## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13D

Amendment No. 3\*

**Under the Securities Exchange Act of 1934** 

## BioScrip, Inc.

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 09069N108 (CUSIP Number)

Michael L. Zuppone, Esq.
Paul Hastings LLP
75 East 55th Street
New York, New York 10022
(212) 318-6906

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 10, 2015 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(g), check the following box  $\square$ .

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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## **SCHEDULE 13D**

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	I.R.S. IDENTIFICATION NO. OF ADOVE PERSON				
	Cloud Ga	ate C	apital Master Fund LP		
	98-10681	49			
2			APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) 🗆	(b)			
3	SEC USE	E ON	LY		
4	SOURCE	E OF	FLINDS		
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		7	SOLE VOTING POWER		
	IBER OF		267,970		
	IARES FICIALLY	8	SHARED VOTING POWER		
OWI	NED BY		0		
	ACH ORTING	9	SOLE DISPOSITIVE POWER		
	RSON		267,970		
V	VITH	10	SHARED DISPOSITIVE POWER		
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11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	267,970				
12	,	ВОХ	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCEN	T O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	0.4%	FRF	PORTING PERSON		
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1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Cloud Ga	ate C	apital LLC	
	Oloud Ot			
	46-05304			
2			APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) 🗆	(D	) $oxdot$	
3	SEC USI	E ON	ILY	
4	SOURCE	E OF	FUNDS	
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5		ВОХ	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
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6	CITIZEN	ЮПІ	P OR PLACE OF ORGANIZATION	
	Delaware	j		
		7	SOLE VOTING POWER	
NUM	IBER OF		906,400	
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	NED BY ACH		0	
	ORTING	9	SOLE DISPOSITIVE POWER	
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11	AGGRE	AΙ	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	906,400			
12	CHECK	ВОХ	K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13		ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
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	1.3%			
14	TYPE O	FRE	PORTING PERSON	
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1	NAME OF REPORTING PERSON			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Cloud Ga	ate C	apital GP Ltd.	
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	36-47590			
2			APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) 🗆	(D)	) $oxed{\boxtimes}$	
3	SEC USI	E ON	ILY	
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5		вох	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
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	267,970			
12	CHECK	ВОХ	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13		ТО	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.4%			
14	TYPE O	FRE	PORTING PERSON	
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1	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	David He	eller			
	46 00005	727			
2	46-08237		APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	(a)		XAFFROFRIATE BOX II <sup>1</sup> A MEMIDER OF A GROUP		
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12	CHECK	ВОХ	I IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCEN	T O	F CLASS REPRESENTED BY AMOUNT IN ROW (11)		
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14	TYPE OF REPORTING PERSON				
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1	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
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	Briantive	********	••		
	27-39905				
2			APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) 🗆	(D			
3	SEC USI	E ON	ILY		
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5		ВОХ	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
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11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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14	TYPE O	F RE	PORTING PERSON		
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1	NAME OF REPORTING PERSON				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	DM/ Eine	: -1	Coming LLC (Alt /s DVL Comital Doubts on L.D.)		
	BW Fina	пстал	Services, LLC (d/b/a BW Capital Partners L.P.)		
	38-38532	265			
2			APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) 🗆	(b)	) $oxed{f Z}$		
3	SEC USI	: ON	ILY		
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	Delaware	<u>,</u>			
		7	SOLE VOTING POWER		
	BER OF ARES		307,825		
	FICIALLY	8	SHARED VOTING POWER		
OWI	NED BY		0		
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	ORTING RSON				
	/ITH		307,825		
		10	SHARED DISPOSITIVE POWER		
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	307,825				
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	PERCEN	11 0	CLASS REFRESENTED DI AMMOUNT IN ROW (II)		
	0.4%				
14		F RE	PORTING PERSON		
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1	NAME OF REPORTING PERSON					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	BW Opp	ortur	nity Partners, LP			
	36-41612	001				
2			APPROPRIATE BOX IF A MEMBER OF A GROUP			
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3	SEC USI	E ON	ILY			
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	Delaware	ة				
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	VITH		216,908			
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11	AGGKE	JAI	E AMOUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON			
	216,908					
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	BW Opportunity (QP) Partners, LP				
	80-08714				
2	CHECK (a) □		APPROPRIATE BOX IF A MEMBER OF A GROUP  ) ☑		
3	SEC USE	E ON	ILY		
4	SOURCE	E OF	FUNDS		
	WC				
5	CHECK	BOX	I IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
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	Delaware	j			
		7	SOLE VOTING POWER		
	IBER OF		90,917		
	ARES FICIALLY	8	SHARED VOTING POWER		
	NED BY ACH		0		
REPO	ORTING	9	SOLE DISPOSITIVE POWER		
	RSON VITH		90,917		
		10	SHARED DISPOSITIVE POWER		
			0		
11	AGGRE	GAT1	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	90,917				
12	CHECK	BOX	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCEN	TO	F CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.1%				
14	TYPE OI	F RE	PORTING PERSON		
	IV				

