

InfuSystem Holdings, Inc
Form 8-A12B
December 21, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES
EXCHANGE ACT OF 1934

INFUSYSTEM HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-3341405
(IRS Employer
Identification No.)

InfuSystem Holdings, Inc.

31700 Research Park Drive

Madison Heights, Michigan 48071

(Address of Principal Executive Offices)(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which
to be so registered Common stock, \$0.0001 par value per share	each class is to be registered NYSE Amex LLC
Preferred Share Purchase Rights	NYSE Amex LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, and is effective pursuant to General Instruction A.(c), please check the following box.

Securities Act registration statement file number to which this form relates: (If applicable)

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, and is effective pursuant to General Instruction A.(d), please check the following box.

Securities to be registered pursuant to Section 12(g) of the Act: None.

Explanatory Note

This Registration Statement on Form 8-A is being filed to change the registration of the common stock, par value \$0.0001 per share (the Common Stock), of InfuSystem Holdings, Inc., a Delaware corporation (the Company) and the preferred share purchase rights (the Rights) entitling each registered holder thereof to purchase from the Company a unit consisting of one one-thousandth of a share of Series A Junior Participating Preferred Shares, par value \$0.0001 per share, of the Company, from Section 12(g) under the Securities Exchange Act of 1934, as amended (the Exchange Act), to Section 12(b) under the Exchange Act in connection with the listing of the Common Stock and the Rights on the NYSE Amex LLC (the NYSE Amex). The Rights are currently attached to the shares of Common Stock and not separately traded. The Common Stock and the Rights are currently listed for quotation on the Over the Counter Bulletin Board (the OTCBB) under the symbol INHLOB. The Company anticipates that the listing of the Common Stock and the Rights on the OTCBB will be terminated following the closing of trading on the OTCBB on December 22, 2010 and will commence trading on the NYSE Amex at the opening of trading on the NYSE Amex on December 23, 2010 under the symbol INFU.

Item 1. Description of Registrant's Securities to be Registered

The description of the Common Stock to be registered hereby is set forth under the caption Description of Securities in (i) the prospectus included in the Registration Statement (Registration No. 333-129035) on Form S-1 (as amended, the Registration Statement) originally filed with the Securities and Exchange Commission (the Commission) pursuant to the Securities Act of 1933, as amended (the Securities Act), on October 14, 2005, (ii) the related final form of the prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act on April 12, 2006 and (iii) the related Registration Statement on Form 8-A filed with the Commission on April 6, 2006, and such descriptions are incorporated herein by reference. The description of the Rights to be registered hereby is set forth under the caption Description of the Securities to be Registered in Item 1 of the Registrant's Registration Statement on Form 8-A filed with the Commission on November 12, 2010, and such description is incorporated herein by reference.

Item 2. Exhibits

- 3.1 Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-129035) filed on October 14, 2005, and incorporated by reference herein)
- 3.2 Certificate of Amendment to Amended and Restated Certificate of Incorporation (filed as Exhibit 3.7 to the Registrant's Current Report on Form 8-K/A filed December 6, 2007, and incorporated by reference herein)
- 3.3 Amended and Restated By-laws (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed January 22, 2009, and incorporated by reference herein)
- 4.1 Specimen Common Stock Certificate (filed as Exhibit 4.2 to Amendment No. 3 to Registrant's Registration Statement on Form S-1 (File No. 333-129035) filed on March 3, 2006, and incorporated by reference herein)
- 4.2 Rights Agreement between the Company and Mellon Investor Services, LLC, dated November 12, 2010 (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on November 12, 2010, and incorporated by reference herein)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

INFUSYSTEM HOLDINGS, INC.

Date: December 21, 2010

By: /s/ SEAN McDEVITT
Name: **Sean McDevitt**
Title: **Chief Executive Officer and Chairman**

Exhibit Index

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