

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 1, 2016

BIOSCRIP, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

000-28740
(Commission File Number)

05-0489664
(I.R.S. Employer
Identification No.)

1600 Broadway, Suite 950, Denver, Colorado
(Address of principal executive offices)

80202
(Zip Code)

Registrant's telephone number, including area code: (720) 697-5200

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Election of a Director

On June 1, 2016, Christopher S. Shackelton, a Managing Director of Coliseum Capital Management, LLC (“Coliseum”), was re-elected to the board of directors (the “Board”) of BioScrip, Inc. (the “Company”) pursuant to a written consent of Coliseum Capital Partners, L.P., Coliseum Capital Partners II, L.P., and Blackwell Partners, LLC, Series A, (collectively, the “PIPE Investors”). The PIPE Investors are affiliates of Coliseum and hold a majority in voting power of the outstanding shares of the Company’s Series A Convertible Preferred Stock (the “Preferred Stock”).

In accordance with the Certificate of Designations of the Preferred Stock, so long as shares of the Preferred Stock represent at least 5% of the outstanding voting stock of the Company (on an as-converted into Common Stock basis), the holders of a majority in voting power of the outstanding shares of Preferred Stock are entitled to designate one member of the Board. The PIPE Investors took this action by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware (the “DGCL”), Section 2.08 of the Amended and Restated By-laws of the Company (the “Bylaws”) and Section 5(c) of the Certificate of Designations of the Preferred Stock.

Mr. Shackelton will serve on the Company’s Management Development and Compensation Committee and Audit Committee. Mr. Shackelton’s term as director will run until the Company’s 2017 Annual Meeting of Stockholders (the “2017 Annual Meeting”). As a Managing Director of Coliseum and an affiliate of the PIPE Investors, Mr. Shackelton has an indirect interest in the shares of Preferred Stock and the Company warrants acquired by the PIPE Investors. Otherwise, Mr. Shackelton does not have a direct or indirect material interest in any transaction with the Company required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Shackelton will be entitled to receive any standard fees and other equity awards that the Company pays, or awards its independent directors.

The Company intends to provide notice of the above action taken by written consent to non-consenting holders of Preferred Stock who are entitled to receive such notice in accordance with Section 228(e) of the DGCL and Section 2.08 of the Bylaws. A copy of such notice, including the written consent, is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the notice and written consent does not purport to be complete and is qualified in its entirety by reference to the full text attached hereto and incorporated herein by reference.

Amendment to the BioScrip, Inc. Amended and Restated 2008 Equity Incentive Plan

On June 1, 2016, at the Company’s 2016 Annual Meeting of Stockholders (the “Annual Meeting”), the stockholders of the Company approved the proposed amendment to the BioScrip, Inc. Amended and Restated 2008 Equity Incentive Plan (the “Plan”), as previously described in the Company’s 2016 definitive proxy materials, to increase by 700,000 shares the number of shares of the Company’s common stock in the aggregate that may be subject to awards granted to directors, from 800,000 to 1,500,000 shares. The amendment to the Plan had been previously approved, subject to stockholder approval, by the Board. The material terms of the Plan, as amended, are summarized in the Company’s 2016 definitive proxy materials filed with the Securities and Exchange Commission (collectively, the “Proxy Materials”), and are incorporated herein by reference. The foregoing description is qualified in its entirety by reference to the text of the amendment to the Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 1, 2016, at the Annual Meeting, the stockholders of the Company (i) elected six directors to serve for one-year terms, (ii) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016, (iii) as described above, approved an amendment to the Plan, and (iv) approved by an advisory non-binding vote the compensation paid to the Company's named executive officers. The proposals are described in detail in the Proxy Materials.

On April 7, 2016, the record date for the Annual Meeting, 68,780,241 shares of Common Stock and 635,822 shares of Preferred Stock (representing 13,899,235 shares of Common Stock on an as-converted into Common Stock basis, with 625,000 shares of Preferred Stock each convertible into 21.876 shares of Common Stock, and another 10,822 shares of Preferred Stock each convertible into 20.933 shares of Common Stock) were outstanding, of which 71,166,983 were present at the Annual Meeting for purposes of establishing a quorum. The final results for the votes regarding each proposal are set forth below.

