

InfuSystem Holdings, Inc  
Form DEFA14A  
August 21, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

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 Pursuant to § 240.14a-12

**InfuSystem Holdings, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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No fee required.

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(1) Title of each class of securities to which transaction applies:

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**Explanatory Note:**

InfuSystem Holdings, Inc. (the Company) is hereby supplementing the definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on July 30, 2013, as amended, (the Proxy Statement) in order to provide additional information regarding Proposal 3 of the Proxy Statement to approve a two million share increase in the number of available shares authorized for issuance under the Company's 2007 Stock Incentive Plan. This amendment does not otherwise modify or update in any way the Proxy Statement as previously filed.

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**SUPPLEMENTAL INFORMATION TO PROXY STATEMENT**  
**REGARDING PROPOSAL 3: APPROVAL OF AN INCREASE IN THE NUMBER OF SHARES**  
**AUTHORIZED FOR ISSUANCE UNDER THE COMPANY'S 2007 STOCK INCENTIVE PLAN**

In Proposal 3 in the Proxy Statement for the 2013 Annual Meeting of Stockholders to be held on August 29, 2013, we are asking stockholders to approve an increase in available shares authorized for issuance under the Company's 2007 Stock Incentive Plan.

Proposal 3 to the Proxy Statement is hereby supplemented as follows:

**Burn Rate Commitment**

We commit that, with respect to the number of shares subject to stock awards granted under the Company's 2007 Stock Incentive Plan over fiscal years 2013, 2014 and 2015, we will maintain an average annual burn rate over that period that does not exceed 9.92%. In calculating our compliance with this maximum burn rate commitment, we define burn rate as the number of shares subject to stock awards granted in a fiscal year divided by the weighted average number of shares of our common stock outstanding (basic) during that same fiscal year. For purposes of calculating the number of awards granted in each of the next three fiscal years, awards of stock options and stock appreciation rights will count as one share and awards of restricted stock, restricted stock units and other full value awards will count as two shares.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS**  
**A VOTE FOR APPROVAL OF AN INCREASE IN THE NUMBER OF SHARES AUTHORIZED**  
**FOR ISSUANCE UNDER THE COMPANY'S 2007 STOCK INCENTIVE PLAN.**