

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2017
- OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission file number: 001-11993



BioScrip, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation)

1600 Broadway, Suite 700, Denver, Colorado

(Address of principal executive offices)

05-0489664

(I.R.S. Employer Identification No.)

80202

(Zip Code)

Registrant's telephone number, including area code:
720-697-5200

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted to its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

On May 3, 2017, there were 120,982,543 shares of the registrant's Common Stock outstanding.

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**PART I
FINANCIAL INFORMATION**

Item 1. Financial Statements

**BIOSCRIP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)**

	March 31, 2017 (unaudited)	December 31, 2016
ASSETS		
Current assets		
Cash and cash equivalents	\$ 15,969	\$ 9,569
Restricted cash	5,132	—
Receivables, less allowance for doubtful accounts of \$44,061 and \$44,730 as of March 31, 2017 and December 31, 2016, respectively	109,477	111,811
Inventory	30,549	36,165
Prepaid expenses and other current assets	14,896	18,507
Total current assets	176,023	176,052
Property and equipment, net	30,416	32,535
Goodwill	365,947	365,947
Intangible assets, net	27,858	31,043
Other non-current assets	2,173	2,163
Total assets	\$ 602,417	\$ 607,740
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Current portion of long-term debt	\$ 22,426	\$ 18,521
Accounts payable	47,446	59,134
Amounts due to plan sponsors	4,444	3,799
Accrued interest	5,549	6,705
Accrued expenses and other current liabilities	41,867	42,191
Total current liabilities	121,732	130,350
Long-term debt, net of current portion	450,072	433,413
Deferred taxes	2,900	2,281
Other non-current liabilities	1,180	1,257
Total liabilities	575,884	567,301
Series A convertible preferred stock, \$.0001 par value; 825,000 shares authorized; 21,645 shares issued and outstanding as of March 31, 2017 and December 31, 2016; and, \$2,677 and \$2,603 liquidation preference as of March 31, 2017 and December 31, 2016, respectively	2,549	2,462
Series C convertible preferred stock, \$.0001 par value; 625,000 shares authorized; 614,177 shares issued and outstanding as of March 31, 2017 and December 31, 2016; and \$77,632 and \$75,491 liquidation preference as of March 31, 2017 and December 31, 2016, respectively	71,842	69,540
Stockholders' deficit		
Preferred stock, \$.0001 par value; 5,000,000 shares authorized; no shares issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	—	—
Common stock, \$.0001 par value; 250,000,000 shares authorized; 120,982,543 and 117,682,543 shares issued and outstanding as of March 31, 2017 and December 31, 2016, respectively	12	12
Additional paid-in capital	614,977	611,844
Accumulated deficit	(662,847)	(643,419)
Total stockholders' deficit	(47,858)	(31,563)
Total liabilities and stockholders' deficit	\$ 602,417	\$ 607,740

See accompanying Notes to Unaudited Consolidated Financial Statements.

BIOSCRIP, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Three Months Ended March 31,	
	2017	2016
Net revenue	\$ 217,810	\$ 238,462
Cost of revenue (excluding depreciation expense)	152,226	174,230
Gross profit	65,584	64,232
Other operating expenses	44,358	39,658
Bad debt expense	7,164	7,592
General and administrative expenses	9,479	11,051
Restructuring, acquisition, integration, and other expenses, net	3,223	2,667
Depreciation and amortization expense	6,988	4,538
Interest expense	12,744	9,412
Gain on dispositions	—	(939)
Loss from continuing operations, before income taxes	(18,372)	(9,747)
Income tax expense	619	23
Loss from continuing operations, net of income taxes	(18,991)	(9,770)
(Loss) income from discontinued operations, net of income taxes	(437)	233
Net loss	\$ (19,428)	\$ (9,537)
Accrued dividends on preferred stock	(2,214)	(1,998)
Deemed dividends on preferred stock	(174)	(172)
Loss attributable to common stockholders	\$ (21,816)	\$ (11,707)
Loss per common share:		
Loss from continuing operations, basic and diluted	\$ (0.18)	\$ (0.17)
Loss from discontinued operations, basic and diluted	—	—
Loss per common share, basic and diluted	\$ (0.18)	\$ (0.17)
Weighted average common shares outstanding, basic and diluted	118,783	68,771

See accompanying Notes to Unaudited Consolidated Financial Statements.

BIOSCRIP, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Three Months Ended	
	March 31,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$ (19,428)	\$ (9,537)
Less: (Loss) income from discontinued operations, net of income taxes	(437)	233
Loss from continuing operations, net of income taxes	(18,991)	(9,770)
Adjustments to reconcile net loss from continuing operations, net of income taxes to net cash used in operating activities:		
Depreciation and amortization	6,988	4,538
Amortization of deferred financing costs and debt discount	1,318	1,003
Change in fair value of contingent consideration	—	51
Change in deferred income tax	619	174
Compensation under stock-based compensation plans	521	1,474
Gain on dispositions	—	(939)
Changes in assets and liabilities:		
Receivables, net of bad debt expense	2,333	(4,417)
Inventory	5,616	13,867
Prepaid expenses and other assets	3,601	7,897
Accounts payable	(11,688)	(11,995)
Amounts due to plan sponsors	645	321
Accrued interest	(1,157)	(4,630)
Accrued expenses and other liabilities	(401)	(2,548)
Net cash used in operating activities from continuing operations	(10,596)	(4,974)
Net cash used in operating activities from discontinued operations	(437)	(5,989)
Net cash used in operating activities	(11,033)	(10,963)
Cash flows from investing activities:		
Purchases of property and equipment	(1,684)	(2,429)
Proceeds from dispositions	—	1,105
Investment in restricted cash	(5,132)	—
Net cash used in investing activities	(6,816)	(1,324)
Cash flows from financing activities:		
Proceeds from priming credit agreement, net	23,060	—
Net proceeds from private placement, net of issuance costs	5,052	—
Borrowings on revolving credit facility	563	21,000
Repayments on revolving credit facility	(1,000)	(13,000)
Principal payments of long-term debt	(3,137)	(3,137)
Repayments of capital leases	(238)	(51)
Other	(51)	(53)
Net cash provided by financing activities	24,249	4,759
Net change in cash and cash equivalents	6,400	(7,528)
Cash and cash equivalents - beginning of period	9,569	15,577
Cash and cash equivalents - end of period	\$ 15,969	\$ 8,049
DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 12,548	\$ 13,143
Cash paid during the period for income taxes	\$ 125	\$ 13

See accompanying Notes to Unaudited Consolidated Financial Statements.

BIOSCRIP, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — BASIS OF PRESENTATION

These Unaudited Consolidated Financial Statements should be read in conjunction with the Audited Consolidated Financial Statements, including the notes thereto, and other information included in the Annual Report on Form 10-K of BioScrip, Inc. and its wholly-owned subsidiaries (the “Company”) for the year ended December 31, 2016 (the “Annual Report”) filed with the U.S. Securities and Exchange Commission (“SEC”). These Unaudited Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information, and the instructions to Form 10-Q and Article 10 of Regulation S-X promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements.

The information furnished in these Unaudited Consolidated Financial Statements reflects all adjustments, including normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. Operating results for the three months ended March 31, 2017 require management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and are not necessarily indicative of the results that may be expected for the full year ending December 31, 2017.

The Unaudited Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Business Combinations

Business combinations are accounted for using the acquisition method as of the acquisition date, the date on which control is transferred to the Company. Goodwill is measured at the acquisition date as the fair value of the consideration transferred, plus the fair value of the identifiable assets acquired and liabilities assumed. Transaction costs are expensed as incurred. Contingent consideration payable is measured at fair value at the acquisition date. Contingent consideration classified as equity is not re-measured and settlement is accounted for within equity.

Reclassifications

Prior period financial statement amounts have been reclassified to conform to current period presentation.

Cash and Cash Equivalents and Restricted Cash

Highly liquid investments with a maturity of three months or less when purchased are classified as cash equivalents. Restricted cash consists of cash balances held by financial institutions as collateral for letters of credit. These balances are reclassified to cash and cash equivalents when the underlying obligation is satisfied, or in accordance with the governing agreement. Restricted cash balances expected to become unrestricted during the next twelve months are recorded as current assets. As of March 31, 2017, the Company had a restricted cash balance, in a money market account, of \$5.1 million to cash collateralize outstanding letters of credit issued in connection with the Sixth Amendment to the Senior Credit Facilities (each term as defined below).

Collectability of Accounts Receivable

The following table sets forth the aging of our net accounts receivable (net of allowance for contractual adjustments, and prior to allowance for doubtful accounts), aged based on date of service and categorized based on the three primary overall types of accounts receivable characteristics (in thousands):

	March 31, 2017			December 31, 2016		
	0 - 180 days	Over 180 days	Total	0 - 180 days	Over 180 days	Total
Government	\$ 17,963	\$ 7,191	\$ 25,154	\$ 19,891	\$ 8,278	\$ 28,169
Commercial	91,676	22,619	114,295	97,744	19,848	117,592
Patient	6,190	7,899	14,089	3,955	6,825	10,780
Gross accounts receivable	\$ 115,829	\$ 37,709	153,538	\$ 121,590	\$ 34,951	156,541
Allowance for doubtful accounts			(44,061)			(44,730)
Net accounts receivable			\$ 109,477			\$ 111,811

Recent Accounting Pronouncements

In January 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2017-04—Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. ASU 2017-04 modifies the accounting for goodwill impairment. The guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit’s carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The effective date for ASU 2017-04 is for annual or any interim periods beginning after December 15, 2019. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company’s business, financial position, results of operations or liquidity.

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-15—Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 provides guidance for eight specific cash flow issues with respect to how cash receipts and cash payments are classified in the statements of cash flows, with the objective of reducing diversity in practice. The effective date for ASU 2016-15 is for annual periods beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing the impact of this new standard on its financial statements.

In March 2016, the FASB issued ASU 2016-09—Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”). ASU 2016-09 modifies the accounting for share-based payment awards, including income tax consequences, classification of awards as equity or liabilities, and classification on the statement of cash flows. The effective date for ASU 2016-09 is for annual periods beginning after December 15, 2016, and interim periods within those fiscal years. The adoption of this standard did not have a material impact on the Company’s business, financial position, results of operations or liquidity.

In February 2016, the FASB issued ASU 2016-02—Leases (Topic 842), requiring lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. For lessees, leases will continue to be classified as either operating or finance leases in the income statement. The effective date of the new standard for public companies is for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition and requires application of the new guidance at the beginning of the earliest comparative period presented. The Company is evaluating the effect that the updated standard will have on its consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU 2014-09—Revenue from Contracts with Customers (Topic 606). The guidance requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The FASB delayed the effective date to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. In addition, in March and April 2016, the FASB issued new guidance intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations. Both amendments permit the use of either a retrospective or cumulative effect transition method and are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early application permitted. The Company is assessing the impact of this new standard on its financial statements and has not yet selected a transition method.

NOTE 2 — LOSS PER SHARE

The Company presents basic and diluted loss per share for its common stock, par value \$0.0001 per share (“Common Stock”). Basic loss per share is calculated by dividing the net loss attributable to common stockholders of the Company by the weighted average number of shares of Common Stock outstanding during the period. Diluted loss per share is determined by adjusting the profit or loss attributable to stockholders and the weighted average number of shares of Common Stock outstanding adjusted for the effects of all dilutive potential common shares comprised of options granted, unvested restricted stocks, stock appreciation rights, warrants and Series A and Series C Preferred Stock (as defined below). Potential Common Stock equivalents that have been issued by the Company related to outstanding stock options, unvested restricted stock and warrants are determined using the treasury stock method, while potential common shares related to Series A and Series C Preferred Stock are determined using the “if converted” method.

The Company’s Series A Convertible Preferred Stock, par value \$0.0001 per share (the “Series A Preferred Stock”), and Series C Convertible Preferred Stock, par value \$0.0001 per share (the “Series C Preferred Stock” and, together with the Series A Preferred Stock, the “Preferred Stock”), is considered a participating security, which means the security may participate in undistributed earnings with Common Stock. The holders of the Preferred Stock would be entitled to share in dividends, on an as-converted

basis, if the holders of Common Stock were to receive dividends. The Company is required to use the two-class method when computing loss per share when it has a security that qualifies as a participating security. The two-class method is an earnings allocation formula that determines loss per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. In determining the amount of net earnings to allocate to common stockholders, earnings are allocated to both common and participating securities based on their respective weighted-average shares outstanding during the period. Diluted loss per share for the Company's Common Stock is computed using the more dilutive of the two-class method or the if-converted method.

