related consumables; and (iii) provide biomedical maintenance services on medical equipment that include recertification, annual preventative maintenance and repair services for oncology practices as well as other alternate site settings, including, home care and home infusion providers, skilled nursing facilities, pain centers and others. We provide biomedical services at both our facilities and at our customers' locations. We also provide these products and services to customers in the hospital market. We purchase new and pre-owned pole-mounted and ambulatory infusion pumps from a variety of sources on a non-exclusive basis. We repair, refurbish and provide biomedical certification for the devices as needed. The pumps are then available for sale, rental or to be used within our ambulatory infusion pump management service.

InfuSystem Holdings, Inc. Results of Operations for the Three Months Ended September 30, 2024 Compared to the Three Months Ended September 30, 2023

The following represents the Company's results of operations for the three months ended September 30, 2024 and 2023:

<i>(in thousands, except share and per share data)</i>	Three Months Ended September 30,		Better (Worse)
	2024	2023	
Net revenues:			
Patient Services	\$ 20,780	\$ 19,289	\$ 1,491
Device Solutions	16,532	14,218	2,314
Less: elimination of inter-segment revenues (a)	(1,992)	(1,598)	(394)
Total Device Solutions	14,540	12,620	1,920
Total	35,320	31,909	3,411
Gross profit:			
Patient Services	13,710	11,837	1,873
Device Solutions	5,335	3,779	1,556
Total	19,045	15,616	3,429
Selling, general and administrative expenses:			
Amortization of intangibles	248	248	—
Selling and marketing	2,755	2,728	(27)
General and administrative	12,777	10,943	(1,834)
Total selling, general and administrative expenses	15,780	13,919	(1,861)
Operating income	3,265	1,697	1,568
Other expense	(480)	(577)	97
Income before income taxes	2,785	1,120	1,665
Provision for income taxes	(978)	(431)	(547)
Net income	\$ 1,807	\$ 689	\$ 1,118
Net income per share:			
Basic	\$ 0.08	\$ 0.03	\$ 0.05
Diluted	\$ 0.08	\$ 0.03	\$ 0.05
Weighted average shares outstanding:			
Basic	21,290,512	21,095,404	195,108
Diluted	21,652,457	21,719,404	(66,947)

(a) Inter-segment allocations are for cleaning and repair services performed on medical equipment.

Net Revenues

Net revenues for the quarter ended September 30, 2024 ("third quarter of 2024") were \$35.3 million, an increase of \$3.4 million, or 10.7%, compared to \$31.9 million for the quarter ended September 30, 2023 ("third quarter of 2023"). The increase included higher net revenues for both the Patient Services and Device Solutions segments.

Patient Services

Patient Services net revenue of \$20.8 million increased \$1.5 million, or 7.7%, during the third quarter of 2024 compared to the prior year period. This increase was primarily attributable to additional treatment volume and increased third-party payer collections totaling \$2.4 million, offset partially by \$1.0 million lower revenue from sales-type leases of NPWT pumps. The improved volume and collections benefited Oncology revenue by \$1.8 million, or 10.7%, Pain Management revenue by \$0.2

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million, or 14.3%, and Wound Care treatment revenue by \$0.5 million, or 219%. The decrease in Sales-Type Lease revenue of NPWT pumps was mainly due to an unusually strong prior year comparison.

Device Solutions

Device Solutions net revenue of \$14.5 million increased \$1.9 million, or 15.2%, during the third quarter of 2024 compared to the prior year period. This increase included increased medical equipment sales of \$1.1 million, or 89.5%, and higher rental revenue totaling \$0.7 million, or 16.0%. Higher medical equipment sales were due to a large sale to an existing rental customer and reflects how timing for large contracts can vary from quarter-to-quarter. The increases in rental revenue was mainly attributable to a new customer added during the 2024 second quarter.

Gross Profit

Gross profit for the third quarter of 2024 of \$19.0 million increased by \$3.4 million, or 22.0%, compared to the third quarter of 2023. This increase was due to the increase in net revenues and by a higher gross profit percentage of net revenue ("gross margin"). Gross margin was 53.9% during the third quarter of 2024 compared to 48.9% during the prior year period, an increase of 5.0%. Gross profit and gross margin were each higher in both the Patient Services and Devices Solutions segments.

Patient Services

Patient Services gross profit was \$13.7 million during the third quarter of 2024, representing an increase of \$1.9 million, or 15.8%, compared to the prior year period. The increase reflected the higher net revenue and higher gross margin, which increased from the prior year by 4.6% to 66.0%. The increase in gross margin reflected increased third-party payer collections, favorable gross margin mix and improved coverage of fixed costs from higher net revenue. The favorable gross margin mix was mainly related to the decrease in revenue related to NPWT equipment leases which had lower average gross margin than other Patient Services revenue categories.

