

InfuSystem Holdings, Inc

Form S-8

August 16, 2018

As filed with the Securities and Exchange Commission on August 16, 2018

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INFUSYSTEM HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-3341405

(I.R.S. Employer Identification No.)

31700 Research Park Drive

Madison Heights, Michigan 48071

(Address of principal executive offices and zip code)

InfuSystem Holdings, Inc. 2014 Equity Plan

(Full title of plan)

Gregory Schulte

**Chief Financial
Officer**

**InfuSystem
Holdings, Inc.**

**31700 Research
Park Drive**

**Madison
Heights,
Michigan 48071**

(248) 291-1210

(Name and
address of agent
for service)

(248) 291-1210

(Telephone
number, including
area code, of
agent for service)

**With a copies of
communications
to:**

B. Scott Gootee

Scot Hill

**Stinson Leonard
Street LLP**

**1201 Walnut
Street, Suite
2900
Kansas City,
Missouri 64106
(816) 691-3263**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
(do not check if a smaller reporting company)	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common Stock, par value \$.0001 per share	1,000,000 shares	\$3.10	\$3,100,000.00	\$385.95

(1) In the event of a stock split, stock dividend or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number of shares of Common Stock registered hereby shall be automatically increased to cover the additional shares of Common Stock in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").

(2) Calculated pursuant to Rules 457(h)(1) and 457(c) under the Securities Act based on the average of the high and low prices reported for the Registrant's Common Stock on August 14, 2018 on the NYSE American. Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.

(3) Calculated pursuant to General Instruction E to Form S-8.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by InfuSystem Holdings, Inc. (the "Registrant") for the purpose of registering an additional 1,000,000 shares of the Registrant's Common Stock reserved for issuance under the InfuSystem Holdings, Inc. 2014 Equity Plan (as amended on July 19, 2018), as approved by the Registrant's stockholders at the Registrant's 2018 annual meeting of stockholders.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-195929) filed by the Registrant with the Securities and Exchange Commission (the "Commission") on May 13, 2014.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	<u>Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-35020) as filed with the Commission on May 12, 2014).</u>
4.2	<u>Amended and Restated By-Laws, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-35020) as filed with the Commission on July 9, 2018).</u>
5.1*	<u>Opinion of Stinson Leonard Street LLP regarding legality.</u>
23.1*	<u>Consent of BDO USA, LLP.</u>
23.2*	<u>Consent of Stinson Leonard Street LLP (contained in Exhibit 5.1 hereto).</u>
24.1*	<u>Powers of Attorney (contained in the signature page hereto).</u>
99.1	<u>Composite Copy of InfuSystem Holdings, Inc. 2014 Equity Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-35020) as filed with the Commission on July 23, 2018).</u>

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison Heights, State of Michigan, on the 16th day of August, 2018.

**INFUSYSTEM
HOLDINGS, INC.**

By: /s/ Richard A. DiIorio
Richard A. DiIorio
President, Chief
Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard A. DiIorio or Gregory Schulte, and each of them, severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments and any registration statement filed pursuant to Rule 462(b) under the Securities Act) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signatures	Title	Date
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/s/ Richard A. DiIorio President, Chief Executive Officer August 16, 2018
Richard A. DiIorio (Principal Executive Officer) and Director

/s/ Gregory Schulte Executive Vice President, Chief Financial Officer August 16, 2018
Gregory Schulte (Principal Financial Officer and Principal Accounting Officer)

/s/ Gregg Lehman Chairman of the Board and Director August 16, 2018
Gregg Lehman

/s/ Terry L. Armstrong Director August 16, 2018
Terry L. Armstrong

/s/ Ronald H. Peele, Jr. Director August 16, 2018
Ronald H. Peele, Jr.

/s/ Scott Shuda Director August 16, 2018
Scott Shuda

/s/ Joseph Whitters Director August 16, 2018
Joseph Whitters

/s/ Darrell B. Montgomery Director August 16, 2018
Darrell B. Montgomery

/s/ Christopher R. Sansone Director August 16, 2018
Christopher R. Sansone