The following table sets forth the computation of basic and diluted loss per common share (in thousands, except for per share amounts):

	Three Months Ended March 31,	
	2017	2016
Numerator:		
Loss from continuing operations, net of income taxes	\$ (18,991)	\$ (9,770)
Income (loss) from discontinued operations, net of income taxes	(437)	233
Net loss	\$ (19,428)	\$ (9,537)
Accrued dividends on preferred stock	(2,214)	(1,998)
Deemed dividend on preferred stock	(174)	(172)
Loss attributable to common stockholders	\$ (21,816)	\$ (11,707)
Denominator - Basic and Diluted:		
Weighted average common shares outstanding	118,783	68,771
Loss per Common Share:		
Loss from continuing operations, basic and diluted	\$ (0.18)	\$ (0.17)
Loss from discontinued operations, basic and diluted	—	—
Loss per common share, basic and diluted	\$ (0.18)	\$ (0.17)

The loss attributable to common stockholders is used as the basis of determining whether the inclusion of common stock equivalents would be anti-dilutive. Accordingly, the computation of diluted shares for the three months ended March 31, 2017 and 2016 excludes the effect of 19.4 million and 17.5 million shares, respectively, issued in connection with the PIPE Transaction and the Rights Offering (see Note 3 - Stockholders' Deficit), as well as stock options and restricted stock awards, as their inclusion would be anti-dilutive to loss attributable to common stockholders.

NOTE 3 — STOCKHOLDERS' DEFICIT

Securities Purchase Agreement

On March 9, 2015, the Company entered into a securities purchase agreement (the "Purchase Agreement") with Coliseum Capital Partners L.P., a Delaware limited partnership, Coliseum Capital Partners II, L.P., a Delaware limited partnership, and Blackwell Partners, LLC, Series A, a Georgia limited liability company (collectively, the "PIPE Investors"). Pursuant to the terms of the Purchase Agreement, the Company issued and sold to the PIPE Investors in a private placement (the "PIPE Transaction") an aggregate of (a) 625,000 shares of Series A Preferred Stock at a purchase price per share of \$100.00, (b) 1,800,000 Class A warrants (the "Class A Warrants"), and (c) 1,800,000 Class B warrants (the "Class B Warrants" and, together with Class A Warrants, the "PIPE Warrants"), for gross proceeds of \$62.5 million. The initial conversion price for the Series A Preferred Stock is \$5.17. The PIPE Warrants may be exercised to acquire shares of Common Stock. Pursuant to an addendum (the "Warrant Addendum"), dated as of March 23, 2015, to the Warrant Agreement, dated as of March 9, 2015, with the PIPE Investors, the PIPE Investors paid the Company \$0.5 million in the aggregate, and the per share exercise price of the Class A Warrants and Class B Warrants was set at \$5.17 and \$6.45, respectively, reduced from \$5.295 to \$5.17 and from \$6.595 to \$6.45, respectively.

Series A, Series B, and Series C Convertible Preferred Stock

In connection with the PIPE Transaction, the Company authorized 825,000 shares and issued 625,000 shares of Series A Preferred Stock at \$100.00 per share. In connection with the Rights Offering (as defined below), the Company issued an additional 10,822 shares of Series A Preferred Stock at \$100.00 per share. The Series A Preferred Stock may, at the option of the holder, be converted into Common Stock and receive a Liquidation Preference upon voluntary or involuntary liquidation, dissolution, or winding up of the Company as described in the Annual Report. The Company may pay a noncumulative cash dividend on each share of the Series A Preferred Stock as previously disclosed in the Annual Report. In the event the Company does not declare and pay a cash dividend, the Liquidation Preference of the Series A Preferred Stock will be increased to an amount equal to the Liquidation Preference in effect at the start of the applicable quarterly dividend period, plus an amount equal to such then applicable Liquidation Preference multiplied by 11.5% per annum.

On June 10, 2016, in order to allow the shares of Common Stock reserved for issuance for the conversion of the Series A Preferred Stock and exercise of the PIPE Warrants to be released from reservation and sold pursuant to the 2016 Equity Offering (see below), we entered into an Exchange Agreement with the PIPE Investors (the "Series B Exchange Agreement") pursuant to which the PIPE Investors agreed:

- i) to exchange 614,177 shares of the existing Series A Preferred Stock for an identical number of shares of Series B Convertible Preferred Stock (the "Series B Preferred Stock"), which have the same terms as the Series A Preferred Stock previously described in the Company's prior public filings, except that the terms of the Series B Preferred Stock include the authority of the holders of the Series B Preferred Stock to waive the requirement that the Company reserve a sufficient number of shares of Common Stock reserved at all times to allow for the conversion of the Series B Preferred Stock; and
- ii) to waive the requirement under the Warrant Agreement governing the PIPE Warrants to reserve 3,600,000 shares of our Common Stock for the exercise of the PIPE Warrants.

On June 14, 2016, the Company entered into another Exchange Agreement (the "Series C Exchange Agreement") with the PIPE Investors, pursuant to which the PIPE Investors agreed to exchange their shares of Series B Preferred Stock issued pursuant to the Series B Exchange Agreement on a one for one basis for shares of Series C Preferred Stock.

Under the terms of the Series C Exchange Agreement, the PIPE Investors agreed to exchange 614,177 shares of the Series B Preferred Stock for an identical number of shares of Series C Preferred Stock, which have the same terms as the Series B Preferred Stock, except that the terms of the Series C Preferred Stock provide that the 11.5% per annum rate of non-cash dividends payable on the shares of the Series C Preferred Stock will be reduced based on the achievement by the Company of specified "Consolidated EBITDA" as defined in the Senior Credit Facilities. In addition, pursuant to the Series C Exchange Agreement, the PIPE Investors agreed to waive the requirement under the Warrant Agreement governing the PIPE Warrants held by the PIPE Investors to reserve 3,600,000 shares of Common Stock for the exercise of the PIPE Warrants.

As a result of the exchanges discussed above, there are, as of March 31, 2017, (a) 21,645 shares of Series A Preferred Stock outstanding, of which 10,823 shares are owned by the PIPE Investors, (b) no shares of Series B Preferred Stock outstanding, and (c) 614,177 shares of Series C Preferred Stock outstanding, all of which are owned by the PIPE Investors.

As of March 31, 2017, the Liquidation Preference of the Series A Preferred Stock and Series C Preferred Stock was \$2.7 million and \$77.6 million, respectively.

PIPE Warrants

In connection with the PIPE Transaction, the Company issued 1,800,000 Class A Warrants and 1,800,000 Class B Warrants which may be exercised to acquire shares of Common Stock. The rights and terms of the Class A Warrants and the Class B Warrants are identical except for the exercise price. Pursuant to the Warrant Addendum with the PIPE Investors, the PIPE Investors paid the Company \$0.5 million in the aggregate, and the per share exercise price of the Class A Warrants and Class B Warrants was set at \$5.17 and \$6.45, respectively, reduced from \$5.295 to \$5.17 and from \$6.595 to \$6.45, respectively.

The Company entered into a registration rights agreement, as amended (the "Registration Rights Agreement"), with the PIPE Investors that, among other things and subject to certain exceptions, requires the Company, upon the request of the PIPE Investors, to register the Common Stock of the Company issuable upon conversion of the PIPE Investors' Series A Preferred Shares, the Series C Preferred Shares, or exercise of the PIPE Warrants. Pursuant to the terms of the Registration Rights Agreement, the costs incurred in connection with such registrations will be borne by the Company. As provided under the Registration Rights Agreement, the Company on April 1, 2016 filed a shelf registration statement on Form S-3 under the Securities Act of 1933, as amended (the

“Securities Act”), to register, among other things, the Common Stock of the Company issuable upon conversion of the PIPE Investors’ Series A and Series C Preferred Shares.

Rights Offering

On June 30, 2015, the Company commenced a rights offering (the “Rights Offering”) pursuant to which the Company distributed subscription rights to purchase units consisting of (1) Series A Preferred Stock, each share convertible into shares of Common Stock at a conversion price of \$5.17 per share, (2) Class A warrants to purchase one share of Common Stock at a price of \$5.17 per share (the “Public Class A Warrants”), and (3) Class B warrants to purchase one share of Common Stock at a price of \$6.45 per share (the “Public Class B Warrants” and, together with the Public Class A Warrants, the “Public Warrants”). The Rights Offering expired on July 27, 2015 and was completed on July 31, 2015. Stockholders of the Company exercised subscription rights to purchase 10,822 units, consisting of an aggregate of 10,822 shares of the Series A Preferred Stock, 31,025 Public Class A Warrants, and 31,025 Public Class B Warrants, at a subscription price of \$100.00 per unit. Pursuant to the Rights Offering, the Company raised gross proceeds of approximately \$1.1 million.

With the exception of the expiration date, the Class A Warrants issued pursuant to the PIPE Transaction, as amended by the Warrant Addendum, have the same terms as the Public Class A Warrants issued pursuant to the Rights Offering. Similarly, with the exception of the expiration date, the Class B Warrants issued pursuant to the PIPE Transaction, as amended by the Warrant Addendum, have the same terms as the Public Class B Warrants issued pursuant to the Rights Offering.

Carrying Value of Series A Preferred Stock

As of March 31, 2017, the following values were accreted as described above and recorded as a reduction of additional paid in capital in Stockholders’ Deficit and a deemed dividend on the Unaudited Consolidated Statements of Operations. In addition, dividends were accrued at 11.5% from the date of issuance to March 31, 2017. The following table sets forth the activity recorded during the three months ended March 31, 2017 related to the Series A Preferred Stock (in thousands) issued for both the PIPE Transactions and the Rights Offering:

Series A Preferred Stock carrying value at December 31, 2016	\$ 2,462
Accretion of discount related to issuance costs	13
Dividends recorded through March 31, 2017 ¹	74
Series A Preferred Stock carrying value March 31, 2017	\$ 2,549

¹ Dividends recorded reflect the increase in the Liquidation Preference associated with unpaid dividends.

Carrying Value of Series C Preferred Stock

As of March 31, 2017, the following values were accreted as described above and recorded as a reduction of additional paid in capital in Stockholders’ Deficit and a deemed dividend on the Unaudited Consolidated Statements of Operations. In addition, dividends were accrued at 11.5% from the date of issuance to March 31, 2017. The following table sets forth the activity recorded during the three months ended March 31, 2017 related to the Series C Preferred Stock (in thousands):

Series C Preferred Stock carrying value at December 31, 2016	\$ 69,540
Accretion of discount related to issuance costs	161
Dividends recorded through March 31, 2017 ¹	2,141
Series C Preferred Stock carrying value March 31, 2017	\$ 71,842

¹ Dividends recorded reflect the increase in the Liquidation Preference associated with unpaid dividends.

Shelf Registration Statement

The Company filed a shelf registration statement on Form S-3 under the Securities Act on April 1, 2016, which was declared effective May 2, 2016 (the “2016 Shelf”). Under the 2016 Shelf at the time of effectiveness, the Company had the ability to raise up to \$200.0 million, in one or more transactions, by selling Common Stock, preferred stock, debt securities, warrants, units and rights.

2016 Equity Offering

On June 22, 2016 the Company completed an underwritten public offering of 45,200,000 shares of Common Stock, including 5,200,000 shares of Common Stock issued upon the underwriters' full exercise of the over-allotment option, at a public offering price of \$2.00 per share, less underwriting discounts and commissions and offering expenses payable by us (the "2016 Equity Offering"). The Company received net proceeds of approximately \$83.3 million from the 2016 Equity Offering, after deducting underwriting discounts and commissions and offering costs.

A portion of the net proceeds from the 2016 Equity Offering was used to fund the Cash Consideration (as defined below) and pay fees and expenses in connection with the closing of the Home Solutions Transaction (see below).

Home Solutions Transaction

On September 9, 2016, the Company acquired substantially all of the assets and assumed certain liabilities of HS Infusion Holdings, Inc. ("Home Solutions") and its subsidiaries (the "Home Solutions Transaction") pursuant to an Asset Purchase Agreement dated June 11, 2016 (as amended, the "Home Solutions Agreement"), by and among Home Solutions, a Delaware corporation, certain subsidiaries of Home Solutions, the Company and HomeChoice Partners, Inc., a Delaware corporation. Home Solutions, a privately held company, provides home infusion and home nursing products and services to patients suffering from chronic and acute medical conditions. On June 16, 2016, the Company, HomeChoice Partners, Inc. and Home Solutions entered into an amendment to the Home Solutions Agreement (the "First Amendment"), which modified the terms of the consideration payable by the Company to Home Solutions thereunder. On September 2, 2016, the same parties entered into a second amendment to the Home Solutions Agreement (the "Second Amendment"), which amended the Home Solutions Agreement to eliminate the condition to closing that the Company receive stockholder approval to increase its authorized share capital (the "Charter Amendment") and facilitated the timely consummation of the Home Solutions Transaction. The Second Amendment instead provided that the Company will hold a stockholder meeting after the closing of the Home Solutions Transaction to seek stockholder approval of the Charter Amendment, and if the approval is not obtained at the first special meeting, the Company will submit the proposal on a twice per year basis beginning in 2017, at either the annual meeting or a special meeting of stockholders. The Charter Amendment was approved at a special meeting of stockholders held on November 30, 2016.