Device Solutions

Device Solutions gross profit during the third quarter of 2024 was \$5.3 million, representing an increase of \$1.6 million, or 41.2%, compared to the prior year. This increase was due to the increase in net revenue and an increased gross margin. The Device Solutions gross margin was 36.7% during the current quarter, which was 6.7% higher than the prior year period. The increase was due to favorable sales mix involving higher margin products including rental revenue and sales of used medical equipment.

Selling and Marketing Expenses

Selling and marketing expenses were \$2.8 million for the third quarter of 2024, representing an increase of 1.0%, compared to the prior year. Selling and marketing expenses as a percentage of net revenues decreased to 7.8% compared to 8.5% in the prior year period. This decrease reflected a reduction in sales team members and improved coverage of fixed costs from higher net revenues. The selling and marketing expenses during these periods consisted of sales personnel salaries, commissions and associated fringe benefit and payroll-related items, marketing, travel and entertainment and other miscellaneous expenses.

General and Administrative Expenses

General and administrative ("G&A") expenses for the third quarter of 2024 were \$12.8 million, an increase of \$1.8 million, or 16.8%, from the third quarter of 2023. G&A expenses during these periods consisted primarily of accounting, administrative, third-party payer billing and contract services, customer service, nurses on staff, new product services, service center personnel salaries, fringe benefits and other payroll-related items, professional fees, legal fees, stock-based compensation, insurance and other miscellaneous items. The increase over the prior year of \$1.8 million included increased stock-based compensation expenses of \$0.2 million, increased accrued incentive compensation totaling \$0.3 million, an increase in accrued bad debt expense of \$0.2 million and \$0.3 million of expenses not incurred in 2023 related to a project to upgrade the Company's information technology and business applications. Other increased expenses totaling \$0.8 million were associated with revenue volume growth including the cost of additional personnel, information technology and general business expenses and included inflationary increases. G&A expenses as a percentage of net revenues for the third quarter of 2024 increased to 36.2% from 34.3% for the prior year period.

Other Expenses

During the third quarter of 2024, other expense included interest expense of \$0.5 million, which was \$0.1 million lower than interest expense for the third quarter of 2023. Interest expense includes interest and other fees paid in relation to borrowings under the 2021 Credit Agreement, as amended, partially offset by amounts received on interest rate swap derivatives. The decrease resulted from lower average outstanding debt balances during the third quarter of 2024 compared to the third quarter of 2023, partially offset by higher commitment fees on a higher unused revolving line availability.

Provision For Income Taxes

During the third quarter of 2024, the Company recorded a provision for income taxes totaling \$1.0 million on pre-tax income of \$2.8 million, representing an effective tax rate of 35%. During the third quarter of 2023, the Company recorded a provision for income taxes of \$0.4 million on a pre-tax income of \$1.1 million, representing an effective tax rate of 38%. The effective tax rates for these periods differed from the U.S. statutory rate mainly due to the effects of local, state and foreign jurisdiction income taxes and certain permanent differences in expenses recognized for tax purposes, such as non-deductible meals and entertainment, management compensation and differences between expense recognized for book purposes versus tax purposes associated with equity compensation expense. The impact of permanent differences weigh heavier on the effective tax rate when pre-tax earnings are close to break even.

InfuSystem Holdings, Inc. Results of Operations for the Nine Months Ended September 30, 2024 Compared to the Nine Months Ended September 30, 2023

The following represents the Company's results of operations for the nine months ended September 30, 2024 and 2023:

<i>(in thousands, except share and per share data)</i>	Nine Months Ended September 30,		Better/ (Worse)
	2024	2023	
Net revenues:			
Patient Services	\$ 59,617	\$ 57,382	\$ 2,235
Device Solutions	46,843	41,541	5,302
Less: elimination of inter-segment revenues (a)	(5,447)	(4,909)	(538)
Total Device Solutions	41,396	36,632	4,764
Total	101,013	94,014	6,999
Gross profit:			
Patient Services	39,428	35,223	4,205
Device Solutions	12,759	11,175	1,584
Total	52,187	46,398	5,789
Selling, general and administrative expenses:			
Amortization of intangibles	743	743	—
Selling and marketing	9,173	8,937	(236)
General and administrative	37,996	33,880	(4,116)
Total selling, general and administrative expenses	47,912	43,560	(4,352)
Operating income	4,275	2,838	1,437
Other expense	(1,480)	(1,714)	234
Income before income taxes	2,795	1,124	1,671
Provision for income taxes	(1,383)	(324)	(1,059)
Net income	\$ 1,412	\$ 800	\$ 612
Net income per share:			
Basic	\$ 0.07	\$ 0.04	\$ 0.03
Diluted	\$ 0.07	\$ 0.04	\$ 0.03
Weighted average shares outstanding:			
Basic	21,271,858	20,968,711	303,147
Diluted	21,707,835	21,615,706	92,129

(a) Inter-segment allocations are for cleaning and repair services performed on medical equipment.