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			J	U		
NAME OF REPORTING PERSON						
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
BW Opportunity Managers, LLC						
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		ADDRODRIATE ROY IE A MEMBER OF A CROUD				
(a)						
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IBER OF		307.825				
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ORTING	9	SOLE DISPOSITIVE FOWER				
VITH		307,825				
	10	SHARED DISPOSITIVE POWER				
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	I.R.S. ID  BW Opp  36-41612 CHECK (a)  SEC USI  SOURCI  WC CHECK  CITIZEN  Delaward  BER OF  ARES FICIALLY NED BY ACH ORTING RSON VITH  AGGRE  307,825 CHECK  PERCEN  0.4%  TYPE O	I.R.S. IDENT BW Opportun  36-4161202 CHECK THE (a)	LR.S. IDENTIFICATION NO. OF ABOVE PERSON  BW Opportunity Managers, LLC  36-4161202  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   (b)   S   SEC USE ONLY  SOURCE OF FUNDS  WC  CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  7   SOLE VOTING POWER  BBER OF ARES	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  BW Opportunity Managers, LLC  36-4161202  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)		

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	William E. Wolf			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a) □ (b) ⊠			
3	SEC USE ONLY			
3	SEC USE UNLI			
4	SOURCE OF FUNDS			
	WC .			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States			
	7 SOLE VOTING POWER			
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V	WITH 307,825 10 SHARED DISPOSITIVE POWER			
	10 SHARED DISPOSITIVE POWER			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	307,825			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	1 ERGENT OF GEAGS REFRESENTED BY AMOUNT IN ROW (11)			
	0.4%			
14	TYPE OF REPORTING PERSON			
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#### Item 1. <u>Security and Issuer</u>.

This Amendment No. 3 ("Amendment No. 3") to the Initial Statement on Schedule 13D filed with the Securities and Exchange Commission on December 29, 2014, as amended by Amendment No. 1 to the Initial Statement filed on January 22, 2015 and Amendment No. 2 to the Initial Statement filed on February 10, 2015 (the "Initial Statement" and, together with this Amendment No.3, the "Schedule 13D"), relates to common stock, par value \$0.0001 per share ("Shares"), of BioScrip, Inc., a Delaware corporation (the "Issuer"), whose principal executive offices are located at 100 Clearbrook Road, Elmsford, NY 10523.

Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is amended as follows.

#### Item 4. <u>Purpose of Transaction</u>.

Item 4 is hereby amended by restating in its entirety the last paragraph thereof as follows:

As a result of their association with each other and the circumstances relating to their respective investment in the Issuer under which they have coordinated their purchases of shares of Common Stock and developed their investment strategy with respect to such investment, the Reporting Persons and Delaware Street Capital Master Fund, L.P. and certain persons affiliated or associated with it (the "Associated Persons") may be deemed to constitute a group within the meaning of section 13(d)(3) of the Act. The Associated Persons have concurrently filed a Schedule 13D amendment reporting aggregate beneficial ownership of 1,842,241 shares of Common Stock, representing 2.7% of the outstanding shares of Common Stock. The Reporting Persons and the Associated Persons as a group beneficially own 3,056,466 shares of Common Stock, which represent approximately 4.5% of the outstanding shares of Common Stock (calculated in accordance with Rule 13d-3). Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons is, for any other purpose, the beneficial owner of any of the shares of Common Stock and each of the Reporting Persons disclaims beneficial ownership as to the shares of Common Stock reported herein or held by any other person for purposes of Section 13(d) of the Act, except to the extent of his or its pecuniary interests therein.

## Item 5. <u>Interest in Securities of the Issuer</u>.

Item 5 is hereby amended by restating paragraphs (a), (b) and (c) in their entirety with the following:

(a) and (b) The aggregate percentage of Common Stock reported beneficially owned by the Reporting Persons as of the date of filing of this Schedule 13D is based upon 68,636,965 shares of Common Stock issued and outstanding as of February 25, 2015, as reported in the Issuer's Annual Report for the fiscal year ended December 31, 2014 on Form 10-K, as filed with the Securities and Exchange Commission on March 2, 2015.

