

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): December 14, 2016

BIOSCRIP, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

001-11993
(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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Item 7.01. Regulation FD Disclosure.

On December 14, 2016, BioScrip, Inc. (the “Company”), in connection with the Company’s intention to seek an amendment (the “Amendment”) of the Credit Agreement, dated July 31, 2013, as amended (the “Credit Agreement”), will make a presentation to its lenders under the Credit Agreement, a copy of which is furnished herewith as Exhibit 99.1.

The Company issued a press release regarding the proposed Amendment and providing a business update. A copy of the press release is furnished herewith as Exhibit 99.2.

The information in this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended. The Company undertakes no duty or obligation to publicly update or revise the information contained in this Current Report and cautions that the information included in this Current Report under Item 7.01, including Exhibit 99.1 and Exhibit 99.2, is current only as of December 14, 2016 and may change thereafter. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

Forward-Looking Statements

This current report includes statements that may constitute “forward-looking statements,” that involve substantial risks and uncertainties. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. In some cases, forward-looking statements can be identified by words such as “may,” “should,” “could,” “anticipate,” “estimate,” “expect,” “project,” “outlook,” “aim,” “intend,” “plan,” “believe,” “predict,” “potential,” “continue” or comparable terms. Because such statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. Important factors that could cause or contribute to such differences include but are not limited to risks associated with: the Company’s ability to integrate the acquisition of Home Solutions, the Company’s ability to grow its core Infusion revenues, the Company’s ability to continue to experience positive results from its financial improvement plan to reduce operating costs; the Company’s ability to consummate the Amendment and to comply with the covenants in its debt agreements; the success of the Company’s initiatives to mitigate the impact of the Cures Act on its business; reductions in federal, state and commercial reimbursement for the Company’s products and services; increased government regulation related to the health care and insurance industries; as well as the risks described in the Company’s periodic filings with the Securities and Exchange Commission. The Company does not undertake any duty to update these forward-looking statements after the date hereof, even though the Company’s situation may change in the future. All of the forward-looking statements in this report are qualified by these cautionary statements.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Lender presentation, dated December 14, 2016.
99.2	Press release issued by the Company, dated December 14, 2016.

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: December 14, 2016

By: /s/ Kathryn Stalmack
Kathryn Stalmack
Senior Vice President, General Counsel and Secretary

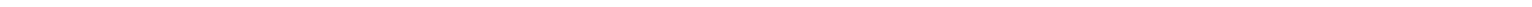
EXHIBIT INDEX

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Bank Meeting

Proposed Amendment to Credit Agreement



Disclaimer

The information contained herein has not been independently verified. The Company and its respective affiliates and representatives expressly disclaim any and all liability based, in whole or in part, on such information, errors therein, or omission therefrom. None of the Company or its respective affiliates or representatives makes any representation or warranty, expressed or implied, as to the completeness or accuracy of the information contained herein or any other written or oral communication transmitted or made available to any recipient.

In addition, any projections and forward-looking statements provided herein with respect to the anticipated future performance of the Company reflect various assumptions concerning the future performance of the Company and are subject to significant business, economic, and competitive uncertainties and contingencies, including those discussed in the Company's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q. Accordingly, there can be no assurance that such projections and forward-looking statements will be realized. The actual results may vary from the anticipated results and such variations may be material. Neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements.

This document should not be relied upon to form the basis of any investment decision or any decision regarding the Company. Recipients should not construe the contents of this document or any enclosures or related documents as legal or investment advice. Recipients should make an independent assessment of the merits of pursuing a transaction and should consult such recipient's own professional advisors. This document shall not be deemed an indication of the condition (financial or otherwise) of the Company, nor shall it constitute an indication that there has been no change in the business or affairs of the Company since the date hereof. None of the Company or its respective affiliates or representatives undertakes any obligation to update any of the information contained herein.

This document contains an estimate of projected adjusted EBITDA. Projected adjusted EBITDA as used in this presentation is consistent with the Company's definition of adjusted EBITDA as presented in its annual reports filed on Form 10-K and quarterly reports filed on Form 10-Q. The Company is not able to provide a reconciliation of projected adjusted EBITDA to expected results due to the unknown effect, timing and potential significance of gains or losses on disposition and restructuring, acquisition, integration and other similar expenses.