Net Revenues

Net revenues for the nine-month period ended September 30, 2024 ("nine-month period of 2024") were \$101.0 million, an increase of \$7.0 million, or 7.4%, compared to \$94.0 million for the nine-month period ended September 30, 2023 ("nine-month period of 2023"). The increase included higher net revenues for both the Patient Services and Device Solutions segments.

Patient Services

Patient Services net revenue of \$59.6 million increased \$2.2 million, or 3.9%, during the nine-month period of 2024 compared to the same prior year period. This increase was primarily attributable additional treatment volume and increased third-party payer collections totaling \$4.7 million offset partially by \$2.5 million lower revenue from sales-type leases of NPWT pumps. The improved volume and collections benefited Oncology revenue by \$3.2 million or 6.4%, Pain Management revenue by \$0.4 million, or 10.4%, and Wound Care treatment revenue by \$1.2 million, or 205.4%. The decrease in Sales-Type Lease revenue of NPWT pumps was mainly due to an unusually strong prior year comparison.

Device Solutions

Device Solutions net revenue of \$41.4 million increased \$4.8 million, or 13.0%, during the nine-month period of 2024 compared to the same prior year period. This increase included higher biomedical services revenue, which increased by \$1.6 million, or 13.7%, higher rental revenue totaling \$1.5 million, or 10.7%, higher disposable medical supplies revenue, which increased by \$0.3 million or 4.5% and higher medical equipment sales, which increased by \$1.4 million, or 30.4%. The increased biomedical revenue was mainly attributable to increased revenue from the master services agreement that we entered into in April 2022. The increases in rental revenue and disposables are mainly attributable to a new customer added during the period. Higher medical equipment sales were due to a large sale to an existing rental customer and reflects how timing for large contracts can vary from quarter-to-quarter.

Gross Profit

Gross profit of \$52.2 million for the nine-month period of 2024 increased \$5.8 million, or 12.5%, from \$46.4 million for the nine-month period of 2023. This increase was due to the increase in net revenues and by a higher gross margin. During the second quarter of 2024, we identified and corrected an immaterial error in our accrued liabilities associated with travel expenses resulting in a unfavorable cumulative expense adjustment to cost of revenues totaling \$0.6 million. This adjustment represented 0.6% of net revenue for the nine-month period of 2024. Gross profit increased for both the Patient Services and Device Solutions segments. Gross margin increased to 51.7% during the nine-month period of 2024 compared to 49.4% during the same prior year period. Gross profit and gross margin were each higher in both the Patient Services and Devices Solutions segments.

Patient Services

Patient Services gross profit was \$39.4 million during the nine-month period of 2024, representing an increase of \$4.2 million, or 11.9%, compared to the same prior year period. The improvement reflected increased net revenue and higher gross margin, which increased from the prior year by 4.7% to 66.1%. The increase in gross margin reflected increased third-party payer collections, lower pump disposal expenses, favorable gross margin mix and improved coverage of fixed costs from higher net revenue. The favorable gross margin mix was mainly related to the decrease in revenue related to NPWT equipment leases, which had lower average gross margin than other Patient Services revenue categories. Pump disposal expenses, which include retirements of damaged pumps and reserves for missing pumps, decreased by \$0.7 million during the nine-month period of 2024 compared to the prior year period.

Device Solutions

Device Solutions gross profit during the nine-month period of 2024 was \$12.8 million, representing an increase of \$1.6 million, or 14.2%, compared to the same prior year period. The improvement reflected increased net revenue. The Device Solutions gross margin was 30.8% during the current period, which was 0.3% higher than the same prior year period. This amount included a 1.5% reduction related to the error correction which was more than offset by improved sales mix favoring higher margin products including rental revenue and sales of used medical equipment.

