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

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**BioScrip, Inc.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**  
*(State of incorporation)*

**05-0489664**  
*(I.R.S. Employer  
Identification No.)*

**100 Clearbrook Road, Elmsford NY**  
*(Address of principal executive offices)*

**10523**  
*(Zip Code)*

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**BioScrip, Inc. 2008 Amended and Restated Equity Incentive Plan**  
*(Full Title of the Plan)*

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**Barry A. Posner**  
**General Counsel**  
**BioScrip, Inc.**  
**100 Clearbrook Road**  
**Elmsford, NY 10523**  
*(Name and address of agent for service)*

**(914) 460-1600**  
*(Telephone number, including area code, of agent for service)*

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*Copies to:*

**E. William Bates, II**  
**King & Spalding LLP**  
**1185 Avenue of the Americas**  
**New York, New York 10036-4003**  
**(212) 556-2100**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(2)</b>
Common stock, par value \$0.0001 per share	6,837,476	\$5.51	\$37,674,493	\$4,374.01

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares of common stock issuable with respect to the shares being registered hereunder by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) The proposed maximum aggregate offering price of the registrant's common stock was calculated based upon the market value for shares of the common stock in accordance with Rule 457(c) and (h) under the Securities Act as follows: the product of (A) \$5.51, the average of the high and low prices per share of the common stock on the Nasdaq Global Market on August 11, 2011, and (B) 6,837,476.

## EXPLANATORY NOTE

On May 16, 2008, BioScrip, Inc. (the “**Registrant**”) filed a Registration Statement on Form S-8 (the “**2008 Form S-8**”), SEC Accession No. 0000950123-08-005799, to register, pursuant to the Registrant’s 2008 Equity Incentive Plan (the “**2008 Plan**”), 3,370,000 shares of Common Stock, par value \$0.0001 per share, of the Registrant (“**Company Common Stock**”), 160,339 shares of restricted Company Common Stock issued pursuant to certain restricted stock awards and 50,000 shares of Company Common Stock issuable upon the exercise of certain stock options. Pursuant to General Instruction E on Form S-8, except for Part II - Items 3 and 8, which are set forth below, the contents of the 2008 Form S-8 are hereby incorporated by reference. On June 10, 2010, the Registrant’s stockholders approved an amendment to the 2008 Plan (as amended and restated, the “**New 2008 Plan**”) to increase the number of authorized shares of Company Common Stock available for issuance under the 2008 Plan by 3,275,000, from 3,580,000 shares to 6,855,000 shares. Additionally, Section 3.1 of the New 2008 Plan provides that any Company Common Stock subject to awards under the Company’s 2001 Incentive Stock Plan (the “**2001 Plan**”) that were forfeited or have expired after December 31, 2007, or any awards under the 2001 Plan that were settled for cash after December 31, 2007, will again be available for awards under the New 2008 Plan as follows: (1) with respect to shares that were subject to options or stock appreciation rights granted under the 2001 Plan, one share of Company Common Stock will again become available for issuance and (2) with respect to shares that were subject to awards other than options or stock appreciation rights granted under the 2001 Plan, 1.53 shares of Company Common Stock will again become available for issuance. This Registration Statement on Form S-8 has been filed by the Registrant to register (1) the 3,275,000 additional shares of Company Common Stock available for issuance under the New 2008 Plan; (2) the 1,162,323 shares of Company Common Stock that have become available for issuance pursuant to Section 3.1 of the New 2008 Plan; and (3) the 2,400,153 shares of Company Common Stock that may become available for issuance pursuant to Section 3.1 of the New 2008 Plan.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the “**SEC**”) by the Registrant are hereby incorporated by reference in this Registration Statement:

