

Morris Ryan J.
Form 4
May 11, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Meson Capital Partners LLC

2. Issuer Name and Ticker or Trading Symbol
InfuSystem Holdings, Inc [INFU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
531 E. STATE STREET,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

ITHACA, NY 14850

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/09/2012		P(1)	1,066,000 A	\$ 2.25 1,545,876	I	See Footnotes. (2) (3) (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Morris Ryan J. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meson Capital Partners LLC 531 E. STATE STREET ITHACA, NY 14850	X			
Meson Capital Partners LP 531 E. STATE STREET ITHACA, NY 14850	X			
Morris Ryan J. C/O INFUSYSTEM HOLDINGS, INC. 31700 RESEARCH PARK DRIVE MADISON HEIGHTS, MI 48071	X		Executive Chairman	

Signatures

/s/ Ryan J. Morris, individually, and as Managing Partner of Meson Capital Partners LLC and Manager of Meson Capital Partners LP 05/11/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Private purchase pursuant to the Stock Purchase Agreement dated May 9, 2012 by and between Tripletail, LLC and Sean McDevitt ("Sellers") and Meson Capital Partners LP ("Meson LP") and Joseph Whitters ("Purchasers") pursuant to which Sellers agreed to sell to Purchasers 1,166,000 shares of common stock in the aggregate at \$2.25 per share. Meson LP purchased 1,066,000 of such shares, with the remainder purchased by Mr. Whitters.
- (2) Meson Capital Partners LLC ("Meson LLC") is the general partner of Meson LP, and Ryan J. Morris is the Managing Member of Meson LLC. Mr. Morris currently serves as Meson Capital LP's representative on the Board of Directors, and Meson LP may be deemed to be a director by deputization by virtue of this representation.
- (3) Mr. Morris individually beneficially owns and has voting and dispositive power over 33,426 shares of Common Stock (the "Morris 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. Mr. Morris

Edgar Filing: Morris Ryan J. - Form 4

disclaims beneficial ownership of any shares of Common Stock beneficially owned by Meson LLC.

- After giving effect to the transaction reported here and described in Footnote 1, Meson LP beneficially owns and has voting and dispositive power over 1,512,450 shares of Common Stock. Meson LP disclaims beneficial ownership of the Morris Shares. As the 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 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 LLC disclaims beneficial ownership of the Morris Shares.
- (4)

- This Form 4 filing shall not be deemed an admission that any Reporting Person is a beneficial owner of any shares of Common Stock for any purpose, other than the Common Stock reported in Table I, or that any Reporting Person is a member of a "group." This Form 4 does not reflect Common Stock owned by any person other than the Reporting Persons.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.