Selling and Marketing Expenses

Selling and marketing expenses for the nine-month period of 2024 were \$9.2 million, representing an increase of \$0.2 million, or 2.6%, compared to selling and marketing expenses for the nine-month period of 2023. Selling and marketing expenses consist of sales personnel salaries, commissions and associated fringe benefit and payroll-related items, marketing, travel and entertainment and other miscellaneous expenses. Selling and marketing expenses as a percentage of net revenues was 9.1% representing a slight decrease from the prior year period amount of 9.5%.

General and Administrative Expenses

G&A expenses for the nine-month period of 2024 were \$38.0 million, an increase of \$4.1 million, or 12.1%, from the nine-month period of 2023. G&A expenses during these periods consisted primarily of accounting, administrative, third-party payer billing and contract services, customer service, nurses on staff, new product services, service center personnel salaries, fringe benefits and other payroll-related items, professional fees, legal fees, stock-based compensation, insurance and other miscellaneous items. Additionally, the amount for 2024 included a one-time \$0.6 million payment to a former member of the board of directors related to a Cooperation Agreement and a one-time payment to the Company's former audit firm for services related to their consent to include their prior year audit report in our 2023 annual report totaling \$0.3 million. The remaining increase of \$3.2 million included increased stock-based compensation expenses of \$0.5 million, and \$0.3 million of expenses not incurred in 2023 related to a project to upgrade the Company's information technology and business applications. Other increased expenses totaling \$2.4 million were associated with revenue volume growth including the cost of additional personnel, information technology and general business expenses and included inflationary increases. G&A expenses as a percentage of net revenues for the nine-month period of 2024 increased to 37.6% compared to 36.0% for the same prior year period.

Other Expenses

During the nine-month period of 2024, other income and expense included interest expense of \$1.4 million, which was \$0.3 million lower than interest expense for the nine-month period of 2023. This decrease was due to a decrease in outstanding borrowings on the 2021 Credit Agreement, as amended, (defined below) revolving line of credit.

Provision For Income Taxes

During the nine-month period of 2024, the Company recorded a provision for income taxes totaling \$1.4 million on pre-tax income of \$2.8 million, representing an effective tax rate of 49%. During the nine-month period of 2023, the Company recorded a provision for income taxes totaling \$0.3 million on pre-tax income of \$1.1 million, representing an effective tax rate of 29%. These amounts differed from the U.S. statutory amounts mainly due to the effects of local, state and foreign jurisdiction income taxes, limitations on the deductions of certain expenses including meals and entertainment expense and management compensation and differences between expense recognized for book purposes versus tax purposes associated with equity compensation expense.

Liquidity and Capital Resources

Overview

We finance our operations and capital expenditures with cash generated from operations and borrowings under our existing credit agreement. On February 5, 2021, we and certain of our subsidiaries, as borrowers, entered into a Credit Agreement (the "2021 Credit Agreement") with JPMorgan Chase Bank, N.A., as administrative agent, sole bookrunner and sole lead arranger (the "Agent"), and the lenders party thereto, which replaced our then existing credit facility. On April 26, 2023, the Company entered into a First Amendment to the 2021 Credit Agreement (the "First Amendment") with the Agent and the lenders party thereto, which amended the 2021 Credit Agreement. See [Note 7 \(Debt\)](#) in the notes to the accompanying unaudited condensed consolidated financial statements for additional information regarding the 2021 Credit Agreement and the First Amendment.

The following table summarizes our available liquidity (in thousands):

	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 380	\$ 231
Availability on revolving facility	46,545	45,361
Available liquidity	\$ 46,925	\$ 45,592

Our liquidity and borrowing plans are established to align with our financial and strategic planning processes and ensure we have the necessary funding to meet our operating commitments, which primarily include the purchase of medical equipment, inventory, payroll and general expenses. We also take into consideration our overall capital allocation strategy, which includes investment for future organic growth, potential acquisitions and share repurchases. We believe we have

adequate sources of liquidity and funding available to meet our liquidity requirements for at least the next year from the filing date of this report, as well as for our currently anticipated long-term needs, including our long-term lease obligations discussed above in [Note 13 \(Leases\)](#) in the notes to the accompanying unaudited condensed consolidated financial statements. However, any projections of future earnings and cash flows are subject to substantial uncertainty, including factors such as the successful execution of our business plan and general economic conditions. We may need to access debt and equity markets in the future if unforeseen costs or opportunities arise, to meet working capital requirements, fund acquisitions or investments or repay indebtedness under the 2021 Credit Agreement, as amended. If we need to obtain new debt or equity financing in the future, the terms and availability of such financing may be impacted by economic and financial market conditions as well as our financial condition and results of operations at the time we seek additional financing.

