

InfuSystem Holdings, Inc
Form DFAN14A
March 01, 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 ☒

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
- ☒ 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):

- x 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:

CONCERNED INFUSYSTEM STOCKHOLDERS ANNOUNCE FAVORABLE ISS RECOMMENDATION

ISS Recommends InfuSystem Stockholders Vote the WHITE card to Call Special Meeting to Remove

Board of Directors

Concerned InfuSystem Stockholders Believe a Full And Fair Election As Soon As Possible is in The Best

Interest of Stockholders

SANTA MONICA, California March 1, 2012 Meson Capital Partners, LLC, Boston Avenue Capital, LLC and the Global Undervalued Securities Master Fund, LP (the Concerned InfuSystem Stockholders) announce that on February 28, 2012, ISS the nation's leading independent proxy advisory firm recommended that its clients consent on the WHITE card to call a special meeting of InfuSystem stockholders. ISS analyses are followed by hundreds of major institutional investment firms, mutual and pension funds and other fiduciaries.

The Concerned InfuSystem Stockholders also announce that as of February 29, 2012, it had submitted agent designations on behalf of 11,699,426, or 54.85%, of the Company's total outstanding shares to the Company to call a special meeting with the purpose of changing the entire board of directors. The Concerned InfuSystem Stockholders thank stockholders for their participation and support in this first step of a two-step democratic process.

We believe this strong stockholder support for the special meeting to replace the board indicates that holders of a majority of the Company's shares lack confidence in the Company's current board and its ability to reflect such holders' interests, said Ryan Morris, Managing Member of Meson Capital. We urge stockholders to resist the Company's attempts to divert stockholders' attention and not to revoke their consents to call a special meeting. We believe it is clearer than ever that a timely full and fair election is necessary to ensure that the best interests of the stockholders are appropriately represented. We welcome the special meeting at the earliest possible date.

Investor Contact:

Ryan J. Morris

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.