The aggregate consideration paid by the Company in the Home Solutions Transaction was equal to (i) \$67.5 million in cash (the "Cash Consideration"); plus (ii) (a) 3,750,000 shares of Company common stock (the "Transaction Closing Equity Consideration") and (b) the right to receive contingent equity securities of the Company, in the form of restricted shares of Company common stock (the "RSUs"), issuable in two tranches, Tranche A and Tranche B, with different vesting conditions (collectively, the "Contingent Shares"). The number of shares of Company common stock in Tranche A is 3.1 million and the number of shares of Company common stock in Tranche B is 4.0 million, each subject to certain vesting conditions. Upon close of the Home Solutions Transaction the RSUs had no intrinsic value, but are reported in our consolidated financial statements at their estimated fair value at the date of issuance. The Home Solutions Agreement provides Home Solutions with certain customary registration rights that required us, within 30 days following the closing of the Home Solutions Transaction, to file a registration statement for the selling stockholder's resale of the Transaction Closing Equity Consideration and the Contingent Shares pursuant to the Securities Act. The Company filed the registration statement on October 7, 2016 and it was declared effective on October 27, 2016.

The Company will issue the shares of our Common Stock issuable to Home Solutions pursuant to the RSUs in Tranche A promptly, and in any event within five business days, following the earlier of (a) the closing price of our Common Stock, as reported by NASDAQ, averaging \$4.00 per share or above over 20 consecutive trading days during the period beginning on September 9, 2016 and ending December 31, 2019, or (b) a change of control that occurs on or prior to December 31, 2017 or a change of control thereafter but on or prior to December 31, 2019, pursuant to which the consideration payable per share equals or exceeds \$4.00 per share. The Company will issue the shares of our Common Stock issuable to Home Solutions pursuant to the RSUs in Tranche B promptly, and in any event within five business days, following the earlier of (a) the closing price of our Common Stock, as reported by NASDAQ, averaging \$5.00 per share or above over 20 consecutive trading days during the period beginning on September 9, 2016 and ending December 31, 2019, or (b) a change of control that occurs on or prior to December 31, 2017, or a change of control thereafter but on or prior to December 31, 2019, pursuant to which the consideration payable per share equals or exceeds \$5.00 per share. The Home Solutions Agreement provides for a cash settlement option related to the RSUs, effective June 15, 2021, if, and only if, authorized shares are unavailable when the vesting conditions of Tranche A and Tranche B are met. At the date of acquisition, the Company did not have sufficient authorized shares available to satisfy the issuance of Tranche A and Tranche B RSUs and, accordingly, recognized a liability for the fair value of the contingent consideration. As of November 30, 2016, upon approval of the Charter Amendment, the Company had sufficient authorized shares available should the vesting conditions be met and the RSUs become issuable. The liability was reclassified to equity and a gain on the change in the fair value of the RSUs was recognized as of November 30, 2016.

The Cash Consideration and the Transaction Closing Equity Consideration were paid at closing and were funded by cash on-hand and borrowings from our Revolving Credit Facility.

2017 Private Placement

On March 1, 2017, the Company entered into a Stock Purchase Agreement (the “Stock Purchase Agreement”) with Venor Capital Master Fund Ltd., Map 139 Segregated Portfolio of LMA SPC, Venor Special Situations Fund II LP and Trevithick LP (the “Stockholders”). Pursuant to the Stock Purchase Agreement, the Company sold an aggregate of 3.3 million shares of its common stock (the “Shares”) for aggregate gross proceeds of approximately \$5.1 million in a private placement transaction (the “2017 Private Placement”). The purchase price for each Share was \$1.5366, which was negotiated between the Company and the Stockholders based on the volume-weighted average price of the Company's common stock on the NASDAQ Global Market on March 1, 2017. Proceeds from the Private Placement will be used for working capital and general corporate purposes.

In connection with the 2017 Private Placement, the Company entered into a Registration Rights Agreement (the “2017 Registration Rights Agreement”) with the Stockholders. Pursuant to the 2017 Registration Rights Agreement, the Company agreed to prepare and file a registration statement with the SEC within ten days of the date it files its annual report on Form 10-K for the fiscal year ended December 31, 2016, for purposes of registering the resale of the Shares and any shares of common stock issued as a dividend or other distribution with respect to the Shares.

As provided under the Registration Rights Agreement, the Company, on March 13, 2016, filed a shelf registration statement on Form S-3 under the Securities Act to register the Shares and it was declared effective April 18, 2017.

Proceeds from the 2017 Private Placement will be used for working capital and general corporate purposes.

NOTE 4 — ACQUISITIONS

On September 9, 2016, the Company completed the Home Solutions Transaction pursuant to the Home Solutions Agreement.

The aggregate consideration paid by the Company in the Transaction was equal to (i) the Cash Consideration; plus (ii) the Transaction Closing Equity Consideration and (b) the RSUs, issuable in two tranches, Tranche A and Tranche B, with different vesting conditions. The number of shares of Company common stock in Tranche A is 3.1 million and the number of shares of Company common stock in Tranche B is 4.0 million, each subject to vesting conditions(see Note 3 - Stockholders' Deficit). Upon close of the Transaction the RSUs had no intrinsic value, but are reported in our consolidated financial statements at their estimated fair value at the date of issuance. Upon approval of the Charter Amendment on November 30, 2016, the date at which sufficient shares were available should the RSUs vest and become issuable, the liability was remeasured to its then-current fair value and reclassified to equity.

The following table sets forth the consideration transferred in connection with the acquisition of Home Solutions as of September 9, 2016 (in thousands):

Cash	\$	67,516
Equity issued at closing		9,938
Capital lease obligation assumed		301
Fair value of contingent consideration		15,400
Total consideration	\$	93,155

The following table sets forth the preliminary estimate of fair value of the assets acquired and liabilities assumed upon acquisition of Home Solutions (in thousands):

Accounts receivable	\$	11,956
Inventories		3,199
Prepays and other assets		852
Total current assets	\$	16,007
Property and equipment		4,651
Goodwill		57,218
Managed care contracts		24,700
Licenses		5,400
Trade name		1,800
Non-compete agreements		200
Other non-current assets		891
Total assets	\$	110,867
Accounts payable		14,576
Accrued liabilities		3,136
Current liabilities	\$	17,712
Total fair value of cash and contingent consideration	\$	93,155

The excess of the purchase price over the fair value of the tangible and identifiable intangible assets acquired and liabilities assumed in the acquisition was allocated to goodwill. The value of the goodwill represents the value the Company expects to be created by combining the operations of the companies, including the ability to cross-sell its services on a national basis with an expanded footprint in home infusion and the opportunity to focus on higher margin therapies.

In accordance with ASC Topic 805 *Business Combinations* (“ASC 805”), the allocation of the purchase price is subject to adjustment during the measurement period after the closing date (September 9, 2016) when additional information on assets and liability valuations becomes available. The Company has not finalized its valuation of certain assets and liabilities recorded pursuant to the acquisition including intangible assets and contingent consideration. Thus, the provisional measurements recorded are subject to change. Any changes will be recorded as adjustments to the fair value of the assets and liabilities with residual amounts allocated to goodwill.

Under the Home Solutions Agreement, the Company did not purchase, among other things, any accounts receivable associated with governmental payors. However, the Home Solutions Agreement stipulates that collections of government receivables, as of the first anniversary of the closing date, in an amount less than the amount estimated as government receivables in the Closing Certificate, must be paid to the seller. The Company believes the government receivables will be collected and, as a result, has not recorded a liability for the guarantee.

NOTE 5 — RESTRUCTURING, ACQUISITION, INTEGRATION, AND OTHER EXPENSES, NET

Restructuring, acquisition, integration and other expenses include non-operating costs associated with restructuring, acquisition, and integration initiatives such as employee severance costs, certain legal and professional fees, training costs, redundant wage costs, impacts recorded from the change in contingent consideration obligations, and other costs related to contract terminations and closed branches/offices.

Restructuring, acquisition, integration, and other expenses, net in the Unaudited Consolidated Statements of Operations for the three months ended March 31, 2017 and 2016 consisted of the following (in thousands):

	Three Months Ended March 31,	
	2017	2016
Restructuring expense	\$ 3,206	\$ 2,254
Acquisition and integration expense	17	362
Change in fair value of contingent consideration	—	51
Total restructuring, acquisition, integration, and other expense, net	\$ 3,223	\$ 2,667

NOTE 6 — DEBT

As of March 31, 2017 and December 31, 2016, the Company's debt consisted of the following (in thousands):

	March 31, 2017	December 31, 2016
Revolving Credit Facility	\$ 54,862	\$ 55,300
Term Loan Facilities	207,070	210,207
Priming Credit Facility	25,000	—
2021 Notes, net of unamortized discount	195,867	196,670
Capital leases	1,970	2,209
Less: Deferred financing costs	(12,271)	(12,452)
Total Debt	472,498	451,934
Less: Current portion	(22,426)	(18,521)
Long-term debt, net of current portion	\$ 450,072	\$ 433,413

Senior Credit Facilities

The Company is obligated under (i) a senior secured first-lien revolving credit facility in an aggregate principal amount of \$75.0 million (the "Revolving Credit Facility"), (ii) a senior secured first-lien term loan B in an aggregate principal amount of \$250.0 million (the "Term Loan B Facility") and (iii) a senior secured first-lien delayed draw term loan B in an aggregate principal amount of \$150.0 million (the "Delayed Draw Term Loan Facility" and, together with the Revolving Credit Facility and the Term Loan B Facility, the "Senior Credit Facilities") with SunTrust Bank ("SunTrust"), Jefferies Finance LLC and Morgan Stanley Senior Funding, Inc. (collectively, the "Lenders"), originally entered on July 31, 2013 and amended from time to time.

On January 6, 2017, the Company entered into a sixth amendment (the "Sixth Amendment") to its Senior Credit Facilities. The Sixth Amendment amended the Senior Credit Facilities to, among other things, (a) permanently reduce the revolving commitments in accordance with a schedule set forth therein and prohibit further revolving borrowings, (b) require the cash collateralization of letters of credit issued thereunder, (c) increase the interest rate for loans outstanding under the Senior Credit Facilities and require a portion of accrued interest at the increased rate to be paid-in-kind, (d) permit the Company and its subsidiaries to enter into the Priming Credit Agreement (as defined below), which provides the Company with an aggregate borrowing commitment of \$25.0 million, to be fully drawn at closing, and permit the Company to incur the obligations thereunder and to subordinate the liens securing the Senior Credit Facilities to the liens securing the obligations under the Priming Credit Agreement, and (e) amend certain covenants, including by (i) increasing the consolidated senior secured net leverage ratio covenant, (ii) adding a minimum EBITDA covenant, to be tested quarterly, and (iii) otherwise restricting the ability of the Company and its subsidiaries to incur certain additional indebtedness and make additional significant investments or acquisitions.

On January 6, 2017, the Company entered into a new credit agreement (the "Priming Credit Agreement") with certain existing lenders under the Senior Credit Facilities and SunTrust, as administrative agent for itself and the lenders. The Priming Credit Agreement provides an aggregate borrowing commitment of \$25.0 million, which will be fully drawn at closing. The Company intends to use the proceeds of the borrowing under the Priming Credit Agreement (i) to permanently prepay a portion of the outstanding revolving loan balance under the Senior Credit Facilities, (ii) to cash collateralize letters of credit issued under the

Senior Credit Facilities, (iii) to pay fees and expenses in connection with the execution and delivery of the Priming Credit Agreement and the Sixth Amendment, and (iv) for working capital and other general corporate purposes.

The Company will pay interest on the outstanding loans under the Priming Credit Agreement at a rate of 10% per annum, and accrued interest will be payable in cash monthly in arrears on the last day of each fiscal month. The obligations under the Priming Credit Agreement are not subject to scheduled amortization installments, and all outstanding obligations will mature and be due and payable in full in cash on July 31, 2018. The occurrence of certain events of default may increase the applicable rate of interest by 2% and could result in the acceleration of the Company's obligations under the Priming Credit Agreement prior to stated maturity.

The Priming Credit Agreement contains mandatory prepayments, representations and warranties, affirmative and negative covenants, financial covenants and events of default that are substantially identical to the corresponding provisions of the Senior Credit Facilities. In addition, the obligations under the Priming Credit Agreement are guaranteed by joint and several guarantees from the Company's subsidiaries and secured by a security interest on substantially all of the assets of the Company and its subsidiaries.

The payment obligations under the Priming Credit Agreement rank pari passu in right of payment with the payment obligations under the Senior Credit Facilities. Upon the occurrence of certain mandatory prepayment events, the Company is required to apply the net proceeds thereof, first, to the permanent prepayment of outstanding revolving loans under the Senior Credit Facilities until paid in full, next, to the permanent prepayment of outstanding term loans under the Senior Credit Facilities until paid in full, and, last, to the permanent prepayment of outstanding loans under the Priming Credit Agreement.

The applicable interest rates for each of the Term Loan Facilities is the Eurodollar rate plus 6.00% or the base rate plus 5.00%, until the occurrence of certain pricing decrease triggering events, as defined in the amended Senior Credit Facilities. Upon the occurrence of a pricing decrease triggering event, the interest rates for the Senior Credit Facilities may revert to the Eurodollar rate plus 5.25% or the base rate plus 4.25%. As of March 31, 2017, the interest rates related to the Revolving Credit Facility and the Term Loan Facilities are approximately 8.25% and 6.50%, respectively.

