

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

**SCHEDULE 14A
(RULE 14A-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-12))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-11(c) or § 140.14a-12

BIOSCRIP, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

BioScrip, Inc. Investor Presentation

- ❁ January 2010
- ❁ Jefferies & Company, Inc. 2010 Global
Healthcare Services Conference

NASDAQ: BIOS

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Safe Harbor

- ⊕ This presentation includes forward-looking statements regarding the proposed acquisition and related transactions that are not historical or current facts and deal with potential future circumstances and developments, in particular information regarding growth opportunities, expected synergies from the acquisition, and whether and when the transactions contemplated by the merger agreement will be consummated. Forward-looking statements are qualified by the inherent risk and uncertainties surrounding future expectations generally and may materially differ from actual future experience. Risks and uncertainties that could affect forward-looking statements include: the failure to realize synergies as a result of operational efficiencies, purchasing volume discounts, cross-selling of services, streamlined distribution and general and administrative reductions in the timeframe expected or at all; unexpected costs or liabilities; the result of the review of the proposed transaction by certain regulatory agencies, and any conditions imposed in connection with the consummation of the transaction; approval of issuance of BioScrip's stock in connection with the transaction by the stockholders of BioScrip and satisfaction of various other conditions to the closing of the transaction contemplated by the merger agreement; and the risks that are described from time to time in BioScrip's reports filed with the Securities and Exchange Commission (the "SEC"), including BioScrip's annual report on Form 10-K for the year ended December 31, 2008 and quarterly report on Form 10-Q for the quarter ended September 30, 2009, as amended. This press release speaks only as of its date, and BioScrip disclaims any duty to update the information herein.

Safe Harbor (cont'd)

Additional Information and Where to Find it

- * BioScrip, Inc. intends to file with the Securities and Exchange Commission (the "SEC") a proxy statement regarding the issuance of stock in connection with the proposed transaction. The proxy statement will be mailed to the stockholders of BioScrip. **INVESTORS AND STOCKHOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BIOSCRIP AND THE PROPOSED TRANSACTION.** Investors and stockholders may obtain free copies of these documents (when they are available) and other documents filed with the SEC at the SEC's web site at www.sec.gov. In addition, the documents filed by BioScrip with the SEC may be obtained free of charge by contacting BioScrip, Inc., Corporate Secretary, 100 Clearbrook Road, Elmsford, NY 10523 or contacting BioScrip, Inc. Corporate Secretary at 914-460-1600.

Participants in the Solicitation

- * BioScrip and its officers and directors may be deemed to be participants in the solicitation of proxies from BioScrip's stockholders with respect to the issuance of stock in connection with the proposed transaction. Information about BioScrip's executive officers and directors and their ownership of BioScrip's stock is set forth in the proxy statement for BioScrip's 2009 Annual Meeting of Stockholders, which was filed with the SEC on March 27, 2009. Investors and stockholders may obtain more detailed information regarding the direct and indirect interests of BioScrip and its respective executive officers and directors in the proposed transaction by reading the preliminary and definitive proxy statements regarding the issuance of stock in connection with the proposed transaction, which will be filed with the SEC.

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BIOSCRIP, INC. TO ACQUIRE CRITICAL HOMECARE SOLUTIONS **-Platform Expands Geographic Footprint; Creates Leading Independent, Specialty Pharmacy and Home Infusion Provider-**

- ❁ BioScrip will acquire CHS for \$343.2 million in cash and stock and will issue 3.4 million warrants to CHS shareholders
- ❁ Creates the leading, independent specialty pharmacy and home infusion provider
 - ❁ National network of specialty and home infusion pharmacies in 28 states
 - ❁ 1,000+ payer relationships
 - ❁ Over 100 points of service
- ❁ On a pro forma basis, the combined company generated \$1.6 billion of revenue and \$73.4 million in adjusted EBITDAO for the trailing twelve month period ending September 30, 2009
- ❁ Transaction expected to be accretive to 2010E cash EPS



