

InfuSystem Holdings, Inc  
Form SC 13D/A  
February 28, 2012

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

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**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

Edgar Filing: InfuSystem Holdings, Inc - Form SC 13D/A

531 E. State Street

Ithaca, New York 14850

(607) 216-8905

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

with copies to

Andrew J. Rosell  
Kleinheinz Capital Partners, Inc.  
301 Commerce Street, Suite 1900

Fort Worth, Texas 76102

(817) 348-8100

Paula L. Skidmore  
c/o Nadel and Gussman, LLC  
15 East 5<sup>th</sup> Street, Suite 3200

Tulsa, Oklahoma 74103

(918) 583-3333

Jeffrey C. Selman  
Crowell & Moring LLP  
275 Battery Street, 23<sup>rd</sup> Floor

San Francisco, California 94111

(415) 986-2800

February 27, 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

Kleinheinz Capital Partners, Inc.

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

Texas

7 SOLE VOTING POWER

NUMBER OF

SHARES -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,861,480  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-  
10 SHARED DISPOSITIVE POWER  
WITH

11 1,861,480  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,861,480

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

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

8.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Kleinheinz Capital Partners LDC

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

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

SHARES -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,861,480  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-  
10 SHARED DISPOSITIVE POWER  
WITH

11 1,861,480  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,861,480

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

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

8.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Global Undervalued Securities Master Fund, L.P.

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

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

SHARES 1,861,480  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,861,480  
10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,861,480

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

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

8.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN



CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Global Undervalued Securities Fund, L.P.

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 -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,861,480  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-  
10 SHARED DISPOSITIVE POWER  
WITH

1,861,480

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,861,480

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

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

8.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Global Undervalued Securities Fund (QP), L.P.

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  -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  1,861,480  
EACH  9 SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0-  
10 SHARED DISPOSITIVE POWER  
WITH

1,861,480

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,861,480

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

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

8.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Global Undervalued Securities Fund, Ltd.

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

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF

SHARES -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,861,480  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-  
10 SHARED DISPOSITIVE POWER

WITH

1,861,480

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,861,480

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

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

8.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

John Kleinheinz

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

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES  -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  1,861,480  
EACH  9 SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0-  
10 SHARED DISPOSITIVE POWER  
WITH

1,861,480

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,861,480

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

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

8.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Boston Avenue Capital 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

Oklahoma

7 SOLE VOTING POWER

NUMBER OF

SHARES 82,327  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH -0-  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 82,327  
10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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82,327

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

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

0.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Charles M. Gillman

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

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES  -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY  82,327  
EACH  9 SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0-  
WITH  10 SHARED DISPOSITIVE POWER

11 82,327  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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82,327

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

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

0.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

Stephen J. Heyman

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

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES  -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  82,327  
EACH  9 SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0-  
10 SHARED DISPOSITIVE POWER  
WITH

11 82,327  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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82,327

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

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

0.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45685K102

1 NAMES OF REPORTING PERSONS

James F. Adelson

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

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES  -0- SHARED VOTING POWER

BENEFICIALLY

OWNED BY  82,327  
EACH  9 SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0-  
WITH  10 SHARED DISPOSITIVE POWER

11 82,327  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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82,327

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

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

0.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



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 446,450  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH -0-  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 446,450  
10 SHARED DISPOSITIVE POWER  
WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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446,450

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

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

2.1%

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 -0-  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 479,876  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0-  
10 SHARED DISPOSITIVE POWER  
WITH

11 479,876  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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479,876

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

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

2.2%

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 33,426  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 446,450  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 33,426  
10 SHARED DISPOSITIVE POWER  
WITH

11 446,450  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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479,876

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

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

2.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45685K102

#### **Explanatory Note**

This Amendment No. 3 to Schedule 13D ( Amendment No. 3 ) is being jointly filed by the Reporting Persons, as such term is defined in the Schedule 13D filed on December 6, 2011 (the Schedule 13D ), to amend and supplement the Schedule 13D, as amended by Amendment No. 1 to Schedule 13D filed on January 20, 2012 ( Amendment No. 1 ) and Amendment No. 2 filed January 31, 2012 ( Amendment No. 2 ). 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. 3 shall have the same meaning herein as are ascribed to such terms in the Schedule 13D. Except as set forth herein, this Amendment No. 3 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D, as amended by Amendment No. 1 and Amendment No. 2.

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

Item 4 is amended and restated as follows:

The Reporting Persons purchased the Common Stock based on the belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. The purpose of such acquisitions of the Common Stock was for investment, and such acquisitions of the Common Stock were made in the ordinary course of business and were not made for the purpose of acquiring control of the Issuer.