The Revolving Credit Facility matures on July 31, 2018 at which time all principal amounts outstanding are due and payable. The Term Loan Facilities require quarterly principal repayments of \$3.1 million beginning March 31, 2016 until their July 31, 2020 maturity at which time the remaining principal amount of approximately \$194.9 million is due and payable.

2021 Notes

On February 11, 2014, the Company issued \$200.0 million aggregate principal amount of the 2021 Notes. The 2021 Notes are senior unsecured obligations of the Company and are fully and unconditionally guaranteed by all existing and future subsidiaries of the Company.

Interest on the 2021 Notes accrues at a fixed rate of 8.875% per annum and is payable in cash semi-annually on February 15 and August 15 of each year. The debt discount of \$5.0 million at issuance is being amortized as interest expense through maturity which will result in the accretion over time of the outstanding debt balance to the principal amount. The 2021 Notes are the Company's senior unsecured obligations and rank equally in right of payment with all of its other existing and future senior unsecured indebtedness and senior in right of payment to all of its existing and future subordinated indebtedness.

The 2021 Notes are guaranteed on a full, joint and several basis by each of the Company's existing and future domestic restricted subsidiaries that is a borrower under any of the Company's credit facilities or that guarantees any of the Company's debt or that of any of its restricted subsidiaries, in each case incurred under the Company's credit facilities. As of March 31, 2017, the Company does not have any independent assets or operations, and as a result, its direct and indirect subsidiaries (other than minor subsidiaries), each being 100% owned by the Company, are fully and unconditionally, jointly and severally, providing guarantees on a senior unsecured basis to the 2021 Notes.

Fair Value of Financial Instruments

The following details our financial instruments where the carrying value and the fair value differ (in thousands):

Financial Instrument	Carrying Value as of March 31, 2017	Markets for Identical Item (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Term Loan Facilities	\$ 207,070	\$ —	\$ 204,999	\$ —
2021 Notes	195,867	—	168,446	—
Total	\$ 402,937	\$ —	\$ 373,445	\$ —

The fair value hierarchy for disclosure of fair value measurements is as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Quoted prices, other than quoted prices included in Level 1, which are observable for the assets or liabilities, either directly or indirectly.

Level 3: Inputs that are unobservable for the assets or liabilities. Financial assets with carrying values approximating fair value include cash and cash equivalents and accounts receivable. Financial liabilities with carrying values approximating fair value include accounts payable and capital leases. The carrying value of these financial assets and liabilities approximates fair value due to their short maturities.

NOTE 7 — COMMITMENTS AND CONTINGENCIES

Legal Proceedings

Breach of Contract Litigation in the Delaware Court of Chancery

On November 3, 2015, Walgreen Co. and various affiliates (“Walgreens”) filed a lawsuit in the Delaware Court of Chancery against the Company and certain of its subsidiaries (collectively, the “Defendants”). The complaint alleges that the Company breached certain non-compete provisions contained in the Community Pharmacy and Mail Business Purchase Agreement dated as of February 1, 2012, by and among Walgreens and certain subsidiaries and the Company and certain subsidiaries. The complaint seeks both money damages and injunctive relief. On December 7, 2015, the Defendants filed a motion to dismiss the case. Walgreens filed an answering brief on January 11, 2016 and the Defendants filed a reply on January 25, 2016. On March 11, 2016, the Court held oral argument on the Company’s motion to dismiss and granted the motion, holding that Walgreens’ breach of contract claims for money damages must be resolved in accordance with the 2012 Purchase Agreement’s alternative dispute resolution procedure. On March 15, 2016, Walgreens informed the Court that it would not be pursuing any claims for injunctive relief in the Court at that time, but instead would engage in the required alternative dispute resolution procedure. Walgreens requested that the Court keep the case open pending the results of that process. On March 16, 2016, the Court stayed the lawsuit and removed the trial from its calendar, but did not grant Walgreens any other relief or enjoin the Company from taking any action. On December 8, 2016, the parties submitted the dispute to an arbitrator. On December 28, 2016, the arbitrator rendered its decision, finding that the Company had not violated the non-compete, except for certain limited sales of oral oncology, HIV and transplant pharmaceuticals, constituting approximately 3 percent of the total sales that Walgreens claimed were made in violation of the agreement. The arbitrator also concluded that Walgreens was not entitled to recover its lost profits or lost revenues as a result of any such sales. Despite that ruling, the arbitrator awarded Walgreens \$5.8 million in damages, or approximately 20 percent of the total amount requested. Such amount is included as a component of Accrued expenses and other current liabilities within the Consolidated Balance Sheets as of March 31, 2017 (unaudited) and December 31, 2016. The Company believes that arbitrator’s damages award ignored applicable law, contradicted the arbitrator’s liability findings and exceeded the scope of the arbitrator’s authority in light of both parties’ arbitration submissions. Accordingly, on January 13, 2017, the Company filed a motion to vacate the arbitration award. On February 10, 2017, Walgreens opposed the Company’s motion and filed a motion to confirm the arbitration award and for other relief. Those motions were fully briefed on April 28, 2017. The Company intends to continue to vigorously defend itself. Due to the inherent uncertainty in litigation, however, the Company can provide no assurance that its challenge to the award will be successful.

Derivative Lawsuit in the Delaware Court of Chancery

On May 7, 2015, a derivative complaint was filed in the Delaware Court of Chancery (the “Derivative Complaint”) by the Park Employees’ & Retirement Board Employees’ Annuity & Benefit Fund of Chicago (the “Derivative Plaintiff”). The Derivative Complaint names as defendants certain current and former directors of the Company, consisting of Richard M. Smith, Myron Holubiak, Charlotte Collins, Samuel Frieder, David Hubers, Richard Robbins, Stuart Samuels and Gordon Woodward (collectively, the “Director Defendants”), certain current and former officers of the Company, consisting of Kimberlee Seah, Hai Tran and Patricia Bogusz (collectively the “Officer Defendants”), Kohlberg & Co., L.L.C., Kohlberg Management V, L.L.C., Kohlberg Investors V, L.P., Kohlberg Partners V, L.P., Kohlberg TE Investors V, L.P., KOCO Investors V, L.P., and Jefferies LLC. The Company is also named as a nominal defendant in the Derivative Complaint. The Derivative Complaint was filed in the Delaware Court of Chancery as *Park Employees and Retirement Board Employees’ Annuity and Benefit Fund of Chicago v. Richard M. Smith, Myron Z. Holubiak, Charlotte W. Collins, Samuel P. Frieder, David R. Huber, Richard L. Robbins, Stuart A. Samuels, Gordon H. Woodward, Kimberlee C. Seah, Hai V. Tran, Patricia Bogusz, Kohlberg & Co., L.L.C., Kohlberg Management V, L.L.C., Kohlberg Investors V, L.P., Kohlberg Partners V, L.P., Kohlberg TE Investors V, L.P., KOCO Investors V, L.P., Jefferies LLC and BioScrip, Inc., C.A. No. 11000-VCG (Del. Ch. Ct., May 7, 2015)*.

The Derivative Complaint alleges generally that certain defendants breached their fiduciary duties with respect to the Company’s public disclosures, oversight of Company operations, secondary stock offerings and stock sales. The Derivative Complaint also contends that certain defendants aided and abetted those alleged breaches. The damages sought are not quantified but include, among other things, claims for money damages, restitution, disgorgement, equitable relief, reasonable attorneys’ fees, costs and expenses, and interest. The Derivative Complaint incorporates the same factual allegations from *In re BioScrip, Inc., Securities Litigation* (described below). On June 16, 2015, all defendants moved to dismiss the case. Briefing for the motion to dismiss was completed on November 30, 2015, and the court heard oral argument on the motion to dismiss on January 12, 2016. During the hearing, the court requested additional briefing, which was completed on February 12, 2016. On May 31, 2016, the court determined that the Derivative Plaintiff’s claims could not proceed as pled but granted the Derivative Plaintiff thirty days in which to make a motion to amend the Derivative Complaint. The court reserved decision on the motion to dismiss and on June 29, 2016, the Derivative Plaintiff filed a motion for leave to file an amended complaint. On October 10, 2016, all defendants moved to dismiss the amended complaint and the Court heard oral argument on January 19, 2017. On April 18, 2017, the Court granted the defendants’ motion to dismiss.

The Company, Director Defendants and the Officer Defendants deny any allegations of wrongdoing in this lawsuit. The Company and those persons believe all of the claims in this lawsuit are without merit and intend to vigorously defend against these claims. However, there is no assurance that the defense will be successful or that insurance will be available or adequate to fund any settlement, judgment or litigation costs associated with this action. Certain of the defendants have sought indemnification from the Company pursuant to certain indemnification agreements, for which there may be no insurance coverage. Additional similar lawsuits may be filed. The Company is unable to predict the outcome or reasonably estimate a range of possible loss at this time. While no assurance can be given as to the ultimate outcome of this matter, the Company believes that the final resolution of this action is not likely to have a material adverse effect on results of operations, financial position, liquidity or capital resources.

Government Regulation

Various federal and state laws and regulations affecting the healthcare industry do or may impact the Company’s current and planned operations, including, without limitation, federal and state laws prohibiting kickbacks in government health programs, federal and state antitrust and drug distribution laws, and a wide variety of consumer protection, insurance and other state laws and regulations. While management believes the Company is in substantial compliance with all existing laws and regulations material to the operation of its business, such laws and regulations are often uncertain in their application to our business practices as they evolve and are subject to rapid change. As controversies continue to arise in the healthcare industry, federal and state regulation and enforcement priorities in this area can be expected to increase, the impact of which cannot be predicted.

From time to time, the Company responds to investigatory subpoenas and requests for information from governmental agencies and private parties. The Company cannot predict with certainty what the outcome of any of the foregoing might be. While the Company believes it is in substantial compliance with all laws, rules and regulations that affects its business and operations, there can be no assurance that the Company will not be subject to scrutiny or challenge under one or more existing laws or that any such challenge would not be successful. Any such challenge, whether or not successful, could have a material effect upon the Company’s Consolidated Financial Statements. A violation of the Federal anti-kickback statute, for example, may result in substantial criminal penalties, as well as suspension or exclusion from the Medicare and Medicaid programs. Moreover, the costs and expenses associated with defending these actions, even where successful, can be significant. Further, there can be no assurance the Company will be able to obtain or maintain any of the regulatory approvals that may be required to operate its business, and the failure to do so could have a material effect on the Company’s Consolidated Financial Statements.

NOTE 8 — CONCENTRATION OF RISK
Customer and Credit Concentration Risk

The Company provides trade credit to its customers in the normal course of business. One commercial payor, United Healthcare, accounted for approximately 22.8% and 26.0% of revenue during the three months ended March 31, 2017 and 2016, respectively. This contract will terminate effective September 30, 2017. In addition, Medicare accounted for approximately 6.9% and 7.3% of revenue during the three months ended March 31, 2017 and 2016, respectively.

Therapy Revenue Concentration Risk

The Company sells products related to the Immune Globulin therapy, which represented 22.2% and 17.1% of revenue for the three months ended March 31, 2017 and 2016, respectively.

NOTE 9 — INCOME TAXES

The Company's federal and state income tax provision from continuing operations for the three months ended March 31, 2017 and 2016 is summarized in the following table (in thousands):

	Three Months Ended March 31,	
	2017	2016
Current		
Federal	\$ —	\$ —
State	—	—
Total current	—	—
Deferred		
Federal	495	17
State	124	6
Total deferred	619	23
Total income tax expense	\$ 619	\$ 23

The income tax expense recognized for the three months ended March 31, 2017 is a result of an increase in the deferred tax liability.

The Company's reconciliation of the statutory rate from continuing operations to the effective income tax rate for the three months ended March 31, 2017 and 2016 is summarized as follows (in thousands):

	Three Months Ended March 31,	
	2017	2016
Tax benefit at statutory rate	\$ (6,445)	\$ (3,411)
State tax expense (benefit), net of federal taxes	36	(16)
Valuation allowance changes affecting income tax provision	6,976	3,388
Non-deductible transaction costs and other	52	62
Income tax expense	\$ 619	\$ 23

At March 31, 2017, the Company had Federal net operating loss ("NOL") carry forwards of approximately \$345.7 million, of which \$15.0 million is subject to an annual limitation, which will begin expiring in 2026 and later. The Company has post-apportioned state NOL carry forwards of approximately \$390.0 million, the majority of which will begin expiring in 2017 and later.

NOTE 10 — STOCK-BASED COMPENSATION

BioScrip Equity Incentive Plans

Under the Company's Amended and Restated 2008 Equity Incentive Plan (the "2008 Plan"), the Company may issue, among other things, incentive stock options, non-qualified stock options, stock appreciation rights ("SARs"), restricted stock grants, restricted stock units, performance shares and performance units to key employees and directors. While SARs are authorized under the 2008 Plan, they may also be issued outside of the plan. The 2008 Plan is administered by the Company's Management Development and Compensation Committee (the "Compensation Committee"), a standing committee of the Board of Directors.

