

Dilorio Richard
 Form 4
 April 01, 2019

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)

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)

03/28/2019

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)

President & CEO

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)
				Code V	Amount		
Common Stock	03/28/2019		M		25,000	A	①
							\$
Common Stock	03/28/2019		F		7,350	D	4.14
							②
Common Stock	03/29/2019		M		200,000	A	\$ 2
							③
Common Stock	03/29/2019		F		117,754	D	\$ 4.79
							④ ⑤

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

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

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)	8. Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 2	03/29/2019		M	200,000	12/31/2018 03/31/2019	Common Stock	200,000
Restricted Stock Units	(1)	03/28/2019		M	25,000	(1) (1)	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dilorio Richard 31700 RESEARCH PARK DRIVE MADISON HEIGHTS, MI 48071	X		President & CEO	

Signatures

/s/ Richard Dilorio 04/01/2019

**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) Represents the acquisition of the Issuer's common stock by reporting person pursuant to the vesting and settlement of a portion of the restricted stock units (RSUs) granted on August 23, 2018. Restricted stock units convert into common stock on a one-for-one basis.
- (2) Represents the withholding of the Issuer's common stock for the tax liability associated with the vesting and settlement of a portion of the restricted stock units (RSUs) granted on August 23, 2018.
- (3) Represents the acquisition of the Issuer's common stock by reporting person pursuant to the exercise of the Stock Appreciation Rights granted on November 15, 2017.

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- (4) Represents the difference between the number of the Stock Appreciation Rights exercised and the number of shares issued as a result of the exercise.
- (5) Represents the withholding of the Issuer's common stock for the tax liability associated with the exercise of the Stock Appreciation Rights granted on November 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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