

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Madison Dearborn Capital Partners VI-A, L.P.</u> (Last) (First) (Middle) C/O MADISON DEARBORN PARTNERS, LLC 70 W MADISON STREET, SUITE 4600 (Street) CHICAGO IL 60602 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Option Care Health, Inc. [OPOCH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001	09/17/2021		J ⁽¹⁾		618,299	D	\$0 ⁽¹⁾	37,341,872 ⁽²⁾	I ⁽³⁾⁽⁴⁾	See footnotes ⁽³⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Madison Dearborn Capital Partners VI-A, L.P.
 (Last) (First) (Middle)
 C/O MADISON DEARBORN PARTNERS, LLC
 70 W MADISON STREET, SUITE 4600
 (Street)
 CHICAGO IL 60602
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MDP HC HOLDINGS, LLC
 (Last) (First) (Middle)
 C/O MADISON DEARBORN PARTNERS, LLC
 70 W MADISON STREET, SUITE 4600
 (Street)
 CHICAGO IL 60602
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HC GROUP HOLDINGS I, LLC
 (Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, LLC
70 W MADISON STREET, SUITE 4600

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[FINNEGAN PAUL J](#)

(Last) (First) (Middle)
C/O MADISON DEARBORN PARTNERS, LLC
70 W MADISON STREET, SUITE 4600

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MENCOFF SAMUEL M](#)

(Last) (First) (Middle)
C/O MADISON DEARBORN PARTNERS, LLC
70 W MADISON STREET, SUITE 4600

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

Explanation of Responses:

1. On September 17, 2021, (1) HC Group Holdings I, LLC ("HC I") distributed 618,299 shares of common stock to its equityholder, MDP HC Holdings, LLC ("MDP HC"), (2) MDP HC distributed 618,299 shares of common stock to its equityholders, Madison Dearborn Capital Partners VI-A, L.P. ("MDCP VI-A"), Madison Dearborn Capital Partners VI Executive-A, L.P. ("MDCP VI Executive-A") and Madison Dearborn Capital Partners VI-C, L.P. ("MDCP VI-C") and together with MDCP VI-A and MDCP VI Executive-A, the "MDP HC Equityholders"), and (3) the MDP HC Equityholders distributed 618,299 shares of common stock to their equityholder, Madison Dearborn Partners VI-A&C, L.P. ("MDP VI-A&C"). Each of the foregoing distributions was for no consideration.
2. Consists of (i) 37,247,092 shares of common stock held by HC I, (ii) 10,895 shares of common stock held by Elizabeth Q. Betten, which were issued to Ms. Betten upon vesting of certain restricted stock units ("RSUs") received by Ms. Betten in her capacity as a director of Option Care Health, Inc. (the "Issuer"), (iii) 10,895 shares of common stock held by Timothy Sullivan, which were issued to Mr. Sullivan upon vesting of certain RSUs received by Mr. Sullivan in his capacity as a director of the Issuer, and (iv) 72,990 RSUs awarded to Ms. Betten and Mr. Sullivan in their capacity as directors of the Issuer.
3. MDP HC is the controlling equityholder of HC I. MDCP VI-A is a controlling equityholder and Manager of MDP HC. MDP VI-A&C is the general partner of MDCP VI-A. Madison Dearborn Partners, LLC ("MDP LLC") is the general partner of MDP VI-A&C. Elizabeth Q. Betten and Timothy P. Sullivan are Managing Directors of MDP LLC, limited partners of MDP VI-A&C, serve on the board of managers of HC I and serve on the board of directors of the Issuer. Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee that (by majority vote) controls investment decisions of shares held directly by MDCP VI-A, and may be deemed to control the disposition of shares of Common Stock held directly by HC I.
4. (Continued from Footnote 3) By virtue of the relationships described in this footnote, Ms. Betten and Messrs. Sullivan, Finnegan and Menco may be deemed to exercise voting and dispositive power with respect to the shares of Common Stock held by HC I. Each of Mr. Finnegan, Mr. Menco, Mr. Sullivan, Ms. Betten, MDP LLC, MDP VI-A & C, MDCP VI-A and MDP HC disclaims beneficial ownership of the shares of Common Stock owned by HC I except to the extent of its pecuniary interest therein.

[/s/ Annie Terry, by power of attorney for Mr. Menco](#) 09/21/2021

[/s/ Annie Terry, by power of attorney for Mr. Finnegan](#) 09/21/2021

[/s/ Annie Terry, Managing Director of Madison Dearborn Partners, LLC, the ultimate General Partner of Madison Dearborn Capital Partners VI-A, L.P.](#) 09/21/2021

[/s/ Annie Terry, Managing Director of Madison Dearborn Partners, LLC, the ultimate General Partner of Madison Dearborn Capital Partners VI-A, L.P., which is the](#) 09/21/2021

[controlling equityholder of MDP HC Holdings, LLC](#)

[/s/ Annie Terry, M. D. of MDP, LLC, the ultimate Gen. Partner of Madison Dearborn Capital Partners VI-A, L.P., which is the controlling](#) 09/21/2021

[equityholder of MDP HC Holdings, LLC, which in turn is the controlling equityholder of HC Group Holdings I, LLC](#)

** Signature of Reporting Person Date

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.