

InfuSystem Holdings, Inc  
Form SC 13G  
October 31, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

InfuSystem Holdings, Inc.

(Name of Issuer)

Common Stock,  
par value \$0.00010 per share

(Title of Class of Securities)

45685K102

(CUSIP Number)

October 22, 2012

(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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COMMON STOCK

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (entities only)

Leap Tide Capital Management, LLC  
27-4335176

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

Number of Shares (5) Sole Voting Power

Beneficially Owned 1,383,313

by Each Reporting

Person With (6) Shared Voting Power

0

(7) Sole Dispositive Power

1,383,313

(8) Shared Dispositive Power

0

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,383,313

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)

6.33%

(12) Type of Reporting Person (See Instructions)

CO



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COMMON STOCK

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (entities only)

Jan Loeb

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

USA

Number of Shares (5) Sole Voting Power

Beneficially Owned 1,383,313

by Each Reporting

Person With (6) Shared Voting Power

0

(7) Sole Dispositive Power

1,383,313

(8) Shared Dispositive Power

0

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,383,313

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)

6.33%

(12) Type of Reporting Person (See Instructions)

IN



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Item 1(a). Name Of Issuer:

InfuSystem Holdings, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

31700 Research Park Drive  
Madison Heights, Michigan 48071

Item 2(a). Names of Persons Filing:

(i) Leap Tide Capital Management, LLC

(ii) Jan Loeb

Jan Loeb is the managing member of  
Leap Tide Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if none, Residence:

Leap Tide Capital Management, LLC  
10451 Mill Run Circle, Suite 400  
Owings Mills, MD 21117

Item 2(c). Citizenship:

Leap Tide Capital Management, LLC is a Delaware corporation. Jan Loeb is a United States citizen.

Item 2(d). Title of Class of Securities:

Common stock, par value \$0.10 per share

Item 2(e). CUSIP Number:

49375T100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether filing person is a:

- (a) " Broker or dealer registered under Section 15 of the Act
- (b) " Bank as defined in Section 3(a)(6) of the Act
- (c) " Insurance company as defined in Section 3(a)(19) of the Act
- (d) " Investment company registered under Section 8 of the Investment Company Act
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)



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- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G)
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) "Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this box. "

#### Item 4. Ownership

##### Common Stock

##### (i) Leap Tide Capital Management, LLC

(a) Amount Beneficially Owned:  
1,383,313 shares

(b) Percent of Class: 6.33%

(c) Number of shares as to which the person has:

(i) sole power to vote or direct the vote: 1,383,313

(ii) shared power to vote or direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 1,383,313

(iv) shared power to dispose or to direct the disposition of: 0

##### (ii) Jan Loeb

(a) Amount Beneficially Owned:  
1,383,313 shares

(b) Percent of Class: 6.33%

(c) Number of shares as to which the person has:

- (i) sole power to vote or direct the vote: 1,383,313
- (ii) shared power to vote or direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 1,383,313
- (iv) shared power to dispose or to direct the disposition of: 0

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Item  
5. Ownership of Five Percent or Less of a Class.

If this Schedule is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following box. "

Item  
6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item  
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item  
8. Identification and Classification of Members of the Group.

The Reporting Persons are the sole members of the group.

Item  
9. Notice of Dissolution of Group.

Not applicable.

Item  
10. Certification.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 26, 2012 LEAP TIDE CAPITAL  
MANAGEMENT, LLC  
a Delaware corporation

/s/ Jan Loeb  
By: Jan Loeb  
Its: Managing Member

Date: October 26, 2012 /s/ Jan Loeb  
Jan Loeb

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**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Joint Filing Agreement, dated as of October 26, 2012 by and among Jan Loeb and Leap Tide Capital Management, LLC