
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BIOSCRIP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

05-0489664
(I.R.S. Employer
Identification Number)

BioScrip, Inc.
100 Clearbrook Road
Elmsford, New York 10523
(914) 460-1600
(Address of Registrant's Principal Executive Office) (Zip Code)

BioScrip, Inc. 2001 Incentive Stock Plan
(Full title of the Plans)

Barry A. Posner
BioScrip, Inc.
100 Clearbrook Road
Elmsford, New York 10523
(914) 460-1600

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies requested to:
E. William Bates, II
King & Spalding LLP
1185 Avenue of the Americas.
New York, New York 10036
(212) 556-2100

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, \$.0001 par value per share	2,000,000	\$ 5.94	\$ 11,880,000	\$ 1,399

(1) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the Common Stock on the Nasdaq National Market on March 23, 2005.

TABLE OF CONTENTS

PART II

Item 8. Exhibits

SIGNATURES

EX-5.1: OPINION OF BARRY A. POSNER, ESQ.

EX-23.2: CONSENT OF ERNST & YOUNG LLP

INTRODUCTION

The purpose of this registration statement is to register an additional 2,000,000 shares of common stock, par value \$.0001 per share, of BioScrip, Inc. that are available for issuance pursuant to an amended and restated BioScrip, Inc. 2001 Incentive Stock Plan and consists only of those items required by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The registrant's Registration Statement on Form S-8, Registration No. 333-107307, filed with the Securities and Exchange Commission on July 7, 2003, is incorporated herein by reference.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement pursuant to Item 601 of Regulation S-K:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of BioScrip, Inc. (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on March 17, 2005)
4.2	Certificate of Designations of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 4.2 to the registrant's Current Report on Form 8-K filed on December 4, 1998)
4.3	Amended and Restated By-Laws of BioScrip, Inc. (incorporated by reference to Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q filed on May 15, 2003)
4.4	Amended and Restated Rights Agreement, dated as of December 3, 2003, between MIM Corporation and American Stock Transfer and Trust Company (incorporated by reference to Exhibit 4.1 to Post-Effective Amendment No. 3 to the registrant's Form 8-A/A dated May 20, 1999)
4.5	Amended and Restated BioScrip, Inc. 2001 Incentive Stock Plan (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on March 17, 2005)
5.1	Opinion of Barry A. Posner, Esq.
23.1	Consent of Barry A. Posner (included as part of opinion filed as Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24.1	Power of Attorney (included in signature page to this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elmsford, State of New York, on this the 31st day of March 2005.

BIOSCRIP CORPORATION

By: /s/ Barry A. Posner

Barry A. Posner
Executive Vice President,
Secretary and General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Barry A. Posner as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing required or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 31st day of March 2005.

<u>Signature</u>	<u>Title</u>
/s/ Henry F. Blissenbach	Director and Chief Executive Officer (Principal Executive Officer)
Henry F. Blissenbach	
/s/ Gregory H. Keane	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Gregory H. Keane	

[Table of Contents](#)

Signature	Title
/s/ Richard H. Friedman	Chairman of the Board
Richard H. Friedman	
/s/ Richard A. Cirillo	Director
Richard A. Cirillo	
Charlotte W. Collins	Director
/s/ Louis T. DiFazio	Director
Louis T. DiFazio	
/s/ Myron Z. Holubiak	Director
Myron Z. Holubiak	
/s/ David R. Hubers	Director
David R. Hubers	
/s/ Michael Kooper	Director
Michael Kooper	
/s/ Richard L. Robbins	Director
Richard L. Robbins	
/s/ Stuart A. Samuels	Director
Stuart A. Samuels	

March 30, 2005

BioScrip, Inc.
100 Clearbrook Road
Elmsford, New York 10523

Re: BioScrip, Inc. — Registration Statement on Form S-8

Ladies and Gentlemen:

As an executive vice president and the secretary and general counsel of BioScrip, Inc., a Delaware corporation (the “Company”), I have participated in the preparation by the Company of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission relating to the registration under the Securities Act of 1933, as amended, of an additional 2,000,000 shares (collectively, the “Shares”) of the Company’s Common Stock, par value \$.0001 per share (“Common Stock”), that may be issued pursuant to the BioScrip, Inc. 2001 Incentive Stock Plan (the “2001 Incentive Stock Plan”).

As general counsel, I have examined and relied upon such records, documents, certificates and other instruments as in my judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, I have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to me as certified, conformed or photographic copies, and as to certificates of public officials, I have assumed the same to have been properly given and to be accurate.

For purposes of the opinion set forth in clause (ii) below, I have assumed that the Shares that may be issued under the 2001 Incentive Stock Plan will continue to be duly authorized on the dates of such issuance.

I am authorized to practice law in the states of New York and Connecticut. The opinions expressed herein are limited in all respects to the corporate law of the State of Delaware, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, I am of the opinion that:

- (i) the Shares have been duly authorized; and
 - (ii) when issued in accordance with the provisions of the 2001 Incentive Stock Plan, the Shares will be validly issued, fully paid and non-assessable.
-

This opinion is given as of the date hereof, and I assume no obligation to advise you after the date hereof of facts or circumstances that come to my attention or changes in law that occur that could affect the opinions contained herein. This opinion is being rendered solely for the benefit of BioScrip, Inc. in connection with the matters addressed herein. This opinion may not be furnished to or relied upon by any person or entity for any purpose without my prior written consent.

I am an officer and director of each subsidiary of the Company. I own an aggregate of 63,600 shares of common stock of the Company and options to purchase 220,666 shares of common stock of the Company.

I consent to the filing of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

/s/ Barry A. Posner

Barry A. Posner
General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the 2001 Incentive Stock Plan of BioScrip, Inc. of our reports dated March 3, 2005, with respect to the consolidated financial statements of MIM Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2004, and MIM Corporation management's assessment of the effectiveness of internal control over financial reporting, the effectiveness of internal control over financial reporting of MIM Corporation, and the related financial statement schedule of MIM Corporation included therein, filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

MetroPark, New Jersey
March 30, 2005