

InfuSystem Holdings, Inc
 Form 4
 December 05, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 GREAT POINT PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol
 InfuSystem Holdings, Inc
 [HAPN.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/04/2007

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

165 MASON STREET, 3RD FLOOR,

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

GREENWICH, CT 06830

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 12/04/2007 | | X | 810,000 | A | (3) | 2,430,000 | I | By Biomedical Value Fund, L.P. (1) |
| Common Stock | 12/04/2007 | | X | 690,000 | A | (3) | 2,070,000 | I | By Biomedical Offshore Value Fund, L.P. (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) | <u>(3)</u> | 12/04/2007 | | X | | 810,000 | <u>(4)</u> | <u>(5)</u> | Common Stock | 810,000 |
| Option (right to buy) | <u>(3)</u> | 12/04/2007 | | X | | 690,000 | <u>(4)</u> | <u>(5)</u> | Common Stock | 690,000 |
| Option (right to buy) | <u>(6)</u> | | | | | | <u>(7)</u> | <u>(5)</u> | Warrant | 899,999 |
| Option (right to buy) | <u>(6)</u> | | | | | | <u>(8)</u> | <u>(5)</u> | Warrant | 766,666 |
| Option (right to buy) | \$ 6.25 <u>(9)</u> | | | | | | <u>(4)</u> | 04/11/2011 | Common Stock | 899,999 |
| Option (right to buy) | \$ 6.25 <u>(9)</u> | | | | | | <u>(4)</u> | 04/11/2011 | Common Stock | 766,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREAT POINT PARTNERS LLC 165 MASON STREET, 3RD FLOOR GREENWICH, CT 06830 | | X | | |
| JAY JEFFREY R GREAT POINT PARTNERS LLC 165 MASON STRET, 3RD FLOOR GREENWICH, CT 06830 | | X | | |
| KROIN DAVID GREAT POINT PARTNERS LLC 165 MASON STREET, 3RD FLOOR GREENWICH, CT 06830 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Dr. Jeffrey R. Jay, M.D., Senior Managing Member | 12/05/2007 |
| **Signature of Reporting Person | Date |
| /s/ Dr. Jeffrey R. Jay, M.D. | 12/05/2007 |
| **Signature of Reporting Person | Date |
| /s/ Mr. David Kroin | 12/05/2007 |
| **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).

- Great Point Partners, LLC is the investment manager of Biomedical Value Fund, L.P. ("BMVF") and by virtue of such status may be deemed to be the beneficial owner of the shares, options and warrants held by BMVF. Each of Dr. Jeffrey R. Jay, M.D. (Dr. "Jay"), as senior managing member of Great Point, and Mr. David Kroin ("Mr. Kroin"), as special managing member of Great Point, has voting and
- (1) investment power with respect to the shares held by BMVF and may be deemed to be the beneficial owner of the shares, options and warrants held by BMVF. Great Point, Dr. Jay and Mr. Kroin disclaim beneficial ownership of the shares, options and warrants held by BMVF, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities.
- Great Point is the investment manager of Biomedical Offshore Value Fund, Ltd. ("BOVF") and by virtue of such status may be deemed to be the beneficial owner of the shares, options and warrants held by BOVF. Each of Dr. Jay, as senior managing member of Great Point, and Mr. Kroin, as special managing member of Great Point, has voting and investment power with respect to the shares held by BOVF
- (2) and may be deemed to be the beneficial owner of the shares, options and warrants held by BOVF. Great Point, Dr. Jay and Mr. Kroin disclaim beneficial ownership of the shares, options and warrants held by BOVF, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities.
- (3) \$.000000667 per share.
- (4) Exercisable immediately.
- (5) Not applicable.
- (6) \$.0000006.
- (7) On October 15, 2007, BMVF was assigned options to acquire warrants to purchase 899,999.64 shares of Common Stock of the Issuer by Great Point. Great Point acquired such options to acquire such warrants pursuant to an Option Agreement, dated as of October 12, 2007

Edgar Filing: InfuSystem Holdings, Inc - Form 4

(the "FTN Option Agreement"), by and between Great Point and FTN Midwest Securities Corp. Pursuant to the FTN Option Agreement, such options to acquire such warrants are exercisable upon the satisfaction of certain conditions, including (1) the approval, by the requisite vote of the holders of the Issuer's Common Stock, of the acquisition by the Issuer of InfuSystems, Inc., (2) the consummation of such acquisition and (3) the trading price for per of Common Stock of the Issuer equaling or exceeding \$8.00 for any 20 out of 30 consecutive trading days.

- On October 15, 2007, BOVF was assigned options to acquire warrants to purchase 766,666.36 shares of Common Stock of the Issuer by Great Point. Great Point acquired such options to acquire warrants pursuant to the FTN Option Agreement. Pursuant to the FTN Option Agreement, such options to acquire such warrants are exercisable upon the satisfaction of certain conditions, including (1) the approval, by the requisite vote of the holders of the Issuer's Common Stock, of the acquisition by the Issuer of InfuSystems, Inc., (2) the consummation of such acquisition and (3) the trading price for per of Common Stock of the Issuer equaling or exceeding \$8.00 for any 20 out of 30 consecutive trading days.
- (8)
- (9) The exercise price of the warrants is subject to adjustment for dividends with respect to, or subdivisions, combinations, reclassifications of, the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.