On November 30, 2016, at a special meeting, the stockholders approved (i) an amendment to the Company's Second Amended and Restated Certificate of Incorporation to increase the number of shares of Common Stock that the Company is authorized to issue from 125 million shares to 250 million shares (the "Charter Amendment"); (ii) an amendment to the 2008 Plan to (a) increase the number of shares of Common Stock in the aggregate that may be subject to awards by 5,250,000 shares, from 9,355,000 to 14,605,000 shares and (b) increase the annual grant caps under the Company's 2008 Plan from 500,000 Options, 500,000 Stock Appreciation Rights and 350,000 Stock Grants and Restricted Stock Units that are intended to comply with the requirements of Section 162(m) of the Code to a cap of no more than a total of 3,000,000 Options, Stock Appreciation Rights, Stock Grants and Restricted Stock Units that are intended to comply with the requirements of Section 162(m) of the Code combined; and (iii) if necessary, an adjournment of the Stockholders' Meeting if there were insufficient votes in favor of the Charter Amendment.

As of March 31, 2017, 4,672,624 shares remain available for grant under the 2008 Plan.

Stock Options

The Company recognized compensation expense related to stock options of \$0.3 million and \$1.1 million during the three months ended March 31, 2017 and 2016, respectively.

Restricted Stock

The Company recognized \$0.2 million and a nominal amount of compensation expense related to restricted stock awards during the three months ended March 31, 2017 and 2016, respectively.

Stock Appreciation Rights and Market Based Cash Awards

The Company recognized a nominal amount of compensation benefit related to stock appreciation rights awards and market based cash awards during the three months ended March 31, 2017 and 2016.

Employee Stock Purchase Plan

On May 7, 2013, the Company's stockholders approved the BioScrip, Inc. Employee Stock Purchase Plan (the "ESPP"). The ESPP is administered by the Compensation Committee. The ESPP provides all eligible employees, as defined under the ESPP, the opportunity to purchase up to a maximum number of shares of Common Stock of the Company as determined by the Compensation Committee. Participants in the ESPP may acquire the Common Stock at a cost of 85% of the lower of the fair market value on the first or last day of the quarterly offering period. The Company filed a Registration Statement on Form S-8 to register 750,000 shares of Common Stock, par value \$0.0001 per share, for issuance under the ESPP.

As of March 31, 2017, there were 317,896 shares that remained available for grant under the ESPP. Since inception, the ESPP's third-party service provider has purchased 591,078 shares on the open market and delivered these shares to the Company's employees pursuant to the ESPP. During the three months ended March 31, 2017 and 2016, we incurred less than \$0.1 million of expense related to the ESPP.

Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The following discussion should be read in conjunction with the Audited Consolidated Financial Statements, including the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2016 (the "Annual Report") filed with the U.S. Securities and Exchange Commission ("SEC"), as well as our Unaudited Consolidated Financial Statements and the related notes thereto included elsewhere in this report.

This Quarterly Report on Form 10-Q (this "Quarterly Report") contains statements not purely historical and which may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including statements regarding our expectations, beliefs, future plans and strategies, anticipated events or trends concerning matters that are not historical facts or that necessarily depend upon future events. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "project," "predict," "potential," and similar expressions. Specifically, this Quarterly Report contains, among others, forward-looking statements about:

- our ability to successfully integrate the HS Infusion Holdings, Inc. ("Home Solutions") business into our existing businesses;
- our ability to make principal and interest payments on our debt and unsecured notes and satisfy the other covenants contained in our senior secured credit facility and other debt agreements;
- our high level of indebtedness;
- our expectations regarding financial condition or results of operations in future periods;
- our future sources of, and needs for, liquidity and capital resources;
- our expectations regarding economic and business conditions;
- our expectations regarding potential legislative and regulatory changes impacting the level of reimbursement received from the Medicare and state Medicaid programs;
- periodic reviews and billing audits from governmental and private payors;
- our expectations regarding the size and growth of the market for our products and services;
- our business strategies and our ability to grow our business;
- the implementation or interpretation of current or future regulations and legislation, particularly governmental oversight of our business;
- our expectations regarding the outcome of litigation;
- our ability to maintain contracts and relationships with our customers;
- our ability to avoid delays in payment from our customers;
- sales and marketing efforts;
- status of material contractual arrangements, including the negotiation or re-negotiation of such arrangements;
- future capital expenditures;
- our ability to hire and retain key employees;
- our ability to execute our acquisition and growth strategy; and
- our ability to successfully integrate other businesses we may acquire.

Investors are cautioned that any such forward-looking statements are not guarantees of future performance, involve risks and uncertainties and that actual results may differ materially from those possible results discussed in the forward-looking statements as a result of various factors. Important factors that could cause such differences include, among other things:

- risks associated with increased government regulation related to the health care and insurance industries in general, and more specifically, home infusion providers;
- our ability to comply with debt covenants in our senior secured credit facility, priming credit agreement and unsecured notes indenture;
- risks associated with our issuance of Preferred Stock and PIPE Warrants to the PIPE Investors (as defined below);
- risks associated with the exchanges of our Preferred Stock, as defined below;
- risks associated with our issuance of common stock in the 2016 Equity Offering, as defined below;
- risks associated with the retention or transition of executive officers and key employees during integration of the Home Solutions business;
- our expectation regarding the interim and ultimate outcome of commercial disputes, including litigation;
- unfavorable economic and market conditions;
- disruptions in supplies and services resulting from force majeure events such as war, strike, riot, crime, or "acts of God" such as hurricanes, flooding, blizzards or earthquakes;

- reductions in federal and state reimbursement for our products and services;
- delays or suspensions of Federal and state payments for services provided;
- efforts to reduce healthcare costs and alter health care financing;
- effects of the 21st Century Cures Act (the “Cures Act”), the Patient Protection and Affordable Care Act (“PPACA”) and the Health Care and Education Reconciliation Act of 2010, which amended PPACA, and the related accountable care organizations;
- existence of complex laws and regulations relating to our business;
- availability of financing sources;
- declines and other changes in revenue due to the expiration of short-term contracts;
- network lockouts and decisions to in-source by health insurers including lockouts with respect to acquired entities;
- unforeseen contract terminations;
- difficulties in the implementation and ongoing evolution of our operating systems;
- difficulties with the implementation of our growth strategy and integrating businesses we have acquired or will acquire;
- increases or other changes in our acquisition cost for our products;
- increased competition from competitors having greater financial, technical, reimbursement, marketing and other resources could have the effect of reducing prices and margins;
- disruptions in our relationship with our primary supplier of prescription products;
- the level of our indebtedness and its effect on our ability to execute our business strategy and increased risk of default under our debt obligations;
- the UnitedHealthcare contract termination, including potential accounting charges and impacts on other contract provisions and their associated revenue;
- introduction of new drugs, which can cause prescribers to adopt therapies for existing patients that are less profitable to us;
- changes in industry pricing benchmarks, which could have the effect of reducing prices and margins; and
- other risks and uncertainties described from time to time in our filings with the SEC.

You should not place undue reliance on such forward-looking statements as they speak only as of the date they are made. Except as required by law, we assume no obligation to publicly update or revise any forward-looking statement even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

Business Overview

We are a national provider of infusion solutions. We partner with physicians, hospital systems, skilled nursing facilities, and healthcare payors to provide patients access to post-acute care services. We operate with a commitment to bring customer-focused healthcare infusion therapy services into the home or alternate site setting. By collaborating with the full spectrum of healthcare professionals and the patient, we aim to provide 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 whom we serve. As of the filing of this Quarterly Report, we have a total of 68 service locations in 27 states.

Our platform provides nationwide service capabilities and the ability to deliver clinical management services that offer patients a high-touch, community-based and home-based care environment. Our core services are provided in coordination with, and under the direction of, the patient’s physician. Our multidisciplinary team of clinicians, including pharmacists, nurses, dietitians and respiratory therapists, work with the physician to develop a plan of care suited to our patient’s specific needs. Whether in the home, physician office, ambulatory infusion center, skilled nursing facility or other alternate sites of care, we provide products, services and condition-specific clinical management programs tailored to improve the care of individuals with complex health conditions such as gastrointestinal abnormalities, infectious diseases, cancer, multiple sclerosis, organ and blood cell transplants, bleeding disorders, immune deficiencies and heart failure.

We operate in one segment, Infusion Services, and accordingly, we do not present disaggregated segment information.

Strategic Assessment and Transactions

We regularly examine our business operations, assess our market strengths, and compare our position to that of our competitors. As a result, we have focused our growth on investments in the Infusion Services business, which remains the primary driver of our growth strategy. Transactions executed to further strengthen our position in the Infusion Services business include:

- On March 31, 2014, we completed the sale of substantially all of our Home Health Services segment (the “Home Health Business”) to LHC Group, Inc.

- On August 27, 2015, we completed the sale of substantially all of our pharmacy benefit management services segment (the “PBM Business”) pursuant to an Asset Purchase Agreement dated as of August 9, 2015 (the “PBM Asset Purchase Agreement”), by and among the Company, BioScrip PBM Services, LLC and ProCare Pharmacy Benefit Manager Inc. (the “PBM Buyer”). Under the PBM Asset Purchase Agreement, the PBM Buyer agreed to acquire substantially all of the assets used solely in connection with the PBM Business and to assume certain PBM Business liabilities (the “PBM Sale”). On the closing date, pursuant to the terms of the PBM Asset Purchase Agreement, we received total cash consideration of approximately \$24.6 million, including an adjustment for estimated closing date net working capital. On October 20, 2015, we finalized working capital adjustment negotiations in relation to the PBM Sale whereby we agreed to repay approximately \$1.0 million to the PBM Buyer. We used the net proceeds from the PBM Sale to pay down a portion of our outstanding debt.
- On September 9, 2016, we acquired substantially all of the assets and assumed certain liabilities of Home Solutions and its subsidiaries (the “Home Solutions Transaction”) pursuant to an Asset Purchase Agreement dated June 11, 2016 (as amended, the “Home Solutions Agreement”), by and among Home Solutions, a Delaware corporation, certain subsidiaries of Home Solutions, the Company and HomeChoice Partners, Inc., a Delaware corporation. Home Solutions, a privately held company, provides home infusion and home nursing products and services to patients suffering from chronic and acute medical conditions.

Regulatory Matters Update

Approximately 16.3% and 18.2% of revenue for the three months ended March 31, 2017 and 2016, respectively, was derived directly from Medicare, state Medicaid programs and other government payors. We also provide services to beneficiaries of Medicare, Medicaid and other government-sponsored healthcare programs through managed care entities. Medicare Part D, for example, is administered through managed care entities. In the normal course of business, we and our customers are subject to legislative and regulatory changes impacting the level of reimbursement received from the Medicare and state Medicaid programs.

State Medicaid Programs

Over the last several years, increased Medicaid spending, combined with slow state revenue growth, led many states to institute measures aimed at controlling spending growth. Spending cuts have taken many forms including reducing eligibility and benefits, eliminating certain types of services, and provider reimbursement reductions. In addition, some states have been moving beneficiaries to managed care programs in an effort to reduce costs.

Each individual state Medicaid program represents less than 5% of our consolidated revenue for the three months ended March 31, 2017, and no individual state Medicaid reimbursement reduction is expected to have a material effect on our Consolidated Financial Statements. We are continually assessing the impact of the state Medicaid reimbursement cuts as states propose, finalize and implement various cost-saving measures.

Given the reimbursement pressures, we continue to improve operational efficiencies and reduce costs to mitigate the impact on results of operations where possible. In some cases, reimbursement rate reductions may result in negative operating results, and we would likely exit some or all services where rate reductions result in unacceptable returns to our stockholders.

States are also in the process of determining whether to expand their Medicaid programs as permitted by the Patient Protection and Affordable Care Act, or PPACA. We cannot predict the impact of these decisions, but they may have a material impact on net revenues or income from continuing operations.

Medicare

Federal efforts to reduce Medicare spending continued in 2016. Congress first passed the PPACA, followed by the Health Care and Education Reconciliation Act of 2010, which amended PPACA. In August 2011, Congress passed a deficit reduction agreement that created a committee tasked with proposing legislation to reduce the federal deficit by November 23, 2011. Because the committee did not act, automatic Medicare cuts were scheduled to go into effect January 1, 2013. However, Congress passed legislation extending the time for such cuts by three months. Thus, Medicare reimbursement to providers was reduced overall by 2% (as part of sequestration) beginning April 1, 2013. In addition, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 established requirements for a competitive bidding program for determining Medicare reimbursement rates for certain items of durable medical equipment, prosthetics, orthotics and supplies (“DMEPOS”), including enteral nutrients, supplies and equipment, certain respiratory therapy and home medical equipment products and external infusion pumps and supplies.

We are contract suppliers under the Round 1 Recompete, which included nine competitive bidding areas (“CBAs”) and six product categories, including external infusion pumps, and expired on December 31, 2016, and Round 2 of competitive bidding, which was conducted in 100 additional CBAs for eight product categories, including enteral nutrition, and expired on June 30, 2016. We have entered into strategic relationships in the CBAs in which we were not awarded contracts for such periods. We were not awarded any contracts in Round 2 Recompete, which went into effect July 1, 2016 and includes 117 CBAs, comprising the same geographic area as the second round of competitive bidding, and seven product categories, including enteral nutrition. Our revenue may decrease unless and until we are able to provide Medicare beneficiaries with competitively bid items in the applicable CBAs, but we do not expect the negative impact to be material.