Agenda

- **Industry & Company Overview**
- **Amendment Request**
- **Mid Quarter Update: Q4-2016**
- **Legislative Update: Cures Act**
- **Amendment Terms Overview**

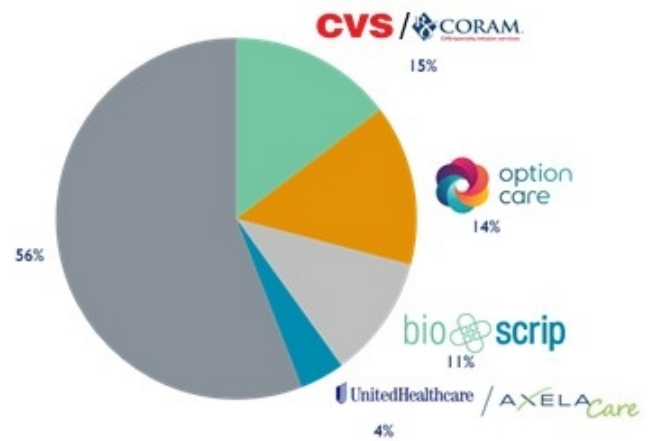
Industry & Company Overview

Infusion Industry Overview

Infusion Market

- \$10 billion home infusion market
- Infusion market growing 5-7% annually
- Highly fragmented market
 - Four large national providers of home infusion services
 - Significant consolidation opportunity with 800+ infusion companies in the U.S.
 - Hospital systems also provide infusion services to their patients

Competitive Landscape



* Top 4 providers account for ~44% of the market

\$10 billion infusion market remains highly fragmented with meaningful opportunity to gain market share through optimizing performance

Bioscrip National Footprint

Nationwide Capabilities with
Licensure to Dispense in
All 50 States

58 Infusion Pharmacy
Locations and
60+ Ambulatory Infusion
Centers

100 Million Lives
Under Contract

250+ Field Sales
Resources

Team of Regional Directors of
Strategic Initiatives

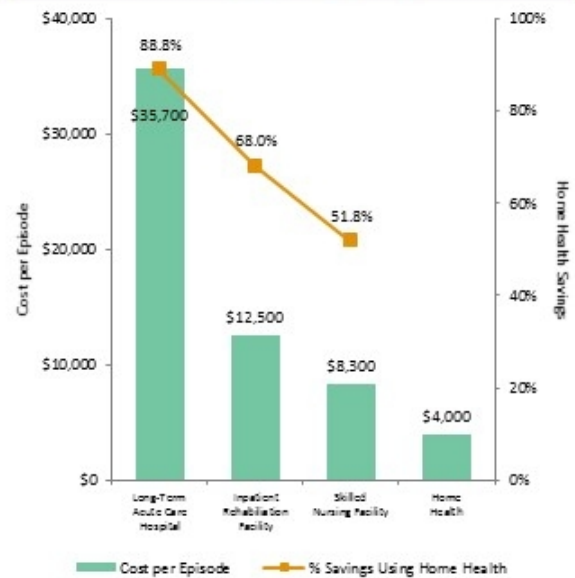


Home Infusion – Lowest Cost Setting

Focus on Cost Containment and Outcomes

- Healthcare cost containment pressures from governmental, hospitals and managed care payors
 - Home infusion cost savings over outpatient clinic are 50%
 - Home infusion is 80-90% less expensive than a hospital bed day
- Up to 40% of all readmissions are potentially avoidable for most hospitals
 - Home infusion lowers readmission risk and lowers cost by lowering length of stay
- Increased demand for cost-effective home infusion service providers, who effectively manage utilization
- Improves patient satisfaction – patients prefer to receive infusion care in a home setting

Infusion Therapy Savings per Episode



Lower costs driving continued migration of inpatient infusion patients into an outpatient setting

Amendment Request

Amendment Request

- **New CEO, Dan Greenleaf, implementing turnaround plan which is already having a positive impact on the Company's cash flows**
- **The Company is in the beginning stages of an 18 to 24 month turn around**
- **Amendment provides near-term liquidity and working capital for the Company**
- **Improved cash flows in Q2-2017 and beyond will allow for covering future Bond semi-annual interest payments as well as covering required debt amortization payments and all working capital and capex needs**
- **Q1-2017 is projected as the lowest liquidity point for company over the next eight quarters**
- **The Bond semi-annual interest payment due in Feb 2017 of \$8.9mm is the primary reason for the low Q1-2017 liquidity**

Mid Quarter Update

Mid Quarter Update: Q4-2016

- **October and November operating performance has been very solid and is expected to produce Q4 results at the high end of our fourth quarter guidance previously provided:**
 - **Q4 Revenues between \$232mm and \$239mm**
 - **Q4 adjusted EBITDA between \$6mm and \$8mm**
- **In terms of sales growth, we have experienced core growth at a pace better than we anticipated**
 - **YoY Core revenues are now growing, an improvement from the erosion noted in Q3-2017**
 - **Core Revenue Mix Nov QTD is 70% up 500bps from 65% Core Mix at end of Q3-2016**