- (a) Annual Report on Form 10-K for the year ended December 31, 2010, filed with the SEC on March 16, 2011, as amended by Form 10-K/A, filed with the SEC on July 14, 2011;
- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, filed with the SEC on May 5, 2011;
- (c) Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed with the SEC on August 9, 2011;
- (d) Current Reports on Form 8-K filed with the SEC on February 3, 2011, April 4, 2011, April 28, 2011, May 2, 2011, May 23, 2011 and August 10, 2011; and
- (e) the description of the Registrant’s common stock contained in our registration statement on Form 8-A/A filed with the SEC on August 1, 1996, Form 8-A/A filed with the SEC on December 4, 2002, Form 8-A/A filed with the SEC on December 14, 2006 and Form 8-A/A filed with the SEC on March 4, 2009, including any amendment or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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## ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Exhibit Description</b>
4.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on March 17, 2005, SEC Accession No. 0000950123-05-003294).
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on April 28, 2011, SEC Accession No. 0001014739-11-000012).
4.3	Amended and Restated Rights Agreement, dated as of December 3, 2002 (the "Rights Agreement") by and between the Company and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to the Post-Effective Amendment No. 3 to the Registrant's Form 8-A/A dated December 4, 2002).
4.4	First Amendment, dated as of December 13, 2006, to the Rights Agreement, by and between the Company and American Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated December 14, 2006, SEC Accession No. 0000950123-06-0155184).
4.5	Second Amendment, dated March 4, 2009, to the Rights Agreement, as amended on December 13, 2006, between the Company and American Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated March 4, 2009, SEC Accession No. 0001014739-09-000006).
4.6	Third Amendment, dated as of January 24, 2010, to the Rights Agreement by and between the Company and American Stock Transfer & Trust Company LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated January 27, 2010, SEC Accession No. 0000950123-10-005446).
5.1	Opinion of Barry A. Posner
10.1	2008 Amended and Restated Equity Incentive Plan (incorporated by reference from the Registrant's definitive proxy statement for its 2010 annual meeting of stockholders filed with the Commission May 10, 2010, SEC Accession No. 0000950123-10-046953).
10.6	Form of Cash-only Stock Appreciation Right Agreement (incorporated by reference to Exhibit 10.40 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, SEC Accession No. 0001014739-11-000006).
23.1	Consent of Ernst & Young LLP
23.3	Consent of Barry A. Posner (included as part of Exhibit 5.1)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, BioScrip, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elmsford, State of New York, on August 12, 2011.

### BIOSCRIP, INC.

By: /s/ Barry A. Posner  
Name: Barry A. Posner  
Title: Executive Vice President, Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on August 12, 2011:

Signature	Title(s)
<u>/s/ Richard M. Smith</u> Richard M. Smith	Chief Executive Officer (Principal Executive Officer)
<u>/s/ Mary Jane Graves</u> Mary Jane Graves	Chief Financial Officer and Treasurer (Principal Financial Officer)
<u>/s/ Patricia Bogusz</u> Patricia Bogusz	Vice President of Finance (Principal Accounting Officer)
<u>/s/ Richard H. Friedman</u> Richard H. Friedman	Chairman of the Board, Director
<u>/s/ Charlotte W. Collins</u> Charlotte W. Collins	Director
<u>/s/ Louis T. DiFazio, Ph.D.</u> Louis T. DiFazio, Ph.D.	Director
<u>/s/ Myron Z. Holubiak</u> Myron Z. Holubiak	Director
<u>/s/ David R. Hubers</u> David R. Hubers	Director
<u>/s/ Richard L. Robbins</u> Richard L. Robbins	Director
<u>/s/ Stuart A. Samuels</u> Stuart A. Samuels	Director
<u>/s/ Samuel P. Frieder</u> Samuel P. Frieder	Director
<u>/s/ Gordon H. Woodward</u> Gordon H. Woodward	Director



## EXHIBIT INDEX

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August 12, 2011

BioScrip, Inc.

100 Clearbrook Road

Elmsford, New York 10523

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

Ladies and Gentlemen:

As executive vice president, secretary and general counsel of BioScrip, Inc., a Delaware corporation (the "Company"), I have participated in the preparation of the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission relating to the registration under the Securities Act of 1933, as amended, of 6,837,476 shares (the "Shares") of the Company's Common Stock, par value \$.0001 per share ("Common Stock") issuable under the Company's 2008 Equity Incentive Plan, as amended (the "2008 Plan").

As general counsel, I have examined and relied upon the originals, or copies certified or otherwise identified to my satisfaction, of (i) the Certificate of Incorporation and By-Laws of the Company, as amended and in effect as of the date of this opinion; (ii) the 2008 Plan; (iii) resolutions adopted by the Company's Board of Directors and Management Development and Compensation Committee; and (iv) such other records, documents, certificates and instruments as in my judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, I have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to me as certified, conformed or photographic copies, and as to certificates of public officials, I have assumed the same to have been properly given and to be accurate.

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

Based upon the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, I am of the opinion that the Shares have been duly authorized for issuance and the Shares, when issued in accordance with the terms of the 2008 Plan, will be validly issued, fully paid and non-assessable.

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

I am an officer and director of the Company and each of the Company's subsidiaries (except for BioScrip Nursing Services, LLC). I own an aggregate of 60,126 shares of Common Stock, vested options to purchase 434,679 shares of Common Stock and unvested options to purchase 133,333 shares of Common Stock. I participate in the Company's 2008 Equity Incentive Plan.

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

Very truly yours,

/s/ Barry A. Posner  
Barry A. Posner  
General Counsel



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the BioScrip, Inc. 2008 Amended and Restated Equity Incentive Plan of our reports dated March 15, 2011, with respect to the consolidated financial statements and schedule of BioScrip, Inc. and the effectiveness of internal control over financial reporting of BioScrip, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

Ernst & Young LLP

Minneapolis, Minnesota  
August 11, 2011