

Dilorio Richard
 Form 4
 December 12, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dilorio Richard

(Last) (First) (Middle)

C/O INFUSYSTEM HOLDINGS, INC., 31700 RESEARCH PARK DRIVE

(Street)

MADISON HEIGHTS, MI 48071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

InfuSystem Holdings, Inc [INFU]

3. Date of Earliest Transaction (Month/Day/Year)

11/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D)	59,659	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option (right to buy)	\$ 2.69					(1)	07/14/2024	Common Stock	50,000
Stock Option (right to buy)	\$ 2.6					(2)	03/11/2025	Common Stock	25,000
Stock Option (right to buy)	\$ 2.76					(3)	08/16/2026	Common Stock	40,000
Stock Option (right to buy)	\$ 2.15					(4)	03/16/2027	Common Stock	25,000
Stock Option (right to buy)	\$ 1.98					(5)	09/07/2022	Common Stock	25,000
Stock Appreciation Rights	\$ 2	11/15/2017		A	200,000	(6)	03/31/2019	Common Stock	200,000
Stock Option (right to buy)	\$ 2	11/15/2017		A	200,000	(7)	11/15/2022	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dilorio Richard C/O INFUSYSTEM HOLDINGS, INC. 31700 RESEARCH PARK DRIVE MADISON HEIGHTS, MI 48071	X		Chief Executive Officer	

Signatures

/s/Trent N. Smith, Attorney-in-Fact for Richard Dilorio 12/12/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option, representing the right to purchase a total of 50,000 shares of InfuSystem Holdings, Inc. common stock, vests in thirty-six monthly installments beginning August 14, 2014.

(2)

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The option, representing the right to purchase a total of 25,000 shares of InfuSystem Holdings, Inc. common stock, vests in forty-eight monthly installments beginning April 11, 2015.

- (3) The option, representing the right to purchase a total of 40,000 shares of InfuSystem Holdings, Inc. common stock, vests in thirty-six monthly installments beginning September 16, 2016.
- (4) The option, representing the right to purchase a total of 25,000 shares of InfuSystems Holdings, Inc. common stock, vests in thirty-six monthly installments beginning April 16, 2017.
- (5) The option, representing the right to purchase a total of 25,000 shares of InfuSystem Holdings, Inc. common stock, vests annually over three years beginning September 7, 2018.
- (6) The stock appreciation rights shall vest and become exercisable beginning on December 31, 2018, based on certain company financial criteria.
- (7) The option, representing the right to purchase a total of 200,000 shares of InfuSystem Holdings, Inc. common stock, vests over four-year period on a monthly basis beginning December 15, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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