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CGCMF, as the entity that legally owns the securities, is deemed the direct beneficial owner of 267,970 shares of Common Stock. CGC, as the investment manager of CGCMF, is deemed the indirect beneficial owner of 267,970 shares of Common Stock. CGC is also deemed the indirect beneficial owner of 638,430 shares of common stock owned by institutional accounts in which it serves as a sub-adviser. CGCGP, as the general partner of CGCMF, is deemed the indirect beneficial owner of 267,970 shares of Common Stock. David Heller and Brian Newman, as members of CGC responsible for the management of its business, are deemed to share indirect beneficial owner of 906,400 shares of Common Stock.

BWOP, as the entity that legally owns the securities, is deemed the direct beneficial owner of 216,908 shares of Common Stock. BWOQP, as the entity that legally owns the securities, is deemed the direct beneficial owner of 90,917 shares of Common Stock. BWOM, as the general partner of BWOP and BWOQP, is deemed the indirect beneficial owner of 307,825 shares of Common Stock. BWFS, as the investment Manager of BWOP and BWOQP, is deemed the indirect beneficial owner of 307,825 shares of Common Stock. William E. Wolf, as a managing member of BWFS, is deemed the indirect beneficial owner of 307,825 shares of Common Stock.

CGC has obtained indirect beneficial ownership of the shares of Common Stock directly beneficially owned by BWOP and BWOQP effective as of January 1, 2015, the effective date of CGC's sub-advisory agreement with BWOP and BWOQP. In order to report the beneficial ownership of shares of common stock acquired by BWOP and BWOQP under this sub-advisory relationship, BWOP and BWOQP and the persons directly or indirectly managing the same have been included as Reporting Persons in this Schedule 13D.

(c) During the sixty (60) days through the date of this report, the following Reporting Persons traded the following shares of Common Stock in the open market not previously reported in this Schedule 13D:

#### **Reporting Person**

CGC

Trade <u>Type</u>	Trade Date	# of Shares	Net USD Price/Shr.
Purchase	2/25/2015	7,241	5.97
Sale	3/9/2015	1,254	4.32
Purchase	3/9/2015	2,375	4.38
Sale	3/10/2015	630,266	3.74(1)

#### Reporting Person BWOP

Trade	Trade	# of	Net USD
Type	Date	Shares	Price/Shr.
Sale	3/9/2015	353	4.32
Sale	3/10/2015	128,864	3.73(2)

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# Reporting Person BWOQP

Trade	Trade	# of	Net USD
Type	Date	Shares	Price/Shr.
<u>Type</u> Sale	3/9/2015	768	4.32
Sale	3/10/2015	68,042	3.74(3)

- (1) Represents a weighted average price based on a total of 148 trades made on the date noted.
- (2) Represents a weighted average price based on a total of 28 trades made on the date noted.
- (3) Represents a weighted average price based on a total of 28 trades made on the date noted.

Item 5 is hereby further amended by adding paragraph (e) as follows:

(e) As of March 10, 2015, the Reporting Persons and the Associated Persons together ceased to beneficially own more than 5% of the outstanding shares of Common Stock.

#### **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 11, 2015

#### CLOUD GATE CAPITAL MASTER FUND LP

By: CLOUD GATE CAPITAL GP LTD., its general partner

By: /s/ Jeffrey F. Knupp

Name: Jeffrey F. Knupp Title: Chief Operating Officer

#### CLOUD GATE CAPITAL GP LTD.

By: /s/ Jeffrey F. Knupp

Name: Jeffrey F. Knupp Title: Chief Operating Officer

#### CLOUD GATE CAPITAL LLC

By: /s/ Jeffrey F. Knupp

Name: Jeffrey F. Knupp Title: Chief Operating Officer

DAVID HELLER /s/ David Heller

BRIAN NEWMAN /s/ Brian Newman

#### BW FINANCIAL SERVICES, LLC

By: /s/ William E. Wolf

Name: William E. Wolf Title: Managing Partner

#### BW OPPORTUNITY PARTNERS, LP

By: BW OPPORTUNITY MANAGERS, LLC, its general partner

By: /s/ William E. Wolf

Name: William E. Wolf Title: Member

BW OPPORTUNITY (QP) PARNTERS, LP

By: BW OPPORTUNITY MANAGERS, LLC, its general partner

By: /s/ William E. Wolf

Name: William E. Wolf Title: Member

BW OPPORTUNITY MANAGERS, LLC

By: /s/ William E. Wolf

Name: William E. Wolf

Title: Member

WILLIAM E. WOLF /s/ William E. Wolf