1. Election of six directors, as set forth in the Proxy Materials, to each serve a one-year term expiring at the conclusion of the 2017 Annual Meeting or until their respective successors are duly elected and qualified:

Name	Votes FOR	Votes Withheld
Richard M. Smith	41,866,805	14,276,068
Michael G. Bronfein	55,516,915	625,958
David W. Golding	55,445,519	697,354
Michael Goldstein	55,080,990	1,061,883
Tricia H. Nguyen	41,913,678	14,229,195
R. Carter Pate	55,600,828	542,045

In addition, there were 15,024,110 broker non-votes for the election of directors.

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016:

Votes FOR	Votes AGAINST	Abstentions
70,759,630	312,264	95,089

3. Approval of an amendment to the Plan to increase the number of shares of Common Stock in the aggregate that may be subject to awards granted to directors by 700,000 shares, from 800,000 to 1,500,000 shares:

Votes FOR	Votes AGAINST	Abstentions	Broker Non-Votes
53,394,843	2,416,626	331,403	15,024,111

4. Approval, by advisory vote on a non-binding basis, of the compensation paid to the Company's named executive officers:

Votes FOR	Votes AGAINST	Abstentions	Broker Non-Votes
55,001,812	810,910	330,150	15,024,111

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

See the Exhibit Index which is hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIOSCRIP, INC.

Date: June 2, 2016

/s/ Kathryn M. Stalmack

By: Kathryn M. Stalmack

Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
10.1	Amendment to BioScrip, Inc. Amended and Restated 2008 Equity Incentive Plan, dated June 1, 2016.
99.1	Notice of Action without a Meeting of Holders of BioScrip, Inc. Series A Convertible Preferred Stock, dated June 1, 2016.

**AMENDMENT TO BIOSCRIP, INC.
2008 EQUITY INCENTIVE PLAN**

This **AMENDMENT TO THE BIOSCRIP, INC. 2008 EQUITY INCENTIVE PLAN** (the "**Amendment**"), is made on the date last below written by **BIOSCRIP, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "**Company**").

WHEREAS, the Company adopted the BioScrip, Inc. 2008 Equity Incentive Plan, originally effective April 28, 2008, and as last amended and restated effective as of May 8, 2014, as may be further amended (the "**Plan**"); and

WHEREAS, Section 17 of the Plan provides that the Company may amend the Plan from time to time; and

WHEREAS, the Company wishes to amend the Plan to increase the number of shares of the common stock of the Company in the aggregate that may be subject to awards granted to directors under the Plan.

NOW, THEREFORE, the Plan is amended as follows:

1. Paragraph (a) of Section 3.1 of the Plan is amended and restated to read as follows:

3.1 Number of Shares (a) Subject to adjustment as provided in Section 15, a total of 9,355,000 shares of Stock shall be authorized for issuance under the Plan (which number shall include the 6,855,000 shares of Stock previously authorized for issuance under the Plan), all of which may be subject to ISOs, less one (1) share of Stock for every one (1) share of Stock that was subject to an Option or Stock Appreciation Right granted after December 31, 2007 under the Prior Plan and one and 53/100 (1.53) shares of Stock for every one (1) share of Stock that was subject to an Award other than an Option or Stock Appreciation Right granted after December 31, 2007 under the Prior Plan. In no event may more than 1,500,000 shares of Stock in the aggregate be subject to Awards granted to Directors. Any shares of Stock that are subject to Awards of Options or Stock Appreciation Rights shall be counted against this limit as one (1) share of Stock for every one (1) share of Stock issued. Any shares of Stock that are subject to Awards other than Options or Stock Appreciation Rights shall be counted against this limit as one and 53/100 (1.53) shares of Stock for every one (1) share of Stock issued.

2. Except as provided in this Amendment, no other changes or amendments shall be made to the Plan as previously stated (including all prior amendments) and the remainder thereof shall remain in full force and effect.

IN WITNESS WHEREOF, the Company has executed this Amendment on this 1 the day of June, 2016.

BIOSCRIP, INC.