The impact of the reductions in Medicare reimbursement during the three months ended March 31, 2017, together with the effect of the Round 2 Recompete, on future results of operations cannot yet be predicted.

Medicare currently covers home infusion therapy for selected therapies primarily through the durable medical equipment benefit. The Cures Act, enacted by Congress in December of 2016, creates a new payment system for certain home infusion therapy services paid under Medicare Part B. The Cures Act significantly reduces the amount paid by Medicare for the drug costs, and also provides for the implementation of a clinical services payment. That services payment does not take effect until 2021.

Approximately 6.9% of revenue for the three months ended March 31, 2017 was derived from Medicare.

Critical Accounting Estimates

Our Unaudited Consolidated Financial Statements have been prepared in accordance with United States generally accepted accounting principles (“GAAP”). In preparing our financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. As a result, actual results could differ from these estimates.

We evaluate our estimates and judgments on an ongoing basis. We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the period presented. Our actual results may differ from these estimates, and different assumptions or conditions may yield different estimates. There have been no changes to critical accounting estimates in the three months ended March 31, 2017. For a full description of our accounting policies please refer to Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Annual Report.

Collectability of Accounts Receivable

The following table sets forth the aging of our net accounts receivable (net of allowance for contractual adjustments, and prior to allowance for doubtful accounts), aged based on date of service and categorized based on the three primary overall types of accounts receivable characteristics (in thousands):

	March 31, 2017			December 31, 2016		
	0 - 180 days	Over 180 days	Total	0 - 180 days	Over 180 days	Total
Government	\$ 17,963	\$ 7,191	\$ 25,154	\$ 19,891	\$ 8,278	\$ 28,169
Commercial	91,676	22,619	114,295	97,744	19,848	117,592
Patient	6,190	7,899	14,089	3,955	6,825	10,780
Gross accounts receivable	\$ 115,829	\$ 37,709	153,538	\$ 121,590	\$ 34,951	156,541
Allowance for doubtful accounts			(44,061)			(44,730)
Net accounts receivable			\$ 109,477			\$ 111,811

Results of Operations

The following consolidated statements have been derived from our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q. The discussion set forth below compares our results of operations for the three months ended March 31, 2017 with the results of operations for the same quarter of 2016.

Three months ended March 31, 2017 compared to three months ended March 31, 2016

	Three Months Ended March 31, (in thousands)		As a Percentage of Revenue	
	2017	2016	2017	2016
Net revenue	\$ 217,810	\$ 238,462	100.0 %	100.0 %
Gross profit	65,584	64,232	30.1 %	26.9 %
Other operating expenses	44,358	39,658	20.4 %	16.6 %
Bad debt expense	7,164	7,592	3.3 %	3.2 %
General and administrative expenses	9,479	11,051	4.4 %	4.6 %
Restructuring, acquisition, integration, and other expenses, net	3,223	2,667	1.5 %	1.1 %
Depreciation and amortization expense	6,988	4,538	3.2 %	1.9 %
Interest expense	12,744	9,412	5.9 %	3.9 %
Gain on dispositions	—	(939)	— %	(0.4)%
Loss from continuing operations, before income taxes	(18,372)	(9,747)	(8.4)%	(4.1)%
Income tax expense	619	23	0.3 %	— %
Loss from continuing operations, net of income taxes	(18,991)	(9,770)	(8.7)%	(4.1)%
(Loss) income from discontinued operations, net of income taxes	(437)	233	(0.2)%	0.1 %
Net loss	\$ (19,428)	\$ (9,537)	(8.9)%	(4.0)%

Net Revenue. Net revenue for the three months ended March 31, 2017 decreased \$20.7 million, or 8.7%, to \$217.8 million, compared to net revenue of \$238.5 million for the same period in 2016. The decrease in net revenue reflects the Company's shift in strategy to focus on growing its core revenue mix coupled with the impact of the Cures Act.

Gross Profit. Gross profit consists of revenue less cost of revenue (excluding depreciation expense). The cost of revenue (excluding depreciation expense) primarily includes the costs of prescription medications, supplies, nursing services, shipping and other direct and indirect costs. The increase in gross profit in dollars for the three months ended March 31, 2017 as compared to the same period in 2016 was driven by an improved mix of higher margin core therapy revenues versus lower margin non-core therapy revenues. Gross profit as a percentage of revenue improved by 3% for the three months ended March 31, 2017 as compared to the same period in 2016.

Other Operating Expenses. Other operating expenses consist primarily of wages and benefits, travel expenses, professional service and field office expenses for our healthcare professionals engaged in providing infusion services to our patients. Other operating expenses for the three months ended March 31, 2017 increased \$4.7 million or 12% compared to the same period in 2016 due to increased wage, benefit, and other employee costs associated with the acquisition of Home Solutions on September 9, 2016.

Bad Debt Expense. The \$0.4 million or 6% decrease in bad expense during the three months ended March 31, 2017 as compared to the same period in 2016, is the result of improved billing and collection efforts resulting in more predictable cash receipts from our payors.

General and Administrative Expenses. General and administrative expenses consist of wages and benefits for corporate overhead personnel and certain corporate level professional service fees, including legal, accounting, and IT fees. The decrease in general and administrative expenses of \$1.6 million or 14% resulted from reductions in the number of corporate personnel and their associated wage and benefits costs, as well as decreases in professional service fees.

Restructuring, Acquisition, Integration, and Other Expenses, Net. The restructuring, acquisition, integration, and other expenses, net increased by \$0.6 million or 20.8% during the three months ended March 31, 2017. The restructuring, acquisition,

integration, and other expenses consist primarily of employee severance and other benefit-related costs, third-party consulting costs, redundant facility-related costs and certain other costs associated with our restructuring, acquisition, and integration initiatives.

Depreciation and Amortization Expense. Depreciation and amortization expense includes the depreciation of property and equipment and the amortization of intangible assets such as customer relationships, trademarks, and non-compete agreements with estimable lives. During the three months ended March 31, 2017 and 2016, we recorded depreciation expense of \$3.8 million and \$3.7 million, respectively, and amortization expense of intangibles of \$3.2 million and \$0.8 million, respectively. The increase in depreciation expense during the three months ended March 31, 2017 as compared to the same period in 2016 is the result of a greater property and equipment net balance at the beginning of the current three month period. The increase in amortization expense of intangibles is a result of increased net intangible asset balances at the beginning of the current period due to the Home Solutions Transaction in 2016.

Interest Expense. Interest expense consists of interest expense and amortization of deferred financing costs, reduced by an immaterial amount of interest income. During the three months ended March 31, 2017 and 2016, we recorded interest expense of \$12.7 million and \$9.4 million, respectively, including \$1.3 million and \$0.9 million of amortization of deferred financing costs, respectively. The increase in interest expense during the three months ended March 31, 2017 as compared to the same period in 2016 is the result of the changes in debt structure attributable to the Sixth Amendment to the Senior Credit Facilities (each term as defined below).

Gain on Dispositions. Gain on dispositions during the three months ended March 31, 2016 consists of \$0.9 million related to the sale of the Infusion Services center in Pittsburgh, Pennsylvania in the first quarter of 2016.

Income Tax Expense (Benefit). The 2017 income tax expense includes a federal tax benefit of \$6.4 million, offset by insignificant state tax expense, a \$7.0 million adjustment related to deferred tax asset valuation allowances, and transaction costs and other permanent items of \$0.1 million. The nominal income tax expense for the three months ended March 31, 2016 includes a federal tax benefit of \$3.4 million and an insignificant state tax benefit, partially offset by a \$3.4 million adjustment to deferred tax asset valuation allowances and transaction costs of \$0.1 million.

Non-GAAP Measures

The following table reconciles GAAP loss from continuing operations, net of income taxes to consolidated Adjusted EBITDA. Adjusted EBITDA is net income (loss) adjusted for interest expense, income tax expense (benefit), depreciation and amortization, impairments, and stock-based compensation expense. Adjusted EBITDA also excludes restructuring, acquisition, integration and other expenses including non-operating costs associated with restructuring, acquisition and integration initiatives such as employee severance costs, certain legal and professional fees, training costs, redundant wage costs, impacts recorded from the change in contingent consideration obligations, and other costs related to contract terminations and closed branches/offices.

Consolidated Adjusted EBITDA is a measure of earnings that management monitors as an important indicator of financial performance, particularly future earnings potential and recurring cash flow. Adjusted EBITDA is also a primary objective of the management bonus plan. Inclusion of Adjusted EBITDA is intended to provide investors insight into the manner in which management views the performance of the Company.

Non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as a substitute for our financial results prepared in accordance with GAAP. Our calculation of Non-GAAP Adjusted EBITDA, as presented, may differ from similarly titled measures reported by other companies. We encourage investors to review these reconciliations and we qualify our use of non-GAAP financial measures with cautionary statements as to their limitations.

	Three Months Ended March 31,	
	2017	2016
	(in thousands)	
Infusion services Adjusted EBITDA	\$ 14,062	\$ 16,982
Corporate overhead Adjusted EBITDA	(8,885)	(9,577)
Consolidated Adjusted EBITDA	5,177	7,405
Interest expense	(12,744)	(9,412)
Gain (loss) on dispositions	—	939
Income tax benefit (expense)	(619)	(23)
Depreciation and amortization expense	(6,988)	(4,538)
Stock-based compensation expense	(594)	(1,474)
Restructuring, acquisition, integration, and other expenses, net	(3,223)	(2,667)
Loss from continuing operations, net of income taxes	\$ (18,991)	\$ (9,770)

Consolidated Adjusted EBITDA decreased during the three months ended March 31, 2017 compared to the same period of the prior year. The decrease in Adjusted EBITDA is driven by decreases in net revenue as a result of the Company's shift in strategy to focus on growing its core revenue mix coupled with the impact of the Cures Act.

Liquidity and Capital Resources

Sources and Uses of Funds

Net cash used in operating activities from continuing operations totaled \$10.6 million during the three months ended March 31, 2017 compared to \$5.0 million during the three months ended March 31, 2016, an increase of \$5.6 million. The increased cash usage was primarily driven by the increased loss from operations, partially offset by favorable changes in working capital which provided \$0.5 million more cash in the three months ended March 31, 2017 as compared to the same period in 2016.

Net cash used in investing activities from continuing operations during the three months ended March 31, 2017 was \$6.8 million compared to \$1.3 million of cash used during the same period in 2016, the increase relating to cash restricted to collateralize letters of credit issued under the Senior Credit Facilities totaling \$5.1 million and changes in property and equipment totaling \$0.4 million.

Net cash provided by financing activities from continuing operations during the three months ended March 31, 2017 was \$24.2 million compared to \$4.8 million of cash provided by financing activities during the same period in 2016. The cash provided by financing activities in the three months ended March 31, 2017, includes the net proceeds of approximately \$5.1 million from the 2017 Private Placement (as defined below), \$23.1 million from the Priming Credit Agreement (as defined below) and advances of \$0.6 million offset by repayments of \$1.0 million on our Revolving Credit Facility (defined below), offset by \$3.1 million of principal payments made on the Term Loan Facility.

At March 31, 2017, we had working capital of \$54.3 million, including \$16.0 million of cash on hand, compared to \$45.7 million at December 31, 2016. The \$8.6 million increase in working capital results primarily from the increase in our cash and cash equivalents and restricted cash of \$6.4 million attributable to the net proceeds received from the Priming Credit Agreement and the 2017 Private Placement. At March 31, 2017, we had outstanding letters of credit totaling \$4.9 million, collateralized by restricted cash of \$5.1 million.

Senior Credit Facilities

The Company is obligated under (i) a senior secured first-lien revolving credit facility in an aggregate principal amount of \$75.0 million (the “Revolving Credit Facility”), (ii) a senior secured first-lien term loan B in an aggregate principal amount of \$250.0 million (the “Term Loan B Facility”) and (iii) a senior secured first-lien delayed draw term loan B in an aggregate principal amount of \$150.0 million (the “Delayed Draw Term Loan Facility” and, together with the Revolving Credit Facility and the Term Loan B Facility, the “Senior Credit Facilities”) with SunTrust Bank, Jefferies Finance LLC and Morgan Stanley Senior Funding, Inc. (collectively, the “Lenders”), originally entered on July 31, 2013 and amended from time to time.

The applicable interest rates for each of the Term Loan Facilities is the Eurodollar rate plus 6.00% or the base rate plus 5.00%, until the occurrence of certain pricing decrease triggering events, as defined in the amended Senior Credit Facilities. Upon the occurrence of a pricing decrease triggering event, the interest rates for the Senior Credit Facilities may revert to the Eurodollar rate plus 5.25% or the base rate plus 4.25%. As of March 31, 2017, the interest rates related to the Revolving Credit Facility and the Term Loan Facilities are approximately 8.25% and 6.50%, respectively.