Patients

Managed Care Organizations

Pharmaceutical Manufacturers

Physicians, Hospitals, Clinics

Distribution

Community

Infusion

Mail

Management

Adherence

Compliance

Retention

Access - Quality - Cost

Specialty pharmacy services

Long-term Strategic Goals

- ❖ Build clinical leadership across all technologies: infusion, oral, injectibles, nursing
- ❖ Expand our national footprint: high-touch/high-feel model
- ❖ Grow revenue, expand margins and operating income
- ❖ Adherence, compliance and retention model improves quality of care and controls overall medical costs and reduce hospitalizations

Overview of Critical Homecare Solutions

- ❖ Leading provider of home infusion and home health services to patients suffering from chronic and acute medical conditions
- ❖ PF LTM as of 9/30/09 Revenue and EBITDA of approximately \$252 million and \$39 million, respectively
 - ❖ Gross margin: 51%
 - ❖ EBITDA margin: 15%
- ❖ Operates 68 branch locations across 22 states, primarily in the Eastern United States
 - ❖ 35 infusion pharmacies, including 16 Ambulatory Treatment Centers (“ATC”)
 - ❖ 33 nursing locations
- ❖ Utilizes a local relationship model that emphasizes customized patient care

Key Benefits of the Transaction

- ⊗ Ability to cross-sell all services on a national basis, enabling accelerated pull-through opportunities
 - ⊗ 140 field sales professional
- ⊗ Expanded national footprint with strong regional and local management
- ⊗ Focus on traditional higher margin therapies that will expand overall margins
- ⊗ Broadened clinical services organization and expertise
- ⊗ Comprehensive nursing component required to better manage the chronically ill
- ⊗ Access to additional 450 payer agreements
- ⊗ Annualized cost synergies of \$5 - \$7 million

BioScrip is an integrated solution...

3 Central Mail-order Facilities



28 State Local coverage



44 Specialized Infusion Pharmacies



33 Specialty Service Centers +
33 Nursing Locations



100K+ Patient
Census



1000+ Managed
Care Relationships

Market Opportunity and Transaction Rationale

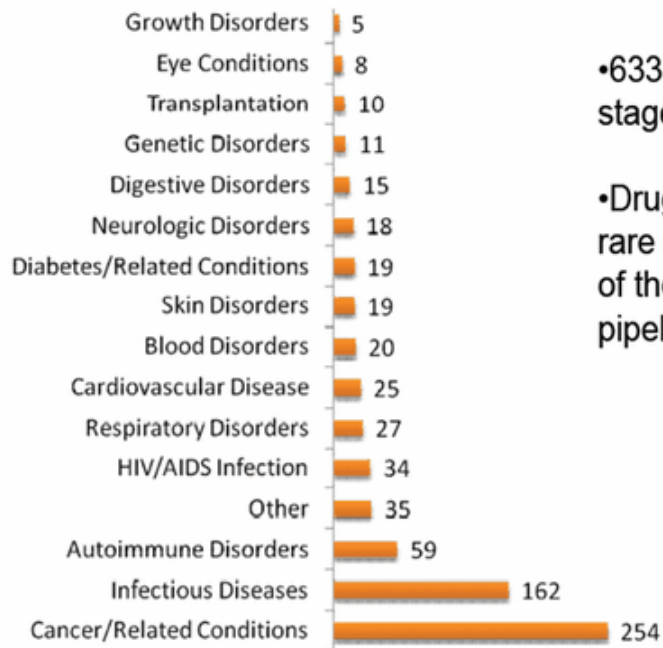


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Specialty Market Opportunity

- ❖ \$60 billion industry, growing at 15% – 20% per annum
 - High-cost, chronic care therapies with side effects creates need to clinically manage these patients
 - Market growth driven largely by increased utilization due to existing and new technologies and demographics
- ❖ Specialty pharmacy cost ranges from \$18,000 – \$350,000 per patient/year
- ❖ Specialty pharmacy medication launches represent nearly half of medications in late-stage development with a high percentage requiring infusion
- ❖ Oral, injectible and infused technologies on the market and in development requires high-tech clinical management and administration services
- ❖ Accelerated utilization of alternate sites for administration

