

InfuSystem Holdings, Inc
Form DFAN14A
February 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ..

Filed by a Party other than the Registrant x

Check the appropriate box:

- .. Preliminary Proxy Statement
- .. **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- .. Definitive Proxy Statement
- .. Definitive Additional Materials
- x Soliciting Material Under Rule 14a-12

InfuSystem Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

MESON CAPITAL PARTNERS LLC

MESON CAPITAL PARTNERS LP

RYAN J. MORRIS

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GLOBAL UNDERVALUED SECURITIES MASTER FUND, L.P.

GLOBAL UNDERVALUED SECURITIES FUND, L.P.

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

GLOBAL UNDERVALUED SECURITIES FUND, LTD.

KLEINHEINZ CAPITAL PARTNERS, INC.

KLEINHEINZ CAPITAL PARTNERS LDC

JOHN B. KLEINHEINZ

BOSTON AVENUE CAPITAL LLC

CHARLES M. GILLMAN

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- “ Fee paid previously with preliminary materials:
- “ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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DRAFT PRESS RELEASE

Concerned InfuSystem Stockholders Deliver Request to Call a Special Meeting of Stockholders

Urge InfuSystem Stockholders to Continue to Promptly Submit Agent Designations in Support of a Special Meeting

February 27, 2012 Santa Monica, CA Meson Capital Partners, LLC, Boston Avenue Capital, LLC, and The Global Undervalued Securities Master Fund, LP (the Concerned InfuSystem Stockholders) today announced their delivery to InfuSystem Holdings, Inc. (NYSE Amex:INFU) (InfuSystem or the Company) of a request to call a special meeting of the Company s stockholders, supported by executed WHITE Agent Designation cards representing a majority of the Company s shares. As previously announced and as further described in the definitive proxy statement of the Concerned InfuSystem Stockholders, the requested special meeting relates to the removal of the Company s board and the election of new directors. Pursuant to the Company s bylaws, the Company must call this special meeting within 75 days of receipt of the stockholders request by May 12, 2012.

We thank our fellow stockholders for their support and their participation in stockholder democracy, Ryan Morris, Managing Member of Meson Capital, stated. Their strong support for calling this special meeting indicates that the Company s existing board has lost the confidence of the holders of the majority of the shares. These fellow stockholders seem to share our view that the existing Board s course is not in the best interests of stockholders. We are pleased that the stockholder democratic process continues.

The Concerned InfuSystem Stockholders note that the Company recently announced its annual meeting of stockholders has been scheduled for May 7, 2012. The Concerned InfuSystem Stockholders have also submitted director nominations for such meeting, but they believe that the risk of the Company s delaying the annual meeting or otherwise thwarting stockholder democracy necessitates also having the option of the special meeting. This is to ensure that the annual meeting occurs as currently scheduled and that the Company affords its stockholders a level playing field at such meeting. The goal is for the Company not to hold two meetings, but rather to conduct one full and fair election as soon as possible.

The Concerned InfuSystem Stockholders urge those Company s stockholders who have not submitted their WHITE Agent Designation cards in support of calling a Special Meeting to Innisfree M&A Incorporated, to do so promptly. The Concerned InfuSystem Stockholders will continue to deliver the additional Agent Designations they receive to the Company until the Company calls the requested special meeting of stockholders.

Stockholders with questions on how to submit agent designations should call the firm assisting the Concerned InfuSystem Stockholders with the solicitation, Innisfree M&A Incorporated, toll-free at 888-750-5834 (banks and brokers may call collect at 212-750-5833).

Investor Contact:

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Managing Partner

Meson Capital Partners LLC

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607-216-8905

The Definitive Proxy Statement of the Concerned InfuSystem Stockholders Solicitation to call a Special Meeting of Stockholders is publicly available at no charge through the website of the Securities and Exchange Commission at <http://www.sec.gov>. The Definitive Proxy Statement was mailed to stockholders on or about February 2, 2012.