

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)

August 2, 2019

BIOSCRIP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-11993

(Commission File Number)

05-0489664

(Employer Identification Number)

1600 Broadway, Suite 700, Denver, Colorado 80202

(Address of principal executive offices)

(720) 697-5200

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

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:

- 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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	BIOS	Nasdaq Global Market
Rights to Purchase Series D Junior Participating Preferred Stock	Not applicable	Nasdaq Global Market

Item 5.07. Submission of Matters to a Vote of Security Holders.

On August 2, 2019, BioScrip, Inc. (the “Company”) held a special meeting (the “Special Meeting”) of stockholders at 1600 Broadway, Suite 700, Denver, Colorado 80202 in connection with the proposed merger of HC Group Holdings II, Inc. with and into a wholly-owned subsidiary of the Company (the “Merger”). As of the record date of the Special Meeting, there were a total of 128,956,878 shares of the Company’s common stock outstanding, 21,630 shares of Series A preferred stock outstanding (representing 665,079 shares of common stock on an as-converted basis) and 614,177 shares of Series C preferred stock outstanding (representing 19,300,700 shares of common stock on an as-converted basis) entitled to vote at the Special Meeting. At the Special Meeting, 105,899,145 shares of common stock (inclusive of the Series A and Series C preferred stock voting on an as-converted basis) were represented in person or by proxy; therefore, a quorum was present.

Set forth below are the matters acted upon by the Company’s stockholders at the Special Meeting and the final voting results on each such matter.

1. The proposal relating to the issuance of 542,261,567 shares of the Company’s common stock to HC Group Holdings I, LLC (“Omega Parent”) in connection with the proposed Merger and the issuance of an additional 28,193,428 shares of the Company’s common stock to Omega Parent to be held in escrow in accordance with the terms of the merger agreement (the “Share Issuance Proposal”, was approved, based on the following votes:

Class of Capital Stock	Votes For	Votes Against	Votes Abstaining
Common Stock (inclusive of Series A and Series C Preferred Stock voting on an as-converted basis)	104,929,125	847,493	122,527

2. The proposal to approve the Third Amended and Restated Certificate of Incorporation of the Company (the “Amended Charter Proposal”), to be effective upon consummation of the Merger, was approved, based on the following votes:

Class of Capital Stock	Votes For	Votes Against	Votes Abstaining
Common Stock (voting as a separate class)	85,019,442	880,914	164,216
Common Stock (inclusive of Series A and Series C Preferred Stock voting on an as-converted basis)	104,853,595	881,184	164,366
Series A Preferred Stock (voting as a separate class)	17,252	8	4
Series C Preferred Stock (voting as a separate class)	614,176	0	0

3. The proposal to approve the amendment to the Certificate of Designations of Series A Convertible Preferred Stock of the Company (the “Series A COD Proposal”), to be effective upon the consummation of the Merger, was approved, based on the following votes:

Class of Capital Stock	Votes For	Votes Against	Votes Abstaining
Common Stock (inclusive of Series A and Series C Preferred Stock voting on an as-converted basis)	104,823,856	911,847	163,442
Series A Preferred Stock (voting as a separate class)	17,252	8	4

4. The proposal relating to the advisory vote on executive compensation was approved, based on the following votes:

Class of Capital Stock	Votes For	Votes Against	Votes Abstaining
Common Stock (inclusive of Series A and Series C Preferred Stock voting on an as-converted basis)	86,505,353	18,862,628	531,164

5. The proposal to adjourn the Special Meeting to solicit additional proxies if there are not sufficient votes to approve the Share Issuance Proposal, the Amended Charter Proposal or the Series A COD Proposal or to ensure that any supplement or amendment to the definitive proxy statement in respect of the Proxy Statement is timely provided to the Company's stockholders, was approved:

Class of Capital Stock	Votes For	Votes Against	Votes Abstaining
Common Stock (inclusive of Series A and Series C Preferred Stock voting on an as-converted basis)	97,142,286	8,574,161	182,698

Item 8.01. Other Events.