By: /s/ Kathryn M. Stalmack

BIOSCRIP, INC.
1600 Broadway, Suite 950
Denver, Colorado 80202
(720) 697-5200

**NOTICE OF ACTION WITHOUT A MEETING
OF THE HOLDERS OF BIOSCRIP, INC.
SERIES A CONVERTIBLE PREFERRED STOCK**

June 1, 2016

To holders of BioScrip, Inc. Series A Convertible Preferred Stock:

Notice is hereby given to holders of Series A Convertible Preferred Stock (the “**Series A Preferred Stock**”) of BioScrip, Inc., a Delaware corporation (the “**Company**”), pursuant to Section 228(e) of the General Corporation Law of the State of Delaware, Section 2.08 of the Amended and Restated By-laws of the Company and Section 5(c) of the Certificate of Designations of the Series A Preferred Stock, that on June 1, 2016, the action set forth on Exhibit A to this notice was approved by written consent of the holders of a majority in voting power of the outstanding shares of Series A Preferred Stock.

In accordance therewith, Christopher S. Shackelton has been reelected to the Board as the Series A designated director, effective June 1, 2016.

This notice is for your information only and does not require any action on your part.

BIOSCRIP, INC.
a Delaware corporation

By: /s/ Kathryn M. Stalmack
Name: Kathryn M. Stalmack
Title: Senior Vice President, Secretary and General Counsel

EXHIBIT A

**WRITTEN CONSENT
OF
HOLDERS OF A MAJORITY OF
BIOSCRIP, INC.'S
SERIES A CONVERTIBLE PREFERRED STOCK**

June 1, 2016

WHEREAS, on March 9, 2015, BioScrip, Inc. (the "Company") entered into a securities purchase agreement (the "Purchase Agreement") with Coliseum Capital Partners, L.P., Coliseum Capital Partners II, L.P. and Blackwell Partners, LLC, Series A, (collectively, the "PIPE Investors"), which are all affiliates of Coliseum Capital Management, LLC ("Coliseum");

WHEREAS, pursuant to the terms of the Purchase Agreement, the Company issued and sold to the PIPE Investors in a private placement an aggregate of 625,000 shares of Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Preferred Stock") and 3,600,000 warrants to purchase the Company's common stock, for gross proceeds of \$62.5 million;

WHEREAS, pursuant to the terms of the Preferred Stock, so long as shares of Preferred Stock representing at least five percent (5%) of the outstanding voting stock of the Company (on an as converted basis) are outstanding, holders of shares of Preferred Stock, by the vote or written consent of the holders of a majority in voting power of the outstanding shares of the Preferred Stock shall have the right to designate one (1) member to the board of directors of the Company, in addition to such members as are elected by holders of Company's common stock of the Company;

WHEREAS, as of the date hereof, shares of Preferred Stock representing at least five percent (5%) of the outstanding voting stock of the Corporation (on an as converted basis) are outstanding, and the PIPE Investors hold a majority of the shares and a majority of the voting power of the outstanding Preferred Stock,

NOW THEREFORE BE IT RESOLVED, that each of the PIPE Investors hereby designates Christopher Shackelton to the Company's board of directors; and be it

FURTHER RESOLVED, that any authorized officer of the PIPE Investors be, and each of them hereby is, authorized and directed, in the name and on behalf of each of the PIPE Investors to take such other further action and to execute and deliver any and all related or necessary agreements, instruments, certificates, waivers, consents and other documents in the name and on behalf of any PIPE Investor, as in their judgment or the judgment of any of them, shall be necessary, appropriate, advisable or convenient to effectuate the purposes and intent of the foregoing resolutions, including using commercially efforts to provide reasonable assistance to the Company in complying with its obligations pursuant to the statutory requirements of Section 228(e) of the Delaware General Corporation Law; and be it

FURTHER RESOLVED, that each of the PIPE Investors hereby authorizes this consent to be included as Exhibit A to the Company's notice required under such Section 228(e) to be provided to non-consenting holders of Preferred Stock, which notice may also be filed by the Company electronically on EDGAR with the Securities and Exchange Commission; and be it

FURTHER RESOLVED, that all acts of the authorized officers of each of the PIPE Investors and of any person or persons designated and authorized to act by any authorized officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of each of the PIPE Investors.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this written consent of holders of a majority of the Preferred Stock, as of the date first written above.

**COLISEUM CAPITAL PARTNERS, L.P.
COLISEUM CAPITAL PARTNERS II, L.P.
BLACKWELL PARTNERS, LLC, SERIES A**

By: Coliseum Capital Management, LLC, as Investment Manager

/s/ Adam Gray

By: Adam Gray

Title: Managing Partner