Long-Term Debt Activities:

The following table illustrates the net availability under the revolving credit facility ("Revolving Facility") under the 2021 Credit Agreement, as amended, as of the applicable balance sheet date (in thousands):

	September 30, 2024	December 31, 2023
Revolving Facility:		
Gross availability	\$ 75,000	\$ 75,000
Outstanding draws	(28,255)	(29,439)
Letters of credit	(200)	(200)
Availability on Revolving Facility	<u>\$ 46,545</u>	<u>\$ 45,361</u>

As of September 30, 2024, amounts outstanding under the Revolving Facility provided under the 2021 Credit Agreement, as amended, bear interest at a variable rate equal to, at the Company's election, Adjusted Term SOFR for Term Benchmark loans or an Alternative Base Rate for ABR loans, as defined by the First Amendment, plus a spread that will vary depending upon the Company's leverage ratio. The spread ranges from 2.00% to 3.00% for Term Benchmark Loans and 1.00% to 2.00% for base rate loans. The weighted-average Term Benchmark loan rate at September 30, 2024 was 7.43% (Adjusted Term SOFR of 5.08% plus 2.35%). The actual ABR loan rate at September 30, 2024 was 9.25% (lender's prime rate of 8.00% plus 1.25%). As of September 30, 2024, the Company was in compliance with all debt-related covenants under the 2021 Credit Agreement, as amended.

Share Repurchase Program

On May 16, 2024, our Board of Directors approved a stock repurchase program (the "Share Repurchase Program") that authorizes the Company to repurchase up to \$20.0 million of the Company's outstanding common stock through June 30, 2026. The Share Repurchase Program supersedes the previous authorization, which was set to expire on June 30, 2024. Repurchases under the Share Repurchase Program are subject to market conditions, the periodic capital needs of the Company's operating activities, and the continued satisfaction of all covenants under the Company's existing 2021 Credit Agreement, as amended. Repurchases under the Share Repurchase Program may take place in the open market or in privately negotiated transactions and may be made under a Rule 10b5-1 plan. The Share Repurchase Program does not obligate the Company to repurchase shares and may be suspended, terminated, or modified at any time at the discretion of the Board.

As of September 30, 2024, the Company had repurchased and retired approximately \$1.0 million, or 149,670 shares, of the Company's outstanding common stock under the Share Repurchase Program. The Company had repurchased and retired approximately \$6.2 million, or 553,149 shares under the previous authorization.

Cash Flows:

The following table summarizes our cash flows (in thousands):

<i>In millions</i>	Nine Months Ended September 30,		
	2024	2023	2023 vs. 2022
Net cash provided by operating activities	\$ 12,528	\$ 6,565	\$ 5,963
Net cash used in investing activities	\$ (9,970)	\$ (5,690)	\$ (4,280)
Net cash used in financing activities	\$ (2,409)	\$ (879)	\$ (1,530)

Operating Cash Flow. Operating cash flows provided \$12.5 million in cash during the nine-month period of 2024 and \$6.6 million of cash during the nine-month period of 2023. This \$6.0 million favorable difference was attributable to a reduction of cash used to fund working capital items, which was \$1.4 million during nine-month period of 2024 compared to \$6.0 million during nine-month period of 2023, a decrease of \$4.6 million. The increase in operating cash flows also included an increase in net income adjusted for non-cash items, which was \$13.9 million during the nine-month period of 2024 compared to \$12.6 million during the nine-month period of 2023, an increase of \$1.3 million. The increase in net income adjusted for non-cash items was primarily attributable to higher revenue and gross profit in 2024, offset partially by increased general and administrative expenses described above. The use of cash for working capital items during the nine-month period of 2024 included a \$1.2 million decrease in accounts payable and other liabilities net of capital items, a \$1.3 million increase in accounts receivable and a \$0.3 million increase in inventories. These cash flow uses were partially offset by a \$1.1 million decrease in other assets and a \$0.4 million decrease in other current assets. The cash used for working capital items during the nine-month period of 2023 included a \$2.3 million increase in other assets, a \$1.1 million increase in other current assets, a \$1.3 million increase in inventories, a \$1.0 million increase in accounts receivable and a \$0.3 million decrease in accounts payable and other liabilities net of capital items.

