

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MADISON DEARBORN PARTNERS LLC</u> (Last) (First) (Middle) C/O MADISON DEARBORN PARTNERS, LLC 70 W MADISON STREET, SUITE 4600 (Street) CHICAGO IL 60602 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/06/2019	3. Issuer Name and Ticker or Trading Symbol <u>Option Care Health, Inc. [BIOS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	570,454,995 ⁽¹⁾	I ⁽²⁾⁽³⁾⁽⁴⁾	See footnote ⁽²⁾⁽³⁾⁽⁴⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
MADISON DEARBORN PARTNERS LLC
 (Last) (First) (Middle)
 C/O MADISON DEARBORN PARTNERS, LLC
 70 W MADISON STREET, SUITE 4600
 (Street)
 CHICAGO IL 60602
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MADISON DEARBORN PARTNERS VI-A&C, L.P.
 (Last) (First) (Middle)
 C/O MADISON DEARBORN PARTNERS, LLC
 70 W MADISON STREET, SUITE 4600
 (Street)
 CHICAGO IL 60602
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Madison Dearborn Capital Partners VI-A, L.P.
 (Last) (First) (Middle)
 C/O MADISON DEARBORN PARTNERS, LLC
 70 W MADISON STREET, SUITE 4600

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person*
MDP HC HOLDINGS, LLC

(Last) (First) (Middle)
**C/O MADISON DEARBORN PARTNERS, LLC
70 W MADISON STREET, SUITE 4600**

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person*
HC GROUP HOLDINGS I, LLC

(Last) (First) (Middle)
**C/O MADISON DEARBORN PARTNERS, LLC
70 W MADISON STREET, SUITE 4600**

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person*
FINNEGAN PAUL J

(Last) (First) (Middle)
**C/O MADISON DEARBORN PARTNERS, LLC
70 W MADISON STREET, SUITE 4600**

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person*
MENCOFF SAMUEL M

(Last) (First) (Middle)
**C/O MADISON DEARBORN PARTNERS, LLC
70 W MADISON STREET, SUITE 4600**

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

Explanation of Responses:

1. Consists of 570,454,995 shares of the Issuer's common stock ("Common Stock") held directly by HC Group Holdings I, LLC ("HC I").
2. MDP HC Holdings, LLC ("MDP HC") is the controlling equityholder of HC I. Madison Dearborn Capital Partners VI-A, L.P. ("MDP VI-A") is a controlling equityholder of MDP HC. Madison Dearborn Partners VI-A&C, L.P. ("MDP VI-A&C") is the general partner of MDP VI-A. Madison Dearborn Partners, LLC ("MDP LLC") is the general partner of MDP VI-A&C, which in turn is the general partner of MDP VI-A. Elizabeth Q. Betten and Timothy P. Sullivan are Managing Directors of MDP LLC, limited partners of MDP VI-A&C, serve on the board of managers of HC I and serve on the board of directors of Option Care Health, Inc. Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee that (by majority vote) controls investment decisions of shares held directly by MDP VI-A, and may be deemed to control the disposition of shares of Common Stock held directly by HC I.
3. (Continued from Footnote 2) By virtue of the relationships described in this footnote, Ms. Betten and Messrs. Sullivan, Finnegan and Mencoff may be deemed to exercise voting and dispositive power with respect to the shares of Common Stock held by HC I. Each of Mr. Finnegan, Mr. Mencoff, MDP LLC, MDP VI-A&C, MDP VI-A and MDP HC disclaims beneficial ownership of the shares of Common Stock owned by HC I except to the extent of its pecuniary interest therein.
4. The other beneficial owners of the reported securities have separately filed Form 3s.

Remarks:

Exhibit 24.1 Power of Attorney, Exhibit 24.2 Power of Attorney

/s/ Annie Terry, by power of attorney for Mr. Mencoff 08/07/2019

/s/ Annie Terry, by power of attorney for Mr. Finnegan 08/07/2019

/s/ Annie Terry, Managing Director of Madison Dearborn 08/07/2019

Partners, LLC
/s/ Annie Terry, Managing
Director of Madison Dearborn
Partners, LLC, the General 08/07/2019
Partner of Madison Dearborn
Partners VI-A&C, L.P.

/s/ Annie Terry, Managing
Director of Madison Dearborn
Partners, LLC, the ultimate 08/07/2019
General Partner of Madison
Dearborn Capital Partners VI-
A, L.P.

/s/ Annie Terry, Managing
Director of Madison Dearborn
Partners, LLC, the ultimate 08/07/2019
General Partner of Madison
Dearborn Capital Partners VI-
A, L.P., which is the
controlling equityholder of
MDP HC Holdings, LLC

/s/ Annie Terry, Managing
Director of Madison Dearborn
Partners, LLC, ultimate 08/07/2019
General Partner of Madison
Dearborn Capital Partners VI-
A, L.P., the controlling
equityholder of MDP HC
Holdings, LLC, the controlling
equityholder of HC Group
Holdings I, LLC

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

August 6, 2019

POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Michael Shapiro, Clifford Berman and Annie Terry, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding shares of common stock of Option Care Health, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including the New York Stock Exchange, and including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

Signed and acknowledged:

/s/ Samuel M. Mencoff

August 6, 2019

POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Michael Shapiro, Clifford Berman and Annie Terry, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding shares of common stock of Option Care Health, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including the New York Stock Exchange, and including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

Signed and acknowledged:

/s/ Paul J. Finnegan