

InfuSystem Holdings, Inc  
Form 8-K  
May 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): May 27, 2011

**InfuSystem Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-35020**  
(Commission  
File Number)

**20-3341405**  
(I.R.S. Employer  
Identification No.)

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31700 Research Park Drive

Madison Heights, Michigan 48071

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 291-1210

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(e) At the Annual Meeting of Stockholders of InfuSystem Holdings, Inc. (the Company ) held on May 27, 2011 (the Annual Meeting ), the Company s stockholders approved two proposals amending the Company s 2007 Stock Incentive Plan (the Plan ), effective on such date. The Plan was amended to: (i) increase the total number of shares authorized for issuance under the Plan by 3,000,000 shares (the Increase ) and (ii) re-approve the criteria for performance-based awards under the Plan (the Re-Approval ). Except for the Increase and the Re-Approval, no changes were made to the Plan.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The following matters were voted on at the Annual Meeting:

1. The stockholders elected all of management s nominees for election to the Company s Board of Directors. The results of the vote taken were as follows:

| Director Name      | For       | Withheld  | Broker Non-Votes |
|--------------------|-----------|-----------|------------------|
| Sean McDevitt      | 8,291,321 | 5,410,587 | 2,403,003        |
| David Dreyer       | 8,259,575 | 5,442,333 | 2,403,003        |
| Timothy Kopra      | 8,259,575 | 5,442,333 | 2,403,003        |
| Pat LaVecchia      | 8,284,771 | 5,417,137 | 2,403,003        |
| Jean-Pierre Millon | 8,259,575 | 5,442,333 | 2,403,003        |
| John Voris         | 8,259,575 | 5,442,333 | 2,403,003        |
| Wayne Yetter       | 8,261,575 | 5,440,333 | 2,403,003        |

2. The stockholders approved the Increase. The results of the vote taken were as follows:

|                   |           |
|-------------------|-----------|
| For:              | 6,995,377 |
| Against:          | 6,423,155 |
| Abstain:          | 283,376   |
| Broker Non-Votes: | 2,403,003 |

3. The stockholders approved the Re-Approval. The results of the vote taken were as follows:

|                   |           |
|-------------------|-----------|
| For:              | 7,923,467 |
| Against:          | 5,475,505 |
| Abstain:          | 302,936   |
| Broker Non-Votes: | 2,403,003 |

4. The stockholders ratified the selection, by the Audit Committee of the Board of Directors, of Deloitte & Touche LLP, independent registered public accounting firm, as auditors of the Company for the year ending December 31, 2011. The results of the vote taken were as follows:

|          |            |
|----------|------------|
| For:     | 16,016,081 |
| Against: | 76,639     |
| Abstain: | 12,191     |

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INFUSYSTEM HOLDINGS, INC.

By: /s/ James M. Froisland  
James M. Froisland  
Chief Financial Officer

Dated: May 27, 2011