Specialty Pipeline Focus: 2010 and beyond



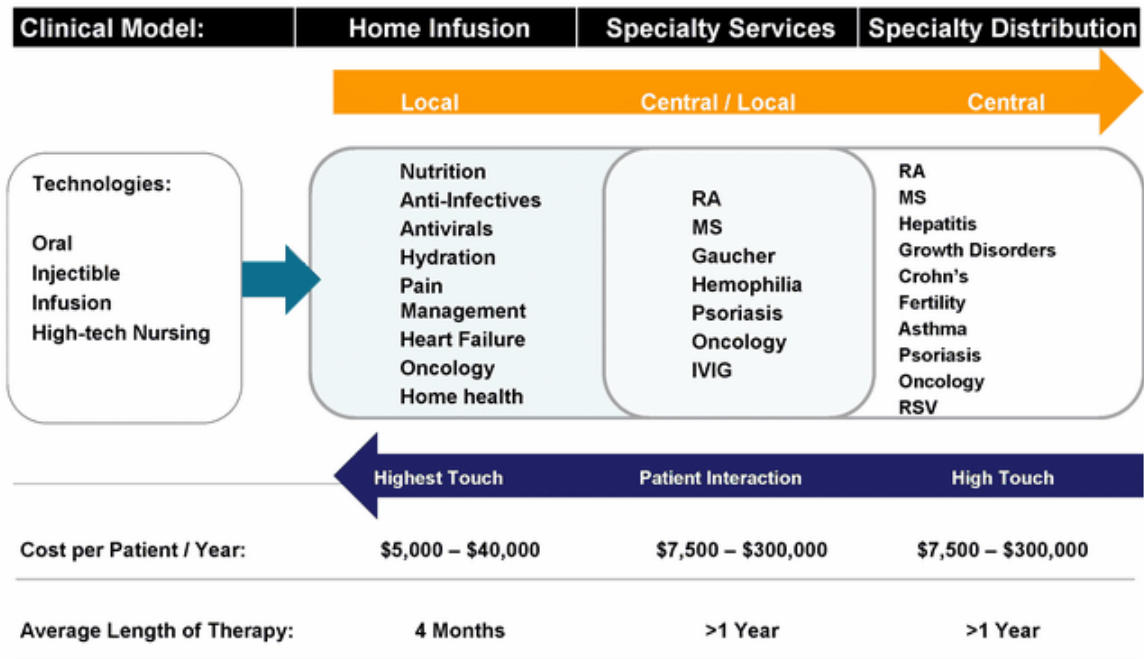
•633 specialty drugs in late stage development

•Drugs designed to treat rare diseases and diseases of the elderly dominate the pipeline

Source: PhRMA 2008 Report: Medicines in Development

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Convergence of Specialty Pharmacy and Home Care



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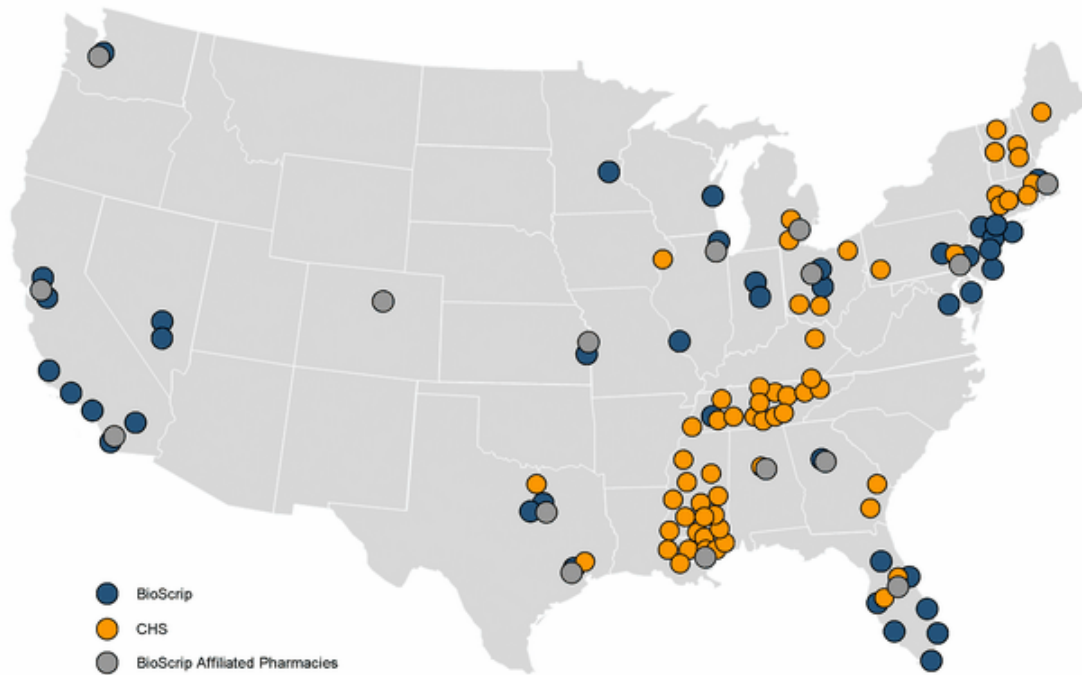
Fully Integrated Service Model

