
**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): August 7, 2019

OPTION CARE HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-11993
(Commission File Number)

05-0489664
(IRS Employer
Identification No.)

3000 Lakeside Dr. Suite 300N
Bannockburn, IL
(Address of principal executive offices)

60015
(Zip Code)

(312)-940-2443
(Registrant's telephone number, including area code)

BioScrip, Inc.
600 Broadway, Suite 700, Denver, Colorado 80202
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.0001 par value	BIOS	Nasdaq Global Select Market

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed, on August 6, 2019, Option Care Health, Inc. (the “Company”) completed a series of mergers (the “Mergers”), pursuant to which the businesses of Option Care Enterprises, Inc. and BioScrip, Inc. were combined.

On August 7, 2019, the Company received formal notice from the Staff of the Listing Qualifications department (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) informing the Company that, since the Mergers constituted a business combination that resulted in a “Change of Control” under Nasdaq Listing Rule 5110(a), the Company was required to satisfy all applicable criteria for initial listing on Nasdaq upon consummation of the Mergers. At the time of the Mergers, the Company did not satisfy the minimum \$4.00 bid price requirement, as required by Nasdaq Listing Rule 5405(a)(1).

The Staff’s letter indicated that, as a result of the bid price deficiency at the time of the Mergers, the Company’s securities were subject to delisting unless the Company timely requests a hearing before the Nasdaq Hearings Panel (the “Panel”). The Company plans to timely request a hearing before the Panel, which request will stay any further action by Nasdaq with respect to the Company’s listing at least pending the issuance of the Panel’s decision following the hearing and the expiration of any extension that the Panel may grant to the Company. At the hearing, the Company will present its plan to evidence compliance with the \$4.00 bid price requirement and request continued listing on Nasdaq pending completion of that plan.

The Company plans to take all reasonable actions to evidence compliance with the Nasdaq Listing Rules and to maintain its listing on Nasdaq; however, there can be no assurance that the Panel will grant the Company’s request for additional time or that the Company will be able to satisfy the terms of any extension within the period of time granted to it by the Panel. To that end, the Company also plans to pursue the listing of its securities on the NYSE American exchange where it would satisfy all of the exchange’s initial listing criteria, including the applicable price requirement.

Item 8.01 Other Events.

On August 13, 2019, the Company issued a press release regarding the letter received from the Staff. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

The exhibits listed in the following Exhibit Index are filed as part of this Current Report.

Exhibit No.	Description
99.1	Press release issued by Company dated August 13, 2019.

SIGNATURE

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, thereunto duly authorized.

OPTION CARE HEALTH, INC.

By: /s/ Clifford E. Berman

Name: Clifford E. Berman

Title: Senior Vice President, General Counsel and Corporate Secretary

August 13, 2019

Option Care Health Receives Anticipated Nasdaq Notice*Intends to Request Appeals Hearing and to Take Other Action to Maintain Listing*

BANNOCKBURN, Ill., August 13, 2019 — Option Care Health, Inc. (Nasdaq: BIOS) announced today that on August 7, 2019, it received a letter from the Nasdaq Staff informing it that, since the merger between Option Care Enterprises, Inc. and BioScrip, Inc. constituted a change of control for purposes of the Nasdaq Listing Rules, Option Care was required to meet all applicable criteria for initial listing on The Nasdaq Global Select Market. The letter indicated that, since Option Care did not satisfy the minimum \$4.00 bid price requirement upon consummation of the merger, Option Care's securities were subject to delisting unless it requests a hearing before the Nasdaq appeals panel, which will allow Option Care to remain listed pending the outcome of the hearing.

As part of its preparations for the merger, Option Care anticipated receiving the Staff's letter and plans to request a hearing before the appeals panel, which will allow Option Care to continue to remain listed on Nasdaq until the issuance of the panel's decision. Option Care plans to take all reasonable actions to demonstrate compliance with the applicable Nasdaq Listing Rules so as to maintain its listing on Nasdaq and/or apply to list its securities on the NYSE American exchange where it believes it would satisfy all of the applicable initial listing criteria, including the price requirement for listing on that exchange.

Forward Looking Statements

This communication contains "forward-looking statements" (as defined in the Private Securities Litigation Reform Act of 1995) regarding, among other things, future events or the future financial performance of Option Care Health. All statements other than statements of historical facts are forward-looking statements. In addition, words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "seek," "should," "target," "will," "would," or the negative of these words, and words and terms of similar substance used in connection with any discussion of future plans, actions or events identify forward-looking statements. Forward-looking statements relating to Option Care Health include, but are not limited to: statements about the benefits of the combined company, including future financial and operating results; expected synergies; Option Care Health's plans, objectives, expectations and intentions; and other statements relating to the merger that are not historical facts. Forward-looking statements are based on information currently available to BioScrip and Option Care and involve estimates, expectations and projections. Investors are cautioned that all such forward-looking statements are subject to risks and uncertainties (both known and unknown), and many factors could cause actual events or results to differ materially from those indicated by such forward-looking statements. With respect to the combination of BioScrip and Option Care, these factors could include, but are not limited to: (i) the impact the significant debt incurred in connection with the merger may have on Option Care Health's ability to operate the combined business, (ii) risks relating to the integration of the BioScrip and Option Care operations, solutions and employees into the combined company and the possibility that the anticipated synergies and other benefits of the combination, including cost savings, will not be realized or will not be realized within the expected timeframe, (iii) Option Care Health's status as a "controlled company" within the meanings of Nasdaq, including Option Care Health's reliance on exemptions from certain corporate governance standards and the significantly less influence that pre-merger holders now have on Option Care Health, and (iv) risks relating to the combined businesses and the industries in which the combined company operates. These risks and uncertainties, as well as other risks and uncertainties, are more fully discussed in Bioscrip's definitive proxy statement filed with the SEC on June 26, 2019 and Option Care Health's subsequent filings with the SEC. While the lists of risk factors presented here and in Option Care Health's public filings are considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Many of these risks, uncertainties and assumptions are beyond Bio Scrip's and Option Care' ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the information currently available to the parties on the date they are made, and neither BioScrip nor Option Care undertakes any obligation to update publicly or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this communication.

About Option Care Health

At Option Care Health, Inc. (Option Care Health) (Nasdaq: BIOS), we are the largest independent home and alternate site infusion services provider in the United States. With over 6,000 teammates, including 2,900 clinicians, we work compassionately to elevate standards of care for patients with acute and chronic conditions in all 50 states. Through our clinical leadership, expertise and national scale, Option Care Health is reimagining the infusion care experience for patients, customers and employees. To learn more, please visit our website at www.OptionCareHealth.com.

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