Performance Update

- **Synergies: By 12/31/16 we anticipate completion of all necessary actions to realize \$17.0 million of synergies during the 2017 fiscal year**
- **In addition to the \$17m in synergies we will realize in 2017, we also are on pace to fully realize between \$8.0mm and \$10.0mm in additional annualized cost cuts.**
- **Our synergies and cost cut realization includes streamlining of operational and corporate workflows, as well as a workforce reduction (110 employees over the last 60 days)**

Legislative Update

Legislative Update: Cures Act

- **Cures Act was passed by Congress (Dec 2016)**
- **Cures impact on the Infusion industry is a significant reduction in Medicare reimbursement effective January 1, 2017 on specified drugs from AWP minus pricing down to ASP plus pricing**
- **The Company estimates that the Cures Act as written will result in reimbursement reductions impacting therapies representing approximately 3% to 4% of total current revenues**
- **Previously, the higher Medicare drug reimbursement for these therapies essentially subsidized the lack of reimbursement for nursing visits and pharmacy services / medical supplies – both of which were and continue to be “missing” under Medicare reimbursement regulations**

Amendment Overview

Amendment Overview

- **Remove the \$15.0MM block on the Revolving Credit Facility in exchange for allowing a \$35.0MM First-Out Revolver which will partially repay the existing \$75.0MM parri Revolver and reduce its commitment to \$40.0MM**
- **The First-Out Revolver will have scheduled commitment reduction in 3Q17, 4Q17 and 1Q18, resulting in a \$20.0MM Commitment by the end of this period**
- **Amend the leverage covenant for the next 7 quarters**
- **The negative covenants in the Existing Credit Agreement shall be amended to reduce or remove certain baskets**
- **Maturity of the loan will remain unchanged**
- **Require the Company to hire and pay for a Financial Advisor FTI**
- **Add a minimum unadjusted EBITDA Covenant for the Revolving Lenders**
- **Pay a 25 bps fee for Consenting Term Loan Lenders**

Capitalization Table

(dollars in millions)

SOURCES:		USES:	
\$35.0 mm First Out Revolver	\$ 0.5	Fees & Expenses	\$ 0.5

(dollars in millions)

Pro Forma Capitalization	Amount	Leverage*	Interest Rate	LIBOR Floor	Maturity	Unused Fee
Cash	\$ 2.8					
Debt:						
\$35.0mm First Out Revolver	20.0	0.7x	L+ 5.25%	na	7/31/2018	0.50%
Revolving Credit Facility	40.0	1.3x	L+ 5.25%	na	7/31/2018	0.50%
1st Lien Term Loan	213.4	7.0x	L+ 5.25%	1.25%	7/31/2018	na
Capital Leases	0.7	nm				
Total First Lien Debt	274.1	9.0x				
Senior Secured Notes	196.5	6.5x	8.88%		2/28/2021	
Total Debt	\$ 470.6	15.5x				
Equity:						
Common Equity	\$ 131.8					
Equity / Total Capitalization		21.9%				

* Leverage based on LTM adjusted ebitda "as reported" in BIOS press releases

Amendment Contact Info

- Legal documentation for the Amendment will be posted to Syndtrack in the next few business days
- The Company is requesting Consent by Tuesday, December 20th by 4:00pm EST
- Consenting Lenders should email executed pdf copies of the signature page for each legal entity in the transaction to Christopher Boies of King & Spalding at cboies@kslaw.com

Contact info

- Business Contact: Juan DeJesus- Caballero, juan.dejesus-caballero@suntrust.com – 407-237-4507
- Legal Contact: Christopher Boies, cboies@kslaw.com – 212-556-2327



BioScrip Provides Business Update and Outlines Plan to Increase Liquidity

-Provides Update on Fourth Quarter 2016 and Comments on Business Impact of 21st Century Cures Act-

DENVER, December 14, 2016 -- BioScrip, Inc. (NASDAQ:BIOS) ("BioScrip" or the "Company"), a leading national provider of infusion and home care management solutions, today announced that it has introduced a proposed Amendment to its Credit Agreement (the "Amendment") intended to amend the original Credit Agreement, dated July 31, 2013, among BioScrip, the guarantors, SunTrust Bank as administrative agent, and a syndicate of lenders.

The proposed Amendment would reduce the restrictive debt leverage covenant in the Credit Agreement for the next seven quarters, which is anticipated to allow the Company to be prospectively compliant for the next year and half. The proposed Amendment restructures the existing revolving credit facility, providing BioScrip with immediate access to \$15 million in incremental liquidity. Under the proposed terms of the Amendment, the loan maturity of July 31, 2018 would remain unchanged.

Preliminary performance in the fourth quarter of 2016 is trending better than expected, with both core revenue and adjusted EBITDA accelerating as the quarter progresses. Accordingly, fourth quarter 2016 revenue and adjusted EBITDA are expected to be at the high end of the previously announced ranges of \$232 million to \$239 million, and \$6 million to \$8 million, respectively. Additionally, completion of all necessary actions to realize \$17 million of Home Solutions synergies are expected to be in place by the end of 2016. BioScrip also remains on pace to realize an additional \$8 million to \$10 million in further cost structure improvements in 2017.