The increase in accounts receivable during both periods was mainly due to the increase in revenue during each period. This increase was greater during the nine-month period of 2023 when the revenue was growing at a higher rate and increased revenue attributable to sales-type leases was included, which resulted in higher lease receivables (of which the long-term portion is included in other assets versus accounts receivable) and to the biomedical master services agreement described above, a part of which increased the related contract asset (which is included in other current assets versus accounts receivable). Revenue increased in the nine-month period of 2024, but at a lower rate than the nine-month period of 2023, resulting in a smaller accounts receivable balance increase. Accounts payable and other liabilities net of capital items decreased by \$1.2 million during the nine-month period of 2024 and decreased \$0.3 million during the nine-month period of 2023, representing a \$0.9 million unfavorable cash flow swing, mainly due to an increase in the amount paid in 2024 for the 2023 short-term incentive bonus plan as compared to the amount paid in 2023 for the 2022 short-term incentive bonus plan. The increase in inventories during 2023 reflected the higher revenue growth during that period. The 2024 decrease in other assets was due to lower long-term lease receivables due to customer payments received and a decrease in the amount of equipment sales on leases during 2024 as compared to 2023.

Investing Cash Flow. Net cash used in investing activities was \$10.0 million for the nine-month period of 2024 compared to \$5.7 million for the nine-month period of 2023, an increase of \$4.3 million. The increase was due to an increase totaling \$3.6 million in cash used to purchase medical equipment and other property and equipment during the nine-month period of 2024 compared to the nine-month period of 2023. Purchases of medical equipment were higher during 2024 compared to 2023 because a higher portion of the revenue growth in 2024 came from rental revenues that require capital equipment purchases.

Financing Cash Flow. Net cash used in financing activities for the nine-month period of 2024 was \$2.4 million compared to \$0.9 million for the nine-month period of 2023. The amount of cash flow used by financing activities during 2024 included net revolving line of credit repayments under the 2021 Credit Agreement totaling \$1.2 million, cash used to satisfy statutory withholding on employee stock based compensation plans totaling \$0.6 million and \$1.0 million to repurchase the Company's common stock. These cash uses were partially offset by cash proceeds from employee stock option exercises and employee stock purchase plan proceeds totaling \$0.4 million. Cash used by financing activities during 2023 primarily related to net revolving line of credit repayments under the 2021 Credit Agreement totaling \$0.4 million, \$0.2 million in debt issuance costs related to the First Amendment to the 2021 Credit Agreement, cash used to satisfy statutory withholding on employee stock based compensation plans totaling \$1.1 million and \$0.2 million to repurchase the Company's common stock. These were partially offset by \$1.0 million in cash proceeds from employee stock option exercises and employee stock purchase plan proceeds combined.

Critical Accounting Policies and Estimates

The unaudited condensed consolidated financial statements are prepared in conformity with GAAP, which require the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses in the periods presented. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, due to inherent uncertainties in making estimates, actual results could differ from the original estimates, requiring adjustments to these balances in future periods. The critical accounting estimates that affect the unaudited condensed consolidated financial statements and the judgments and assumptions used are consistent with those described in the notes to the audited consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2023 filed

with the SEC on April 10, 2024. There have been no material changes to our critical accounting policies described in the notes to the audited consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in foreign currency exchange rates and short-term interest rates. Market risks for changes in interest rates relate primarily to our debt obligations under our 2021 Credit Agreement. Foreign currency exchange risks are attributable to sales to foreign customers and purchases from foreign suppliers not denominated in our functional currency, which is the U.S. Dollar ("USD") and include exposures primarily to the Canadian Dollar.

The Company periodically enters into derivative contracts with the objective of managing its financial and operational exposure arising from these risks by offsetting gains and losses on the underlying exposures with gains and losses on the financial instruments used to hedge them. We did not have any foreign currency derivative contracts outstanding at any time during the three and nine months ended September 30, 2024. The maximum length of time over which we hedge our exposure to short-term interest rate risk is equal to the remaining term for the debt obligation being hedged. We had interest rate derivative contracts with a notional value of \$20.0 million as of both September 30, 2024 and December 31, 2023.

We do not enter into derivative financial instruments for speculative or trading purposes. Our hedging relationships are formally documented at the inception of the hedge, and hedges must be highly effective in offsetting changes to future cash flows on hedged transactions both at the inception of a hedge and on an ongoing basis to be designated for hedge accounting treatment. For derivative contracts, which can be classified as a cash flow hedge, the effective portion of the change in the fair value of the derivative is recorded to accumulated other comprehensive income in the condensed consolidated balance sheets. When the underlying hedge transaction is realized, the gain or loss included in accumulated other comprehensive income is recorded in earnings in the condensed consolidated statements of operations and comprehensive income on the same line as the gain or loss on the hedged item attributable to the hedged risk. We record the ineffective portion of interest rate hedging instruments, if any, to interest expense in the condensed consolidated statements of operations and comprehensive income. See [Note 8](#) to our condensed consolidated financial statements for information related to the fair values of derivative instruments in our condensed consolidated balance sheets as of September 30, 2024 and December 31, 2023, respectively, and information related to the effect of derivative instruments included in our condensed consolidated statements of operations and comprehensive income including the amount of unrealized gains or (losses) associated with our interest rate derivatives reported in accumulated other comprehensive income that was reclassified into earnings during the three and nine months ended September 30, 2024 and 2023, respectively.

