

KLEINHEINZ CAPITAL PARTNERS INC

Form SC 13G

December 19, 2007

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

**SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

INFUSYSTEM HOLDINGS, INC.

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(Name of Issuer)

Shares of Common Stock, par value \$0.0001 per share

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(Title of Class of Securities)

411357106

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(Cusip Number)

December 12, 2007

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(Date of Event Which Requires Filing of this Statement)

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)

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SCHEDULE 13G

SIGNATURE

Joint Filing Agreement

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1. Name of Reporting Person: Kleinheinz Capital Partners, Inc. I.R.S. Identification Nos. of above persons (entities only): 75-2633745

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2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization: Texas

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
2,072,480\*\*

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6. Shared Voting Power:  
0

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7. Sole Dispositive Power:  
2,072,480\*\*

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8. Shared Dispositive Power:  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,072,480\*\*

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11.

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Percent of Class Represented by Amount in Row (9):  
11.96%\*\*

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12. Type of Reporting Person:  
IA

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\* SEE INSTRUCTIONS BEFORE FILLING OUT  
\*\* SEE ITEM 4.

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1. Name of Reporting Person: Kleinheinz Capital Partners LDC  
I.R.S. Identification Nos. of above persons (entities only): 52-2294216

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2. Check the Appropriate Box if a Member of a Group:  
(a)   
(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization:  
Cayman Islands

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
2,072,480\*\*

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6. Shared Voting Power:  
0

---

7. Sole Dispositive Power:  
2,072,480\*\*

---

8. Shared Dispositive Power:  
0

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,072,480\*\*

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11.

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Percent of Class Represented by Amount in Row (9):  
11.96%\*\*

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12. Type of Reporting Person:  
CO

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\* SEE INSTRUCTIONS BEFORE FILLING OUT  
\*\* SEE ITEM 4.

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
 John Kleinheinz

2. Check the Appropriate Box if a Member of a Group:  
 (a)   
 (b)

3. SEC Use Only:

4. Citizenship or Place of Organization:  
 United States

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

5. Sole Voting Power:  
 2,072,480\*\*

6. Shared Voting Power:  
 0

7. Sole Dispositive Power:  
 2,072,480\*\*

8. Shared Dispositive Power:  
 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
 2,072,480\*\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.



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Percent of Class Represented by Amount in Row (9):  
11.96%\*\*

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12. Type of Reporting Person:  
IN

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\* SEE INSTRUCTIONS BEFORE FILLING OUT  
\*\* SEE ITEM 4.

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**SCHEDULE 13G**

This Schedule 13G (the "Schedule 13G") is being filed on behalf of Kleinheinz Capital Partners, Inc., a Texas corporation ( "Kleinheinz" ), Kleinheinz Capital Partners LDC, a Cayman Islands limited duration company (the "LDC" ), and John Kleinheinz, the principal of both Kleinheinz and LDC. This Schedule 13G relates to shares of Common Stock of Infusystem Holdings, Inc., a Delaware corporation (the "Issuer" ) purchased by Kleinheinz for the account of private investment funds for which Kleinheinz acts as investment adviser.

**Item 1(a) Name of Issuer.**

Infusystem Holdings, Inc.

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

350 Madison Avenue  
New York, New York 10017

**Item 2(a) Name of Person Filing.**

- (1) Kleinheinz Capital Partners, Inc.
- (2) Kleinheinz Capital Partners LDC
- (3) John Kleinheinz

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

- (1) Kleinheinz Capital Partners, Inc.  
201 Main Street, Suite 2001  
Fort Worth, Texas 76102
- (2) Kleinheinz Capital Partners LDC  
c/o Walkers SPV Limited  
Walker House, 87 Mary Street  
George Town, Grand Cayman  
KYI-9002 Cayman Islands
- (3) John Kleinheinz  
201 Main Street, Suite 2001  
Fort Worth, Texas 76102

**Item 2(c) Citizenship or Place of Organization.**

- (1) Kleinheinz is a corporation organized under the laws of the State of Texas.
- (2) LDC is a Cayman Islands limited duration company.
- (3) John Kleinheinz is a U.S. citizen.

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

Common Stock, par value \$0.0001 per share (the Common Stock ).

**Item 2(e) CUSIP Number.**

411357106

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(ii)(F).
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  A savings associations 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 §240.13d-1(b)(1)(ii)(J).

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

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**Item 4 Ownership.**

- (a) Kleinheinz, LDC and John Kleinheinz may be deemed the beneficial owners of 2,072,480 shares of Common Stock. This number is composed of 1,572,480 shares of Common Stock plus 500,000 warrants.
- (b) Kleinheinz, LDC, and John Kleinheinz may be deemed the beneficial owners of 11.96% of the outstanding shares of Common Stock. The percentages are determined by dividing 2,072,480 by 17,324,295. The denominator is calculated by adding 16,824,295, which is the number of shares of Common Stock outstanding as of November 13, 2007, as disclosed by the Issuer on its Form 10Q filed on November 14, 2007, to 500,000, which is the number of warrants currently owned.
- (c) Kleinheinz, LDC and John Kleinheinz, as principal of both entities, have the sole power to vote and dispose of the 2,072,480 shares of Common Stock beneficially owned.

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

If this statement 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 [  ].

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

All securities are reported in this schedule are owned by clients of Kleinheinz. Specifically, Global Undervalued Securities Master Fund, LP holds all securities on behalf of its partners, Global Undervalued Securities Fund, LP, Global Undervalued Securities Fund (QP), LP and Global Undervalued Securities Fund, Ltd.

**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.**

Not Applicable.

**Item 9 Notice of Dissolution of Group.**

Not Applicable.

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and

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are not held in connection with or as a participant in any transaction having that purpose or effect.

**Exhibits**

Exhibit 99.1 Joint Filing Agreement, dated December 19, 2007, between Kleinheinz, LDC and John Kleinheinz.

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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: December 19, 2007

KLEINHEINZ CAPITAL PARTNERS, INC.

By: /s/ John B. Kleinheinz

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Name: John B. Kleinheinz  
Title: President

KLEINHEINZ CAPITAL PARTNERS LDC

By: /s/ John B. Kleinheinz

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Name: John B. Kleinheinz  
Title: Managing Director

By: /s/ John B. Kleinheinz

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John B. Kleinheinz