| Specialty Pharmacy | Specialty Service Center | Home Infusion Pharmacy | Home Nursing |
|--|--|--|---|
| <ul style="list-style-type: none"> •State-of-the-art pharmacy and clinical management programs for improved outcomes •Enhanced PA, UM and VOB methodologies •Direct-to-patient and direct-to-physician services | <ul style="list-style-type: none"> •Full-scale inventory and adjunctive products •Advanced drug utilization review and patient counseling •Counseling, testing and referral, with strong linkage to community medical care, treatment and prevention services | <ul style="list-style-type: none"> •Full-scale medication and service provider •Nursing care plans, documentation & reporting •Patient and caregiver training •Joint Commission accredited (JCAHO) | <ul style="list-style-type: none"> •Skilled Nursing and other therapy services to adults and pediatric patients suffering from various chronic or serious health conditions •Hospice •Home Health •Private duty nursing |

| | |
|-------------------------|---|
| Horizontal Capabilities | <ul style="list-style-type: none"> ▪ Inventory availability and product distribution <ul style="list-style-type: none"> ▪ Access to specialty trained pharmacists and nurses ▪ Medication management <ul style="list-style-type: none"> ▪ Utilization and formulary management support <ul style="list-style-type: none"> ▪ Physician and patient coordination / partner collaboration ▪ Nursing and social work support services <ul style="list-style-type: none"> ▪ Customized care plans and clinical management ▪ Home nursing services coordination <ul style="list-style-type: none"> ▪ Pharmacy and medical claims reimbursement ▪ Compliance monitoring |
|-------------------------|---|

BioScrip and CHS

Pro Forma Platform



Financial Review



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Proposed Acquisition of Critical Homecare Solutions

Summary of Key Transaction Terms

| | |
|--|---|
| Acquiror | BioScrip, Inc. |
| Target | Critical Homecare Solutions (“CHS”) |
| Consideration | Cash: \$242.0 million (includes an estimated \$132.0 million to repay CHS debt) Stock: 12.94 million shares (\$101.2 million based on last closing price) Warrants: 3.40 million (\$10.00 strike price with a 5-year term) |
| CHS Shareholder Pro Forma Ownership | Approximately 24% |
| Financing Commitment | Jefferies Finance LLC |
| Timing | Expected closing: March 31, 2010 |
| Board of Directors | 2 Board seats |

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Pro Forma Combined Financial Summary

LTM as of September 30, 2009

- ⊗ Pro forma LTM revenue of \$1.6 billion
- ⊗ Pro forma LTM Adjusted EBITDAO of \$73.4 million
- ⊗ Estimated at Close
 - ⊗ \$27.0 million in cash
 - ⊗ \$325 million in total debt
 - ⊗ Net debt / pro forma LTM Adjusted EBITDAO of 4.1x



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Pro Forma Guidance and Merger Impact

Pro Forma Company Overview

- ⊗ 2010 Guidance (based on 9 months of CHS, assuming closing on March 31, 2010)

| | |
|----------------|---------------------------|
| ⊗ Revenue | \$1,670 - \$1,730 billion |
| ⊗ Gross Profit | \$267 - \$277 million |
| ⊗ EBITDAO | \$67 - \$71 million |

- ⊗ Transaction expected to be accretive to 2010 cash EPS and slightly dilutive on a GAAP basis; cash and GAAP EPS accretion expected after 2010

- ⊗ Attractive combined free cash flow profile with longer-term leverage target of ~2.0x



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