

InfuSystem Holdings, Inc  
Form SC 13D/A  
January 08, 2013

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

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**InfuSystem Holdings, Inc.**

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

45685K102

(CUSIP Number)

RYAN J. MORRIS

MESON CAPITAL PARTNERS LLC

2687 California Street

San Francisco, California 94115

(607) 279-5382

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 30, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Meson Capital Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

SHARES 1,512,450  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH -0-  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,512,450  
10 SHARED DISPOSITIVE POWER  
WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,512,450

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Meson Capital Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES   
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY   
EACH  9 SOLE DISPOSITIVE POWER

REPORTING

PERSON   
10 SHARED DISPOSITIVE POWER  
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,754,210

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Ryan J. Morris

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC, PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

NUMBER OF

SHARES 241,760  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,512,450  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 241,760  
10 SHARED DISPOSITIVE POWER  
WITH

11 1,512,450  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,754,210

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



CUSIP No. 45685K102

#### **Explanatory Note**

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) is being filed on behalf of the Reporting Persons, as such term is defined in the Schedule 13D filed on May 11, 2012 (the Schedule 13D ), to amend and supplement the Schedule 13D. Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 1 shall have the same meaning herein as are ascribed to such terms in the Schedule 13D. Except as set forth herein, this Amendment No. 1 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D.

#### **Item 4. Purpose of Transaction**

As disclosed in the Issuer's Current Report on Form 8-K, as filed with the SEC on December 3, 2012 (the Form 8-K ), in connection with InfuSystem Holdings, Inc., and certain of its direct and indirect subsidiaries entering into a Credit Agreement with Wells Fargo Bank, National Association as administrative agent, lead arranger, book runner, syndication agent and documentation agent (the Agent or Wells Fargo ) on November 30, 2012, the Reporting Persons entered into a Voting Agreement with the Agent, pursuant to which the Reporting Persons have agreed to vote all shares of Issuer stock which they own at the time a stockholder vote is conducted in favor of the Amendment to the Issuer's Amended and Restated Certificate of Incorporation to delete Article Eighth of the Amended and Restated Certificate of Incorporation as set forth in the Form 8-K.

The foregoing description of the Voting Agreement is qualified in its entirety by the terms of the Voting Agreement which is attached as Exhibit A hereto and incorporated by reference herein.

#### **Item 5. Interest in Securities of the Issuer**

(a) and (b) In the aggregate, the Reporting Persons may be deemed to beneficially own 1,754,210 shares of Common Stock of the Issuer, or 7.9% of the issued and outstanding shares of Common Stock.

The calculation of percentage ownership is based on 21,980,806 shares of Common Stock outstanding as of November 10, 2012, as reported by the Issuer in its Quarterly Report on Form 10-Q, plus 208,334 shares of Common Stock that would be issued upon the exercise of options held by Mr. Morris that have vested or will vest within the next 60 days.

Meson LP beneficially owns and has voting and dispositive power over 1,512,450 shares of Common Stock (the Meson LP Shares ), or 6.9% of the issued and outstanding Common Stock.

As general partner of Meson LP, Meson LLC may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Meson LP Shares. Meson LLC does not own any shares of Common Stock directly and disclaims beneficial ownership of the Meson LP Shares.

As managing member of Meson LLC, Mr. Morris may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) any shares of Common Stock beneficially owned by Meson LLC. In addition, Mr. Morris beneficially owns and has voting and dispositive power over 33,426 shares of Common Stock, 166,667 options which are presently vested, and 41,667 options scheduled to vest in the next 60 days (collectively the Morris Shares ), or 1.1% of the issued and outstanding Common Stock.

As an entity which is managed by Mr. Morris, Meson LLC may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Morris Shares. Meson disclaims beneficial ownership of the Morris Shares.

(c) During the last 60 days the Reporting Persons had no transactions in the Common Stock of the Issuer.

(d) Not applicable

(e) Not applicable.

#### **Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of Issuer**

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In addition to the Standstill Period as previously disclosed in the Schedule 13D, which remains in full force and effect, the information set forth in Item 4 above is hereby incorporated by reference in response to this Item 6 regarding the Voting Agreement.

**Item 7. Material to be Filed as Exhibits**

Exhibit A Voting Agreement dated November 30, 2012  
Exhibit B Joint Filing Agreement

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 8, 2013

**MESON CAPITAL PARTNERS LP**

By: Meson Capital Partners LLC its General Partner

By: /s/ Ryan J. Morris

Name: Ryan J. Morris

Title: Manager

**MESON CAPITAL PARTNERS LLC**

By: /s/ Ryan J. Morris

Name: Ryan J. Morris

Title: Managing Partner

**RYAN J. MORRIS, INDIVIDUALLY**

/s/ Ryan J. Morris

Ryan J. Morris