On August 2, 2019, the Company issued a press release (the "Release") announcing the voting results of the Special Meeting. The Release is filed with this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by BioScrip, Inc. dated August 2, 2019.

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.

BIOSCRIP, INC.

Date: August 2, 2019

By: /s/ Kathryn M. Stalmack
Kathryn M. Stalmack
Senior Vice President, General Counsel and Secretary



BioScrip Announces Shareholder Approval of Merger with Option Care

DENVER, CO, August 2, 2019 – BioScrip, Inc. (NASDAQ: BIOS) ("BioScrip" or the "Company"), the largest independent national provider of infusion and home care management solutions, today announced that its stockholders approved the proposals that are conditions to the proposed merger with Option Care at the Company's special meeting of stockholders held earlier today.

BioScrip's merger with Option Care is expected to close on or about August 6, 2019.

About BioScrip, Inc.

BioScrip, Inc. is the largest independent national provider of infusion and home care management solutions, with approximately 2,100 teammates and nearly 70 service locations across the U.S. BioScrip partners with physicians, hospital systems, payors, pharmaceutical manufacturers and skilled nursing facilities to provide patients access to post-acute care services. BioScrip operates with a commitment to bring customer-focused pharmacy and related healthcare infusion therapy services into the home or alternate-site setting. By collaborating with the full spectrum of healthcare professionals and the patient, BioScrip provides 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 it serves.

Investor Contacts

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Forward-Looking Statements – Safe Harbor

This communication, in addition to historical information, contains “forward-looking statements” (as defined in the Private Securities Litigation Reform Act of 1995) regarding, among other things, future events or the future financial performance of BioScrip and Option Care. All statements other than statements of historical facts are forward-looking statements. In addition, words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “target,” “will,” “would,” or the negative of these words, and words and terms of similar substance used in connection with any discussion of future plans, actions or events identify forward-looking statements. Forward-looking statements relating to the proposed transaction include, but are not limited to: statements about the benefits of the proposed transaction between BioScrip and Option Care, including future financial and operating results; expected synergies; BioScrip’s and Option Care’s plans, objectives, expectations and intentions; the expected timing of completion of the proposed transaction; and other statements relating to the acquisition that are not historical facts. Forward-looking statements are based on information currently available to BioScrip and Option Care and involve estimates, expectations and projections. Investors are cautioned that all such forward-looking statements are subject to risks and uncertainties (both known and unknown), and many factors could cause actual events or results to differ materially from those indicated by such forward-looking statements. With respect to the proposed transaction between BioScrip and Option Care, these factors could include, but are not limited to: the risk that BioScrip or Option Care may be unable to obtain governmental and regulatory approvals required for the transaction, or that required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could reduce the anticipated benefits from the proposed transaction or cause the parties to abandon the proposed transaction; the risk that a condition to closing of the transaction may not be satisfied; the length of time necessary to consummate the proposed transaction, which may be longer than anticipated for various reasons; the risk that the businesses will not be integrated successfully; the risk that the cost savings, synergies and growth from the proposed transaction may not be fully realized or may take longer to realize than expected; the diversion of management time on transaction-related issues; the effect of future regulatory or legislative actions on the companies or the industries in which they operate; the risk that the credit ratings of the combined company or its subsidiaries may be different from what the companies expect; economic and foreign exchange rate volatility; and the other risks contained in BioScrip’s most recently filed Annual Report on Form 10-K.

Many of these risks, uncertainties and assumptions are beyond BioScrip’s ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the information currently available to the parties on the date they are made, and neither BioScrip nor Option Care undertakes any obligation to update publicly or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this communication. Nothing in this communication is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per BioScrip share for the current or any future financial years or those of the combined company, will necessarily match or exceed the historical published earnings per BioScrip share, as applicable. Neither BioScrip nor Option Care gives any assurance (1) that either BioScrip or Option Care will achieve its expectations, or (2) concerning any result or the timing thereof, in each case, with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, consent decrees, cost reductions, business strategies, earnings or revenue trends or future financial results. All subsequent written and oral forward-looking statements concerning BioScrip, Option Care, the proposed transaction, the combined company or other matters and attributable to BioScrip or Option Care or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.