"As stated on our third quarter earnings conference call, BioScrip is in the beginning stages of implementing an 18 to 24 month turnaround strategy and is focused on optimizing operational efficiencies to drive profitable growth and deliver on our financial commitments," said Dan Greenleaf, President and Chief Executive Officer of BioScrip. "While we are only partially through the fourth quarter of 2016, I am extremely pleased with the operating performance quarter to date and expect to report fourth quarter 2016 revenue and adjusted EBITDA results at the high end of our previously announced guidance ranges. Better than expected revenue growth in our core business combined with cost containment initiatives and synergies are the primary drivers behind our updated outlook for 2016. Entering into this amendment to our credit agreement provides us with the necessary near-term liquidity and working capital to continue to execute this turnaround strategy over the next several quarters."

In light of the recent Congressional approval of the 21st Century Cures Act, the Company is also issuing a statement on the potential impact to BioScrip's business. This legislation will potentially result in a significant reduction in Medicare patient access to inotropic and subcutaneous Ig therapies effective January 1, 2017. The company estimates that the Cures Act as written will result in reimbursement reductions impacting therapies representing approximately 3%-4% of total current revenue.

“We are actively analyzing the implications of the Cures Act and looking to undertake potential operational and strategic initiatives to mitigate the impact on our business,” said Mr. Greenleaf. “While we are disappointed with the passage of the Act and the potential implications for our Medicare patients, we are confident in our business model and in the ability of our team to reach a level of financial productivity that is more reflective of the true value of the company. As always, our priority is to provide high quality care to our patients while creating long-term value for our shareholders.”

About BioScrip

BioScrip, Inc. is a leading national provider of infusion and home care management solutions. BioScrip partners with physicians, hospital systems, skilled nursing facilities, healthcare payors, and pharmaceutical manufacturers to provide patients access to post-acute care services. BioScrip operates with a commitment to bring customer-focused pharmacy and related healthcare infusion therapy services into the home or alternate-site setting. By collaborating with the full spectrum of healthcare professionals and the patient, BioScrip provides cost-effective care that is driven by clinical excellence, customer service, and values that promote positive outcomes and an enhanced quality of life for those it serves.

Forward-Looking Statements - Safe Harbor

This press release includes statements that may constitute "forward-looking statements," that involve substantial risks and uncertainties. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. In some cases, forward-looking statements can be identified by words such as "may," "should," "could," "anticipate," "estimate," "expect," "project," "outlook," "aim," "intend," "plan," "believe," "predict," "potential," "continue" or comparable terms. Because such statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. Important factors that could cause or contribute to such differences include but are not limited to risks associated with: the Company's ability to integrate the acquisition of Home Solutions, the Company's ability to grow its core Infusion revenues, the Company's ability to continue to experience positive results from its financial improvement plan to reduce operating costs; the Company's ability to consummate the Amendment and to comply with the covenants in its debt agreements; the success of the Company's initiatives to mitigate the impact of the Cures Act on its business; reductions in federal, state and commercial reimbursement for the Company's products and services; increased government regulation related to the health care and insurance industries; as well as the risks described in the Company's periodic filings with the Securities and Exchange Commission. The Company does not undertake any duty to update these forward-looking statements after the date hereof, even though the Company's situation may change in the future. All of the forward-looking statements herein are qualified by these cautionary statements.

Note Regarding Use of Non-GAAP Financial Measures

This press release includes projected adjusted EBITDA, which is a non-GAAP financial measure. Adjusted EBITDA is not a measurement of financial performance under GAAP and should not be used in isolation or as a substitute or alternative to net income, operating income or any other performance measure derived in accordance with GAAP, or as a substitute or alternative to cash flow from operating activities or a measure of the Company's liquidity. In addition, the Company's definition of adjusted EBITDA may not be comparable to similarly titled non-GAAP financial measures reported by other companies. Adjusted EBITDA, as defined by the Company, represents net income before net interest expense, income tax expense, depreciation and amortization, impairment of goodwill, stock-based compensation expense, and restructuring, integration and other expenses. As part of restructuring, the Company may incur significant charges such as the write down of certain long-lived assets, temporary redundant expenses, retraining expenses, potential cash bonus payments and potential accelerated payments or terminated costs for certain of its contractual obligations. Management believes that adjusted EBITDA provides useful supplemental information regarding the performance of BioScrip's business operations and facilitates comparisons to the Company's historical operating results. The Company is not able to provide a reconciliation of projected adjusted EBITDA to expected results due to the unknown effect, timing and potential significance of gains or losses on disposition and restructuring, acquisition, integration and other similar expenses.

For Further Information:

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