The Revolving Credit Facility matures on July 31, 2018 at which time all principal amounts outstanding are due and payable. The Term Loan Facilities require quarterly principal repayments of \$3.1 million beginning March 31, 2016 until their July 31, 2020 maturity at which time the remaining principal amount of approximately \$194.9 million is due and payable.

On January 6, 2017, the Company entered into a sixth amendment (the “Sixth Amendment”) to the Senior Credit Facilities. The Sixth Amendment amended the Senior Credit Facilities to, among other things, (a) permanently reduce the revolving commitments in accordance with a schedule set forth therein and prohibit further revolving borrowings, (b) require the cash collateralization of letters of credit issued thereunder, (c) increase the interest rate for loans outstanding under the Senior Credit Facilities and require a portion of accrued interest at the increased rate to be paid-in-kind, (d) permit the Company and its subsidiaries to enter into the Priming Credit Agreement, which provides the Company with an aggregate borrowing commitment of \$25.0 million, which was fully drawn at closing, and permit the Company to incur the obligations thereunder and to subordinate the liens securing the Senior Credit Facilities to the liens securing the obligations under the Priming Credit Agreement, and (e) amend certain covenants and waive previous covenant violations, including by (i) increasing the consolidated senior secured net leverage ratio covenant, (ii) adding a minimum EBITDA covenant, to be tested quarterly, and (iii) otherwise restricting the ability of the Company and its subsidiaries to incur certain additional indebtedness and make additional significant investments or acquisitions.

On January 6, 2017, the Company entered into a new credit agreement (the “Priming Credit Agreement”) with certain existing lenders under the Senior Credit Facilities and SunTrust, as administrative agent for itself and the lenders. The Priming Credit Agreement provides an aggregate borrowing commitment of \$25.0 million, which was fully drawn at closing. The Company intends to use the proceeds of the borrowing under the Priming Credit Agreement (i) to permanently prepay a portion of the outstanding revolving loan balance under the Senior Credit Facilities, (ii) to cash collateralize letters of credit issued under the Senior Credit Facilities, (iii) to pay fees and expenses in connection with the execution and delivery of the Priming Credit Agreement and the Sixth Amendment, and (iv) for working capital and other general corporate purposes.

The Company will pay interest on the outstanding loans under the Priming Credit Agreement at a rate of 10% per annum, and accrued interest will be payable in cash monthly in arrears on the last day of each fiscal month. The obligations under the Priming Credit Agreement are not subject to scheduled amortization installments, and all outstanding obligations will mature and be due and payable in full in cash on July 31, 2018. The occurrence of certain events of default may increase the applicable rate of interest by 2% and could result in the acceleration of the Company’s obligations under the Priming Credit Agreement prior to stated maturity.

The Priming Credit Agreement contains mandatory prepayments, representations and warranties, affirmative and negative covenants, financial covenants and events of default that are substantially identical to the corresponding provisions of the Senior Credit Facilities. In addition, the obligations under the Priming Credit Agreement are guaranteed by joint and several guarantees from the Company’s subsidiaries and secured by a security interest on substantially all of the assets of the Company and its subsidiaries.

The payment obligations under the Priming Credit Agreement rank pari passu in right of payment with the payment obligations under the Senior Credit Facilities. Upon the occurrence of certain mandatory prepayment events, the Company is required to apply the net proceeds thereof, first, to the permanent prepayment of outstanding revolving loans under the Senior Credit Facilities until paid in full, next, to the permanent prepayment of outstanding term loans under the Senior Credit Facilities until paid in full, and, last, to the permanent prepayment of outstanding loans under the Priming Credit Agreement.

2021 Notes

On February 11, 2014, the Company issued \$200.0 million aggregate principal amount of 8.875% senior notes due in 2021 (the “2021 Notes”). The 2021 Notes are senior unsecured obligations of the Company and are fully and unconditionally guaranteed by all existing and future subsidiaries of the Company.

Interest on the 2021 Notes accrues at a fixed rate of 8.875% per annum and is payable in cash semi-annually on February 15 and August 15 of each year. The debt discount of \$5.0 million at issuance is being amortized as interest expense through maturity which will result in the accretion over time of the outstanding debt balance to the principal amount. The 2021 Notes are the Company’s senior unsecured obligations and rank equally in right of payment with all of its other existing and future senior unsecured indebtedness and senior in right of payment to all of its existing and future subordinated indebtedness.

The 2021 Notes are guaranteed on a full, joint and several basis by each of the Company’s existing and future domestic restricted subsidiaries that is a borrower under any of the Company’s credit facilities or that guarantees any of the Company’s debt or that of any of its restricted subsidiaries, in each case incurred under the Company’s credit facilities. As of March 31, 2017, the Company does not have any independent assets or operations, and as a result, its direct and indirect subsidiaries (other than minor subsidiaries), each being 100% owned by the Company, are fully and unconditionally, jointly and severally, providing guarantees on a senior unsecured basis to the 2021 Notes.

Securities Purchase Agreement

On March 9, 2015, the Company entered into a securities purchase agreement (the “Purchase Agreement”) with Coliseum Capital Partners L.P., a Delaware limited partnership, Coliseum Capital Partners II, L.P., a Delaware limited partnership, and Blackwell Partners, LLC, Series A, a Georgia limited liability company (collectively, the “PIPE Investors”). Pursuant to the terms of the Purchase Agreement, the Company issued and sold to the PIPE Investors in a private placement (the “PIPE Transaction”) an aggregate of (a) 625,000 shares of Series A Preferred Stock at a purchase price per share of \$100.00, (b) 1,800,000 Class A warrants (the “Class A Warrants”), and (c) 1,800,000 Class B warrants (the “Class B Warrants” and, together with Class A Warrants, the “PIPE Warrants”), for gross proceeds of \$62.5 million. The initial conversion price for the PIPE Preferred Shares is \$5.17. The PIPE Warrants may be exercised to acquire shares of Common Stock. Pursuant to an addendum (the “Warrant Addendum”), dated as of March 23, 2015, to the Warrant Agreement, dated as of March 9, 2015 (together with the Warrant Addendum, the “Warrant Agreement”), with the PIPE Investors, the PIPE Investors paid the Company \$0.5 million in the aggregate, and the per share exercise price of the Class A Warrants and Class B Warrants was set at \$5.17 and \$6.45, respectively, reduced from \$5.295 to \$5.17 and from \$6.595 to \$6.45, respectively.

Series A, Series B, and Series C Convertible Preferred Stock

In connection with the PIPE Transaction, the Company authorized 825,000 shares and issued to the PIPE Investors 625,000 shares of Series A Preferred Stock at \$100.00 per share. We are required, pursuant to the terms of the Certificate of Designations governing the Series A Preferred Stock and the Warrant Agreement governing the PIPE Warrants, to at all times reserve sufficient shares of common stock to allow for the conversion of the Series A Preferred Stock and exercise of the PIPE Warrants.

The Series A Preferred Stock may, at the option of the holder, be converted into Common Stock and receive a Liquidation Preference upon voluntary or involuntary liquidation, dissolution, or winding up of the Company as described in the Company’s Annual Report. The Company may pay a noncumulative cash dividend on each share of the Series A Preferred Stock. In the event the Company does not declare and pay a cash dividend, the Liquidation Preference of the Series A Preferred Stock will be increased to an amount equal to the Liquidation Preference in effect at the start of the applicable quarterly dividend period, plus an amount equal to such then applicable Liquidation Preference multiplied by 11.5% per annum.

On June 10, 2016, in order to allow the shares of common stock reserved for issuance for the conversion of the Series A Preferred Stock and exercise of the PIPE Warrants to be released from reservation and sold pursuant to the 2016 Equity Offering (see below), we entered into an Exchange Agreement with the PIPE Investors (the “Series B Exchange Agreement”) pursuant to which the PIPE Investors agreed:

- i) to exchange 614,177 shares of the existing Series A Preferred Stock for an identical number of shares of Series B Convertible Preferred Stock (the “Series B Preferred Stock”), which have the same terms as the Series A Preferred Stock, except that the terms of the Series B Preferred Stock include the authority of the holders of the Series B Preferred Stock to waive the requirement that the Company reserve a sufficient number of shares of common stock reserved at all times to allow for the conversion of the Series B Preferred Stock; and

- ii) to waive the requirement under the Warrant Agreement governing the PIPE Warrants to reserve 3,600,000 shares of our common stock for the exercise of the PIPE Warrants.

On June 14, 2016, the Company entered into another Exchange Agreement (the “Series C Exchange Agreement”) with the PIPE Investors, pursuant to which the PIPE Investors agreed to exchange their shares of Series B Preferred Stock issued pursuant to the Series B Exchange Agreement on a one for one basis for shares of a new series of preferred stock of the Company (the “Series C Preferred Stock” and, together with the Series A Preferred Stock and the Series B Preferred Stock, the “Preferred Stock”), designated “Series C Convertible Preferred Stock.”

Under the terms of the Series C Exchange Agreement, the PIPE Investors agreed to exchange 614,177 shares of the Series B Preferred Stock for an identical number of shares of Series C Preferred Stock, which have the same terms as the Series B Preferred Stock, except that the terms of the Series C Preferred Stock provide that the 11.5% per annum rate of non-cash dividends payable on the shares of the Series C Preferred Stock will be reduced based on the achievement by the Company of specified “Consolidated EBITDA” as defined in the Senior Credit Facilities. In addition, pursuant to the Series C Exchange Agreement, the PIPE Investors agreed to waive the requirement under the Warrant Agreement governing the PIPE Warrants held by the PIPE Investors to reserve 3,600,000 shares of our common stock for the exercise of the PIPE Warrants.

The transactions effected pursuant to the Series C Exchange Agreement ensured there were a sufficient number of authorized shares of common stock to undertake the 2016 Equity Offering. In the Series C Exchange Agreement, we agreed that within four months of the date of the Series C Exchange Agreement, a special meeting of our stockholders would be called to seek approval to the Charter Amendment so as to allow us to reserve sufficient shares for the conversion of the Series C Preferred Stock and the exercise of the PIPE Warrants. This approval was obtained at a special meeting of our stockholders held on November 30, 2016.

As a result of the exchanges discussed above, there are, as of March 31, 2017 (a) 21,645 shares of Series A Preferred Stock outstanding, of which 10,823 shares are owned by the PIPE Investors, (b) no shares of Series B Preferred Stock outstanding, and (c) 614,177 shares of Series C Preferred Stock outstanding, all of which are owned by the PIPE Investors.

Rights Offering

On June 30, 2015, the Company commenced a rights offering (the “Rights Offering”) pursuant to which the Company distributed subscription rights to purchase units consisting of (1) Series A Preferred Stock, each share convertible into shares of Common Stock at a conversion price of \$5.17 per share, (2) Class A warrants to purchase one share of Common Stock at a price of \$5.17 per share (the “Public Class A Warrants”), and (3) Class B warrants to purchase one share of Common Stock at a price of \$6.45 per share (the “Public Class B Warrants” and, together with the Public Class A Warrants, the “Public Warrants”). The Rights Offering was completed on July 31, 2015. Stockholders of the Company exercised subscription rights to purchase 10,822 units, consisting of an aggregate of 10,822 shares of the Series A Preferred Stock, 31,025 Public Class A Warrants, and 31,025 Public Class B Warrants, at a subscription price of \$100.00 per unit. Pursuant to the Rights Offering, the Company raised gross proceeds of approximately \$1.1 million.

With the exception of the expiration date, the Class A Warrants issued pursuant to the PIPE Transaction, as amended by the Warrant Addendum, have the same terms as the Public Class A Warrants issued pursuant to the Rights Offering. Similarly, with the exception of the expiration date, the Class B Warrants issued pursuant to the PIPE Transaction, as amended by the Warrant Addendum, have the same terms as the Public Class B Warrants issued pursuant to the Rights Offering.

2016 Shelf Registration

We filed a shelf registration statement on Form S-3 under the Securities Act on April 1, 2016, which was declared effective May 2, 2016 (the “2016 Shelf”). Under the 2016 Shelf at the time of effectiveness, we had the ability to raise up to \$200 million, in one or more transactions, by selling common stock, preferred stock, debt securities, warrants, units and rights.

2016 Equity Offering

On June 22, 2016, pursuant to our effective shelf registration statement on Form S-3, we completed an underwritten public offering of 45,200,000 shares of our common stock, including 5,200,000 shares of common stock issued upon the underwriters’ full exercise of the over-allotment option, at a public offering price of 2.00 per share, less underwriting discounts and commissions and offering expenses payable by us (the “2016 Equity Offering”). We received net proceeds of approximately \$83.3 million from the 2016 Equity Offering, after deducting underwriting discounts and commissions and offering expenses.

A portion of the net proceeds from the 2016 Equity Offering was used to temporarily repay our outstanding borrowings under the Revolving Credit Facility. We then drew from the Revolving Credit Facility and used the remainder of the 2016 Equity Offering net proceeds to fund the Cash Consideration and pay fees and expenses in connection with the closing of the Home Solutions Transaction.

