

InfuSystem Holdings, Inc
Form 8-K
February 27, 2019
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): February 27, 2019

InfuSystem Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware **001-35020** **20-3341405**
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer Identification No.)
incorporation or organization)

31700 Research Park Drive

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01. Other Events.

On February 27, 2019, InfuSystem Holdings, Inc. issued a press release announcing that the Company will hold its 2019 Annual Meeting of Stockholders on May 15, 2019 at 9:00 a.m. Central Time at the Company's offices at 11130 Strang Line Rd., Lenexa, Kansas 66215. A copy of the press release is filed as an exhibit to this Form 8-K.

Because the expected date of the 2019 Annual Meeting represents a change of more than 30 days from the anniversary of the Company's 2018 annual stockholders' meeting, the Company has set a new deadline for the receipt of stockholder proposals submitted pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for inclusion in the Company's proxy materials for the 2019 Annual Meeting. To be considered for inclusion, such proposals must be received in writing by the Company before the close of business on March 11, 2019.

Proposals must also comply with the applicable requirements of Rule 14a-8 of the Exchange Act regarding the inclusion of stockholder proposals in Company-sponsored proxy materials and other applicable laws. The March 11, 2019 deadline will also apply in determining whether notice of a stockholder proposal is timely for purposes of exercising discretionary voting authority with respect to proxies under Rule 14a-4(c)(1) of the Exchange Act.

Additionally, for a stockholder to bring business before the 2019 Annual Meeting outside of Rule 14a-8 of the Exchange Act or to nominate a director, it must provide timely notice within the applicable time period set forth in the advance notice provisions of the Company's Bylaws (the "Bylaws"). The Bylaws provide that the Secretary of the Company must receive written notice at the principal executive offices of the Company no later than the later of 60 days (March 16, 2019) prior to the meeting date or 10 days (March 9, 2019) following the announcement of the meeting date and the stockholder must otherwise comply with the requirements set forth in the Bylaws.

Any stockholder proposal for inclusion in the Company's proxy materials, notice of proposed business to be brought before the 2019 Annual Meeting, or director nomination should be sent to the Company's Secretary at the Company's principal executive offices located at 11130 Strang Line Rd., Lenexa, Kansas 66215.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
No.**

Description

99.1 Press Release of InfuSystem Holdings, Inc. announcing the 2019 Annual Meeting of Stockholders dated February 27, 2019.

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/ Gregory W. Schulte
Gregory W. Schulte

Executive Vice President and
Chief Financial Officer

Dated: February 27, 2019