The Company uses an income approach to value derivative instruments, analyzing quoted market prices to calculate the forward values and then discounting such forward values to the present value using benchmark rates at commonly quoted intervals for the instrument's full term.

In July 2017, the Financial Conduct Authority (the authority that regulates the London Interbank Offered Rate ("LIBOR")) announced its intent to stop compelling banks to submit rates for the calculation of LIBOR after 2021, and the administrator of LIBOR announced its intention to cease the publication of the one week and two month USD LIBOR settings immediately following December 31, 2021, and the remaining USD LIBOR settings immediately following the LIBOR publication on June 30, 2023. The one week and two month USD LIBOR settings were last published on December 31, 2021. Additionally, it is expected that banks no longer issue LIBOR-based debt after December 31, 2021. Accordingly, there is considerable uncertainty regarding the publication of such rates beyond these dates. The Alternative Reference Rates Committee ("ARRC") has proposed that the Secured Overnight Financing Rate ("SOFR") is the rate that represents best practice as the alternative to USD LIBOR for use in derivatives and other financial contracts that are currently indexed to USD LIBOR. ARRC has proposed a paced market transition plan to SOFR from USD LIBOR and organizations are currently working on industry-wide and company-specific transition plans as it relates to derivatives and cash markets exposed to USD LIBOR. On April 26, 2023, the Company amended its 2021 Credit Agreement with the First Amendment, discussed in [Note 7](#) to the condensed consolidated financial statements, to provide for the replacement of LIBOR with Term SOFR as a benchmark interest rate. Prior to the First Amendment, net revolving loans under the 2021 Credit Agreement were indexed to USD LIBOR. As discussed in [Note 8](#) to the condensed consolidated financial statements, on May 11, 2023, the Company settled its two outstanding interest rate swap agreements, which were indexed to USD LIBOR, and entered into a new interest rate swap agreement indexed to SOFR to coincide with the index change in the 2021 Credit Agreement, as amended. The new swap agreement has a notional value of \$20 million, which is equal to the combined notional value of the two settled swap agreements. The term of the new swap agreement, which matches the April 26, 2028 expiration date of the 2021 Credit Agreement, as amended, extends past the term of the settled swap agreements by approximately 26 months. Because of the hedging relationships, a change of 50% in the market rate of SOFR would not have a material impact on our financial results.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain a set of disclosure controls and procedures as defined in Rules 13a-15 and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), designed to ensure that material information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that material information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosures. Our CEO and CFO have evaluated these disclosure controls and procedures as of the end of the period covered by this quarterly report on Form 10-Q and have determined that such disclosure controls and procedures were not effective due to the material weakness described below.

Ongoing Remediation of Previously Identified Material Weakness

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

As previously disclosed in our quarterly report on Form 10-Q for the three months ended June 30, 2024, the Company identified a material weakness in that we did not design and maintain effective internal controls over the completeness and accuracy of our accrual for employee travel and expenses.

Management designed and implemented controls, including additional reconciliation procedures, that address the completeness and accuracy of our employee travel and expense accrual balance.

These controls have operated effectively for a sufficient period during the quarter ended September 30, 2024. Accordingly, the material weakness was determined to be remediated as of September 30, 2024.

In addition, as previously described in Part II, Item 9A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, we are implementing measures designed to ensure that the control deficiency contributing to the previously disclosed material weakness is remediated, such that the controls are designed, implemented, and operating effectively. The Company is in the process of designing and implementing controls that will improve the Company's ongoing application of US GAAP related to revenue recognition for the Company's rental revenue contracts under ASC Topic 842, *Leases* and ASC Topic 606, *Revenue from Contracts with Customers*. These remediation actions remain in process in addition to further modifications deemed necessary to address the material weakness.

The material weakness will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. Management believes the remediation of this material weakness will be completed prior to the end of fiscal year 2024. However, there is no assurance as to when such remediation will be completed.

