

InfuSystem Holdings, Inc
Form 8-K
May 08, 2014

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 8, 2014

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)
31700 Research Park Drive

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

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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 5.07.Submission of Matters to a Vote of Security Holders

On May 8, 2014, the Company held its 2014 Annual Meeting of Stockholders (the Annual Meeting). Of the 22,161,129 shares of the Company's common stock outstanding and entitled to vote as of the March 14, 2014, record date, 17,961,461 shares were present at the Annual Meeting in person or by proxy. The following proposals were voted on at the Annual Meeting:

Proposal 1 The stockholders elected all of the Company's nominees for election to the Company's Board of Directors. The results of the number of shares voted were as follows:

| Director Name | For | Withheld | Broker Non-Votes |
|----------------------|------------|-----------------|-------------------------|
| David Dreyer | 10,706,812 | 1,974,277 | 5,280,362 |
| Gregg Lehman | 11,159,954 | 1,521,135 | 5,280,362 |
| Ryan Morris | 8,899,887 | 3,781,202 | 5,280,362 |
| Eric Steen | 11,230,031 | 1,451,058 | 5,280,362 |
| Joseph Whitters | 10,686,812 | 1,994,277 | 5,280,362 |
| Wayne Yetter | 11,241,017 | 1,440,072 | 5,280,362 |

Proposal 2 Approval of the adoption of the Company's Employee Stock Purchase Plan was approved based on the number of shares voted as follows:

| | Shares |
|--------------------------|---------------|
| For: | 10,514,144 |
| Against: | 2,145,970 |
| Abstain: | 20,985 |
| Broker non-votes: | 5,280,362 |

Proposal 3 Approval of the adoption of the Company's Equity Plan was approved based on the number of outstanding shares voted as follows:

| | Shares |
|--------------------------|---------------|
| For: | 11,674,011 |
| Against: | 770,522 |
| Abstain: | 236,566 |
| Broker non-votes: | 5,280,362 |

Proposal 4 Approval, by advisory vote, on the compensation of the Company's named executive officers was approved based on the number of shares voted as follows:

| | Shares |
|--------------------------|---------------|
| For: | 10,520,792 |
| Against: | 1,317,002 |
| Abstain: | 843,305 |
| Broker non-votes: | 5,280,362 |

Proposal 5 The stockholders ratified the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014. The results of the number of shares voted were as follows:

| | Shares |
|--------------------------|---------------|
| For: | 17,413,247 |
| Against: | 507,326 |
| Abstain: | 40,888 |
| Broker non-votes: | |

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/ Jonathan P. Foster
Name: Jonathan P. Foster
Title: Chief Financial Officer

Dated: May 8, 2014