On January 18, 2012, the Reporting Persons filed a preliminary proxy statement (the Preliminary Consent Solicitation ) with the U.S. Securities and Exchange Commission (the SEC ) soliciting written consents from the stockholders to request that the Issuer call a special meeting of stockholders (the Special Meeting ) for the following purposes: (i) to amend the Issuer s bylaws in order to permit the stockholders to fill any vacancies, however caused, on the Issuer s Board of Directors (the Board ); (ii) to remove, without cause, each of the seven members of the current Board, as well as any person appointed by the Board without stockholder approval between January 18, 2012 and up through and including the date of the Special Meeting, (iii) to elect a slate of seven nominees proposed by the Reporting Persons, (iv) to repeal any Bylaw provision that may be adopted by the Board subsequent to the last public filing on January 29, 2009 of the Bylaws prior to the Special Meeting, and (v) to transact such other business as may properly come before the Special Meeting (collectively, the Special Meeting Purposes ).

Further, on January 18, 2012, the Reporting Persons issued a press release announcing the filing of the Preliminary Consent Solicitation and filed a copy of such press release with the SEC.

On January 31, 2012, the Reporting Persons filed a definitive proxy statement (the Definitive Consent Solicitation ) with the SEC soliciting written consents from the Issuer s stockholders to request that the Issuer call the Special Meeting for the Special Meeting Purposes. Further, on January 31, 2012, the Reporting Persons issued a press release announcing the filing of the Definitive Consent Solicitation and filed a copy of such press release with the SEC.

On February 27, 2012, Ryan Morris, on behalf of Meson Capital Partners LLC, delivered to the Issuer a request for the calling of the Special Meeting, accompanied by agent designations representing 10,705,599 shares, or 50.19%, of the Issuer s Common Stock outstanding as of January 31, 2012. Meson Capital Partners LLC was constituted the agent and proxy for such shares to call the Special Meeting. Further, on February 27, 2012, the Reporting Persons issued a press release announcing the request to the Issuer to call the Special Meeting, and filed a copy of such press release with the SEC.

On February 27, 2012, Mr. Morris individually submitted nominations of seven persons for election to the Issuer s board of directors at the Issuer s 2012 annual meeting of stockholders (the Stockholder Nominations ) pursuant to the bylaws of the Issuer. The Stockholder Nominations propose a slate of seven director nominees who are the same seven nominees proposed in the Definitive Consent Solicitation discussed above.

Although no Reporting Person has any specific plan or proposal to acquire or dispose of the Common Stock, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Common Stock or dispose of any or all of its Common Stock depending upon an ongoing evaluation of the investment in the Common Stock, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons, and/or other investment considerations.

Consistent with their investment purpose, the Reporting Persons may engage in communications amongst themselves or with their Board nominees, one or more stockholders of the Issuer, one or more officers of the Issuer, one or more members of the Board and/or one or more representatives of the Issuer regarding the Issuer, including but not limited to its operations, and plans of the Reporting Persons. The Reporting Persons may discuss ideas that, if effected may result in a change in any of the following: the acquisition by persons of additional Common Stock of the Issuer, an extraordinary corporate transaction involving the Issuer, and/or other changes in the Board or management of the Issuer.

Except as disclosed herein, none of the Reporting Persons has any other plans or proposals which relate to, or would result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

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

Exhibit A Joint Filing and Solicitation Agreement - Incorporated by Reference to Amendment No. 1 as filed with the SEC on January 20, 2012



**SIGNATURE**

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: February 28, 2012

**GLOBAL UNDERVALUED SECURITIES MASTER FUND, L.P.**

By: Global Undervalued Securities Fund, L.P., its general partner

By: Kleinheinz Capital Partners, Inc., its investment manager

By: /s/ John B. Kleinheinz  
Name: John B. Kleinheinz  
Title: President

**GLOBAL UNDERVALUED SECURITIES FUND, L.P.**

By: Kleinheinz Capital Partners, Inc., its investment manager

By: /s/ John B. Kleinheinz  
Name: John B. Kleinheinz  
Title: President

**GLOBAL UNDERVALUED SECURITIES FUND (QP), L.P.**

By: Kleinheinz Capital Partners, Inc., its investment manager

By: /s/ John B. Kleinheinz  
Name: John B. Kleinheinz  
Title: President

**GLOBAL UNDERVALUED SECURITIES FUND, LTD.**

By: /s/ John B. Kleinheinz  
Name: John B. Kleinheinz  
Title: Director

**KLEINHEINZ CAPITAL PARTNERS, INC.**

By: /s/ John B. Kleinheinz  
Name: John B. Kleinheinz  
Title: President

**KLEINHEINZ CAPITAL PARTNERS LDC**

By: /s/ John B. Kleinheinz  
Name: John B. Kleinheinz  
Title: Managing Director

**JOHN B. KLEINHEINZ, INDIVIDUALLY**

/s/ John B. Kleinheinz  
John B. Kleinheinz

**BOSTON AVENUE CAPITAL LLC**

By: /s/ Stephen J. Heyman  
Stephen J. Heyman, Manager

**CHARLES M. GILLMAN, INDIVIDUALLY**

/s/ Charles M. Gillman  
Charles M. Gillman

**STEPHEN J. HEYMAN, INDIVIDUALLY**

/s/ Stephen J. Heyman  
Stephen J. Heyman

**JAMES F. ADELSON, INDIVIDUALLY**

/s/ James F. Adelson  
James F. Adelson

**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