Changes in Internal Control over Financial Reporting

Other than described above, there were no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

From time to time in the ordinary course of our business, we may be involved in legal and regulatory proceedings, the outcomes of which may not be determinable. The results of litigation and regulatory proceedings are inherently unpredictable. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in diversion of significant resources. We are not able to estimate an aggregate amount or range of reasonably possible losses for those legal matters for which losses are not probable and estimable, primarily for the following reasons: (i) many of the relevant legal proceedings are in preliminary stages and until such proceedings develop further, there is often uncertainty regarding the relevant facts and circumstances at issue and potential liability; and (ii) many of these proceedings involve matters of which the outcomes are inherently difficult to predict. We have insurance policies covering potential losses where such coverage is cost effective.

We are not at this time involved in any proceedings that we believe could have a material effect on our business, financial condition, results of operations or cash flows.

Item 1A. Risk Factors

For information regarding factors that could affect our results of operations, financial condition and liquidity, refer to the section entitled "Risk Factors" in Part I, Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on April 10, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Issuer

A summary of our purchases of our common stock during the three months ended September 30, 2024 is as follows:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands) (b)
July 1, 2024 through July 31, 2024	118	\$ 6.90	—	\$19,717,707
August 1, 2024 through August 31, 2024	23,535	\$ 6.50	23,535	\$19,564,820
September 1, 2024 through September 30, 2024	84,996	\$ 6.42	84,996	\$19,019,299
Total	108,649	\$ 6.44	108,531	

(a) Of the 108,649 shares of common stock presented in the table above, 118 shares were originally granted to employees and directors as stock options and restricted stock awards. Our stock plans allow for the withholding of shares to satisfy tax obligations due upon the exercise of stock options and vesting of restricted stock. Pursuant to our stock plans, the 118 shares reflected above were relinquished by employees or directors in exchange for our agreement to pay U.S. federal, state and local tax withholding obligations resulting from the exercise of the Company's stock options and vesting of the Company's restricted stock.

(b) On May 16, 2024, our Board of Directors approved a stock repurchase program (the "Share Repurchase Program") authorizing the Company to repurchase up to \$20.0 million of the Company's outstanding common stock through June 30, 2026, which was announced on May 20, 2024. The Share Repurchase Program supersedes the previous authorization, which was set to expire on June 30, 2024. Repurchases under the Share Repurchase Program will be subject to market conditions, the periodic capital needs of the Company's operating activities, and the continued satisfaction of all covenants under the Company's existing credit agreement. Repurchases under the Share Repurchase Program may take place in the open market or in privately negotiated transactions and may be made under a Rule 10b5-1 plan. The Share Repurchase Program does not obligate the Company to repurchase shares and may be suspended, terminated, or modified at any time. As of September 30, 2024, the Company had repurchased 149,670 shares under the Share Repurchase Program. The Company had repurchased 553,149 shares under the previous authorization.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three and nine months ended September 30, 2024, no director or officer of the Company, as defined in Rule 16a-1(f) of the Exchange Act adopted, modified, or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K, except as follows:

- On August 23, 2024, Richard DiIorio, Chief Executive Officer and Director, adopted a new written trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1 (c) under the Exchange Act for the potential sale of up to 80,000 shares of our common shares. The first trade date will not occur until November 22, 2024 at the earliest, and the plan's maximum duration is until November 19, 2025.
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Item 6. Exhibits

Exhibits

3.1	Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 12, 2014).
3.2	Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on July 9, 2018).
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted in inline XBRL and contained in Exhibit 101)
*	Filed herewith
**	Furnished herewith

SIGNATURES

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 thereunto duly authorized.

INFUSYSTEM HOLDINGS, INC.

Date: November 8, 2024

/s/ Richard DiIorio

Richard DiIorio
Chief Executive Officer and Director
(Principal Executive Officer)

Date: November 8, 2024

/s/ Barry Steele

Barry Steele
Chief Financial Officer
(Principal Accounting and Financial Officer)

CERTIFICATION BY CHIEF EXECUTIVE OFFICER

I, Richard DiIorio, certify that:

1. I have reviewed this quarterly report on Form 10-Q of InfuSystem Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2024

/s/ Richard DiIorio

Richard DiIorio
Chief Executive Officer and Director

CERTIFICATION BY CHIEF FINANCIAL OFFICER

I, Barry Steele, certify that:

1. I have reviewed this quarterly report on Form 10-Q of InfuSystem Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2024

/s/ Barry Steele

Barry Steele
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of InfuSystem Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The quarterly report on Form 10-Q for the quarter ended September 30, 2024 (the "Form 10-Q") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2024

/s/ Richard DiIorio

Richard DiIorio
Chief Executive Officer and Director

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of InfuSystem Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The quarterly report on Form 10-Q for the quarter ended September 30, 2024 (the "Form 10-Q") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2024

/s/ Barry Steele

Barry Steele
Chief Financial Officer