Home Solutions Transaction

On September 9, 2016, the Company acquired substantially all of the assets and assumed certain liabilities of Home Solutions and its subsidiaries pursuant to the Home Solutions Agreement dated June 11, 2016, by and among Home Solutions, a Delaware corporation, certain subsidiaries of Home Solutions, the Company and HomeChoice Partners, Inc., a Delaware corporation. Home Solutions, a privately held company, provides home infusion and home nursing products and services to patients suffering from chronic and acute medical conditions. On June 16, 2016, the Company, HomeChoice Partners, Inc. and Home Solutions entered into an amendment to the Home Solutions Agreement (the “First Amendment”), which modified the terms of the consideration payable by the Company to Home Solutions thereunder. On September 2, 2016, the same parties entered into a second amendment to the Home Solutions Agreement (the “HS Second Amendment”), which amended the Home Solutions Agreement to eliminate the condition to closing that the Company receive stockholder approval to increase its authorized share capital (the “Charter Amendment”) and facilitated the timely consummation of the Transaction. The HS Second Amendment instead provided that the Company will hold a stockholder meeting after the closing of the Transaction to seek stockholder approval of the Charter Amendment, and if the approval is not obtained at the first special meeting, the Company will submit the proposal on a twice per year basis beginning in 2017, at either the annual meeting or a special meeting of stockholders. This approval was obtained at a special meeting held on November 30, 2016. On September 9, 2016, in connection with the consummation of the Transaction, the parties entered into a third amendment (the “Third Amendment”) to the Home Solutions Agreement, which provided for non-material amendments to the closing mechanics, defined terms, acquired and excluded assets, and covenants of the Home Solutions Agreement.

Under the Home Solutions Agreement, the Company did not purchase, among other things, (a) any accounts receivable associated with governmental payors, (b) cash assets, (c) certain non-transferable assets (e.g., state licenses and Medicare and Medicaid certifications and personnel and employment records), (d) the equity of Home Solutions and its subsidiaries; (e) certain tax assets, (f) causes of actions related to any of the items specified as excluded assets or excluded liabilities in the Home Solutions Agreement, (g) any privileged materials, documents or records of Home Solutions related to such excluded assets or excluded liabilities, or (h) intercompany receivables.

The aggregate consideration paid by the Company in the Transaction was equal to (i) the Cash Consideration; plus (ii) the Transaction Closing Equity Consideration and (b) the RSUs, issuable in two tranches, Tranche A and Tranche B, with different vesting conditions. The number of shares of Company common stock in Tranche A will be approximately 3.1 million. The number of shares of Company common stock in Tranche B will be approximately 4.0 million. Upon close of the Transaction the RSUs had no intrinsic value, but are reported in our consolidated financial statements at their estimated fair value at the date of issuance. The Home Solutions Agreement provides Home Solutions with certain customary registration rights that required us, within 30 days following the closing of the Transaction, to file a registration statement for the selling stockholder’s resale of the Transaction Closing Equity Consideration and the Contingent Shares pursuant to the Securities Act. The Company filed the registration statement on October 7, 2016 and it was declared effective on October 27, 2016.

The Company will issue the shares of our Common Stock issuable to Home Solutions pursuant to the RSUs in Tranche A promptly, and in any event within five business days, following the earlier of (a) the closing price of our Common Stock, as reported by NASDAQ, averaging \$4.00 per share or above over 20 consecutive trading days during the period beginning on September 9, 2016 and ending December 31, 2019, or (b) a change of control that occurs on or prior to December 31, 2017 or a change of control thereafter but on or prior to December 31, 2019, pursuant to which the consideration payable per share equals or exceeds \$4.00 per share. The Company will issue the shares of our Common Stock issuable to Home Solutions pursuant to the RSUs in Tranche B promptly, and in any event within five business days, following the earlier of (a) the closing price of our Common Stock, as reported by NASDAQ, averaging \$5.00 per share or above over 20 consecutive trading days during the period beginning on September 9, 2016 and ending December 31, 2019, or (b) a change of control that occurs on or prior to December 31, 2017, or a change of control thereafter but on or prior to December 31, 2019, pursuant to which the consideration payable per share equals or exceeds \$5.00 per share. The Home Solutions Agreement provides for a cash settlement option related to the RSUs, effective June 15, 2021, if, and only if, authorized shares are unavailable when the vesting conditions of Tranche A and Tranche B are met.

The Cash Consideration and the Transaction Closing Equity Consideration were paid at closing and were funded by cash on-hand and borrowings from our Revolving Credit Facility.

2017 Private Placement

On March 1, 2017, the Company entered into a Stock Purchase Agreement (the “Stock Purchase Agreement”) with Venor Capital Master Fund Ltd., Map 139 Segregated Portfolio of LMA SPC, Venor Special Situations Fund II LP and Trevithick LP (the “Stockholders”). Pursuant to the Stock Purchase Agreement, the Company sold an aggregate of 3.3 million shares of its common stock (the “Shares”) for aggregate gross proceeds of approximately \$5.1 million in a private placement transaction (the “Private Placement”). The purchase price for each Share was \$1.5366, which was negotiated between the Company and the Stockholders based on the volume-weighted average price of the Company’s common stock on the NASDAQ Global Market on March 1, 2017. Proceeds from the Private Placement will be used for working capital and general corporate purposes.

Income Taxes

At March 31, 2017, we had Federal net operating loss (“NOL”) carry forwards of approximately \$345.7 million, of which \$15.0 million is subject to an annual limitation, which will begin expiring in 2026 and later. We have post-apportioned state NOL carry forwards of approximately \$390.0 million, the majority of which will begin expiring in 2017 and later.

Future Cash Requirements

Net cash used in operating activities from continuing operations totaled \$10.6 million during the three months ended March 31, 2017. Our working capital increased \$8.6 million as of March 31, 2017 compared to December 31, 2016, primarily as a result of an increase in our cash and cash equivalents of \$6.4 million attributable to the net proceeds received from the 2017 Private Placement and the Priming Credit Agreement. At March 31, 2017, after considering outstanding letters of credit totaling \$4.9 million, collateralized by restricted cash of \$5.1 million, we had \$54.9 million drawn and no additional borrowing capacity under our Revolving Credit Facility, plus \$16.0 million of cash on hand to supplement our working capital needs. If we cannot successfully execute our strategic plans we will likely require additional or alternative sources of liquidity, including additional borrowings.

On January 6, 2017, we entered into the Sixth Amendment, which amended the Senior Credit Facilities to, among other things, (a) permanently reduce the revolving commitments in accordance with a schedule set forth therein and prohibit further revolving borrowings, (b) require the cash collateralization of letters of credit issued thereunder, (c) increase the interest rate for loans outstanding under the Senior Credit Facilities and require a portion of accrued interest at the increased rate to be paid-in-kind, (d) permit the Company and its subsidiaries to enter into the Priming Credit Agreement, which provides the Company with an aggregate borrowing commitment of \$25.0 million, which was fully drawn at closing, and permit the Company to incur the obligations thereunder and to subordinate the liens securing the Senior Credit Facilities to the liens securing the obligations under the Priming Credit Agreement, and (e) amend certain covenants.

We regularly evaluate market conditions and financing options to improve our current liquidity profile and enhance our financial flexibility. These options may include opportunities to raise additional funds through the issuance of various forms of equity and/or debt securities or other instruments, the sale of assets or refinancing all or a portion of our indebtedness. However, there is no assurance that, if necessary, we would be able to raise capital to provide required liquidity.

Additionally, we will pursue our operational and strategic plan and will also review a range of strategic alternatives, which could include, among other things, transitioning chronic therapies to alliance partners, a potential sale or merger of our company, or continuing to pursue our operational and strategic plan. Additionally, we may pursue joint venture arrangements, additional business acquisitions and other transactions designed to expand our business.

As of the filing of this Quarterly Report, we expect that our cash on hand and cash from operations will be sufficient to fund our anticipated working capital, scheduled principal and interest repayments and other cash needs for at least the next 12 months.

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates realization of assets and satisfaction of liabilities in the ordinary course of business. As such, they do not include any adjustments to the recoverability and reclassification of recorded amounts that might be necessary should we be unable to continue as a going concern.

We regularly evaluate market conditions and financing options to improve our current liquidity profile and enhance our financial flexibility. These options may include opportunities to raise additional funds through the issuance of various forms of

equity and/or debt securities or other instruments, the sale of assets or refinancing all or a portion of our indebtedness. However, there is no assurance that, if necessary, we would be able to raise capital to provide required liquidity.

The UnitedHealthcare contract will terminate effective on September 30, 2017. Following a negotiation process it became apparent our business demands do not align, and UnitedHealthcare and the Company were unable to find an agreement that was beneficial to both parties. The termination of this agreement is consistent with our CORE initiative, which focuses on growth of our profitable business segments. We anticipate that the UnitedHealthcare contract termination will have a neutral impact to 2017 adjusted EBITDA. The UnitedHealthcare contract was not profitable and its termination is expected to have a positive impact on adjusted EBITDA outlook going forward.

Item 3. Quantitative and Qualitative Disclosures About Market Risks

There have been no material changes to our exposure to market risk since the Annual Report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act) that are designed to ensure that information required to be disclosed by the Company in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, management evaluated the effectiveness of the Company's disclosure controls and procedures as of March 31, 2017. Based on that evaluation, the Company's Chief Executive Officer and its Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2017.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II
OTHER INFORMATION**

Item 1. Legal Proceedings

For a summary of legal proceedings please refer to Note 7 within the financial statements section of this document.

Item 1A. Risk Factors

The risk factors disclosed in "Item 1A. Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2016 are hereby incorporated by reference.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits.

Exhibit Number	Description
2.1+	Asset Purchase Agreement, dated June 11, 2016, by and among HS Infusion Holdings, Inc., the direct and indirect subsidiaries of HS Infusion Holdings, Inc. set forth on the signature pages, the Company and HomeChoice Partners, Inc. (the "Home Solutions Agreement") (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on June 13, 2016, SEC File Number 000-28740).
2.2	First Amendment, dated June 16, 2016, to the Home Solutions Agreement (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K/A filed on June 20, 2016, SEC File Number 000-28740).
2.3	Second Amendment, dated September 2, 2016, to the Home Solutions Agreement (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on September 7, 2016, SEC File Number 001-11993).
2.4	Third Amendment, dated September 9, 2016, to the Home Solutions Agreement (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on September 12, 2016, SEC File Number 001-11993).
3.1	Second Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-4 (File No. 333-119098) declared effective on January 26, 2005).
3.2	Amendment to the Second Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 10, 2010, SEC File Number 000-28740).
3.3	Certificate of Designations for Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 10, 2015, SEC File Number 000-28740).
3.4	Certificate of Designations for Series B Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 13, 2016, SEC File Number 000-28740).
3.5	Certificate of Designations for Series C Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 14, 2016, SEC File Number 000-28740).
3.6	Certificate of Designations, Preferences, and Rights for Series D Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 12, 2016, SEC File Number 000-28740).
3.7	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on April 28, 2011, SEC File Number 000-28740).
4.1	Tax Asset Protection Plan dated as of August 11, 2016, by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent, which includes as Exhibit B the Form of Rights Certificate (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 12, 2016, SEC File Number 000-28740).
4.2	Registration Rights Agreement, dated March 1, 2017, by and among the Company and the investors named therein (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 2, 2017, SEC File Number 001-11993).
10.1	Sixth Amendment to the Senior Credit Facilities, dated as of January 6, 2017 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 6, 2017, SEC File Number 001-11993).
10.2	Priming Credit Agreement, dated as of January 6, 2017, by and among the Company, SunTrust Bank and the lenders from time to time party thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 6, 2017, SEC File Number 001-11993).
10.3	Stock Purchase Agreement, dated March 1, 2017, by and among the Company and the investors named therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 2, 2017, SEC File Number 001-11993).
10.4	Offer Letter, dated April 10, 2017, by and between the Company and Stephen M. Deitsch (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 20, 2017, SEC File Number 001-11993).
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 * The following financial information from BioScrip, Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Unaudited Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015, (ii) Consolidated Balance Sheets as of September 30, 2016 and December 31, 2015, (iii) Unaudited Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015, and (iv) Notes to Unaudited Consolidated Financial Statements.
- * Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.
- + Certain schedules attached to the Home Solutions Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish the omitted schedules to the Securities and Exchange Commission upon request by the Commission.

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, thereunto duly authorized, on May 4, 2017.

BIOSCRIP INC.

/s/ C. Britt Jeffcoat

C. Britt Jeffcoat

Vice President, Controller
and Chief Accounting Officer

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Daniel E. Greenleaf, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BioScrip, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2017

/s/ Daniel E. Greenleaf

Daniel E. Greenleaf, President, Chief Executive Officer
and Principal Executive Officer

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen M. Deitsch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BioScrip, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2017

/s/ Stephen M. Deitsch

Stephen M. Deitsch, Chief Financial Officer,
Treasurer and Principal Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of BioScrip, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel E. Greenleaf, Chief Executive Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 4, 2017

/s/ Daniel E. Greenleaf

Daniel E. Greenleaf, President, Chief Executive Officer
and Principal Executive Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of BioScrip, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen M. Deitsch, Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 4, 2017

/s/ Stephen M. Deitsch
Stephen M. Deitsch, Chief Financial Officer,
Treasurer and Principal Financial Officer