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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 3, 2020

Option Care Health, Inc.
(Exact name of registrant specified in its charter)

Delaware
(State or Other Jurisdiction
Of Incorporation)

001-11993
(Commission
File Number)

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

3000 Lakeside Dr. Suite 300N, Bannockburn, IL 60015
(Address of principal executive offices, including zip code)

(312) 940-2443
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--|--------------------------|--|
| Common Stock, \$0.0001 par value per share | OPCH | Nasdaq Global Select Market |

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the reverse stock split contained in Item 5.03 and Item 8.01 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 30, 2020, as approved as described below under Item 8.01, Option Care Health, Inc. (the “Company”) filed a certificate of amendment to its certificate of incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company’s common stock at a ratio of 1-for-4, effective on February 3, 2020.

The Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 8.01 Other Events.

The Company’s board of directors has determined to set the reverse stock split ratio at 1-for-4. The effective date of the reverse stock split is February 3, 2020. The shares began trading on a split-adjusted basis at market open on February 3, 2020.

Upon the effectiveness of the reverse stock split on February 3, 2020, every four shares of the issued and outstanding shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), were automatically combined and reclassified into one issued and outstanding share of the Company’s Common Stock. The reverse stock split does not affect any stockholder’s ownership percentage of the Company’s Common Stock, alter the par value of the Company’s Common Stock or modify any voting rights or other terms of the Company’s Common Stock.

In connection with the reverse stock split, at the market open on February 3, 2020, the Company’s Common Stock began trading on the Nasdaq Global Select Market under the symbol “OPCH”. The Common Stock was assigned a new CUSIP number (68404L 201) and began trading on a split-adjusted basis.

On February 3, 2020, the Company issued a press release announcing the foregoing. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibits are filed as part of this Current Report on Form 8-K:

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|---|
| Exhibit 3.1 | Certificate of Amendment of the Certificate of Incorporation, filed January 30, 2020. |
| Exhibit 99.1 | Press Release issued by Option Care Health, Inc., dated February 3, 2020. |

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 hereunto duly authorized.

Dated: February 3, 2020

OPTION CARE HEALTH, INC.

By: /s/ Michael Shapiro

Name: Michael Shapiro

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OPTION CARE HEALTH, INC.**

* * * * *

Option Care Health, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST. That the present name of the Corporation is Option Care Health, Inc. and that the Corporation was originally formed as MIM Corporation, a Delaware corporation, and filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Secretary of State") on March 22, 1996. A Third Amended and Restated Certificate of Incorporation was filed with the Secretary of State on August 6, 2019 (the "Certificate of Incorporation").

SECOND. That the Certificate of Incorporation of the Corporation be, and hereby is, amended to effect a change in Article Four, Section 1 thereof, relating to the total number of shares of common stock the Corporation has authority to issue. Specifically, Article 4, Section 1 of the Certificate of Incorporation shall be deleted in its entirety and replaced with a new Article 4, Section 1 to read as follows:

ARTICLE FOUR

Section 1. Authorized Shares. The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 262,500,000 shares, consisting of two classes as follows:

1. 12,500,000 shares of Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"); and
2. 250,000,000 shares of Common Stock, par value \$0.0001 per share (the "Common Stock").

The Preferred Stock and Common Stock shall have the designations, rights, powers and preferences and the qualifications, restrictions and limitations thereof, if any, set forth below.

THIRD. That the Certificate of Incorporation of the Corporation be, and hereby is, amended to add a new Section 4 to Article Four which shall read in its entirety as follows:

Section 4. Reverse Stock Split. Upon the filing of the Certificate of Amendment to the Certificate of Incorporation of the Corporation first inserting this sentence with the Secretary of State of Delaware (the "Effective Time"), each four (4) authorized shares of Common Stock, at the Effective Time, shall, without further action by the Corporation or any holder thereof, be changed into, reclassified and converted into one (1) authorized share of Common Stock. Fractional shares of Common Stock shall not be issued as a result of the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional share interests of Common Stock in connection with the Reverse Stock Split shall, with respect to such fractional interest, be entitled to receive cash, without interest, in lieu of fractional shares of Common Stock. Each certificate that prior to such combination represented shares of Common Stock ("Old Certificates") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined. For the avoidance of doubt, the foregoing Reverse Stock Split shall apply to all shares of Common Stock underlying any warrants, stock options, or any other rights to purchase Common Stock, in each case outstanding immediately prior to the Effective Time.

FOURTH. That the Board of Directors of the Corporation approved this Certificate of Amendment pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH. That this Certificate of Amendment shall become effective on February 3, 2020.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of Amendment to the Certificate of Incorporation of the Corporation.

OPTION CARE HEALTH, INC.
a Delaware corporation

By: /s/ Clifford E. Berman
Name: Clifford E. Berman
Its: Secretary



OPTION CARE HEALTH COMPLETES REVERSE STOCK SPLIT AND TICKER SYMBOL CHANGE

BANNOCKBURN, IL., February 3, 2020 – Option Care Health, Inc. (the “Company” or “Option Care Health”) (NASDAQ: OPCH), the nation’s largest independent provider of home and alternate site infusion services, announced today that it has completed the reverse 1-for-4 stock split of its shares of common stock, as previously disclosed in the Company’s filings with the Securities and Exchange Commission. As of market open on February 3, 2020, the Company’s common stock, which was previously listed on the Nasdaq Capital Market under the symbol “BIOS”, will begin trading on a split-adjusted basis on the Nasdaq Global Select Market under the ticker symbol “OPCH” and will be assigned a new CUSIP number (68404L 201).

No other action is required by current stockholders relative to either the ticker symbol change or the reverse stock split.

About Option Care Health

Option Care Health is the nation’s largest independent provider of home and alternate site infusion services. With over 6,000 teammates, including 2,900 clinicians, we work compassionately to elevate standards of care for patients with acute and chronic conditions in all 50 states. Through our clinical leadership, expertise and national scale, Option Care Health is reimagining the infusion care experience for patients, customers and employees. To learn more, please visit our website at OptionCareHealth.com.

For Investor Inquiries:

Bob East, Asher Dewhurst, Jordan Kohnstam
Westwicke
443-213-0500
optioncarehealth@westwicke.com
