
**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) January 24, 2012

BIOSCRIP, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

0-28740
(Commission File Number)

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

100 Clearbrook Road, Elmsford, New York
(Address of principal executive offices)

10523
(Zip Code)

Registrant's telephone number, including area code: (914) 460-1600

N/A
(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))
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Item 1.01 **Entry into a Material Definitive Agreement.**

On January 24, 2012, BioScrip, Inc. (the “Company”) entered into the Fifth Amendment dated as of January 1, 2012 (the “Amendment”) to the Prime Vendor Agreement dated as of July 1, 2009, by and among AmerisourceBergen Drug Corporation, a Delaware corporation and the Company and its subsidiaries (as amended as of March 25, June 1, and August 1, 2010 and May 1, 2011, the “Agreement”). The Amendment modifies certain payment terms of the Agreement.

This description of the Amendment is qualified in its entirety by the Amendment filed as Exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fifth Amendment, dated as of January 1, 2012, to the Prime Vendor Agreement dated as of July 1, 2009 and amended as of March 25, 2010, June 1, 2010, August 1, 2010, and May 1 2011 by and among AmerisourceBergen Drug Corporation, Bioscrip, Inc., BioScrip Infusion Services, Inc., Chronimed, LLC, Bioscrip Pharmacy, Inc., Bradhurst Specialty Pharmacy, Inc., Bioscrip Pharmacy (NY), Inc., Bioscrip PBM Services, LLC, Natural Living, Inc., Bioscrip Infusion Services, LLC, Bioscrip Nursing Services, LLC, Bioscrip Infusion Management, LLC, Bioscrip Pharmacy Services, Inc., Critical Homecare Solutions, Inc., Specialty Pharma, Inc., New England Home Therapies, Inc., Deaconess Enterprises, LLC, Infusion Solutions, Inc., Professional Home Care Services, Inc., Wilcox Medical, Inc., Deaconess Homecare, LLC, South Mississippi Home Health, Inc., Regional Ambulatory Diagnostics, Inc., Elk Valley Professional Affiliates, Inc., Infusion Partners, LLC, Knoxville Home Therapies, LLC, South Mississippi Home Health, Inc., - Region I, South Mississippi Home Health, Inc. - Region II, South Mississippi Home Health, Inc. - Region III, Applied Health Care, LLC, East Goshen Pharmacy, Inc., Infusion Partners of Brunswick, LLC, Scott Wilson, Inc., Infusion Partners of Melbourne, LLC, Elk Valley Home Health Care Agency, Inc., Gericare, Inc., Cedar Creek Home Health Care Agency, Inc., Elk Valley Health Services, Inc., National Health Infusion, Inc., Option Health, Ltd. and CHS Holdings, Inc.*

* Application has been made to the Securities and Exchange Commission for confidential treatment of certain provisions of these exhibits. Omitted material for which confidential treatment has been requested has been filed separately with the Securities and Exchange Commission.

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: January 25, 2012

By: /s/ Richard Smith
Richard M. Smith
President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fifth Amendment, dated as of January 1, 2012, to the Prime Vendor Agreement dated as of July 1, 2009 and amended as of March 25, 2010, June 1, 2010, August 1, 2010, and May 1 2011 by and among AmerisourceBergen Drug Corporation, Bioscrip, Inc., BioScrip Infusion Services, Inc., Chronimed, LLC, Bioscrip Pharmacy, Inc., Bradhurst Specialty Pharmacy, Inc., Bioscrip Pharmacy (NY), Inc., Bioscrip PBM Services, LLC, Natural Living, Inc., Bioscrip Infusion Services, LLC, Bioscrip Nursing Services, LLC, Bioscrip Infusion Management, LLC, Bioscrip Pharmacy Services, Inc., Critical Homecare Solutions, Inc., Specialty Pharma, Inc., New England Home Therapies, Inc., Deaconess Enterprises, LLC, Infusion Solutions, Inc., Professional Home Care Services, Inc., Wilcox Medical, Inc., Deaconess Homecare, LLC, South Mississippi Home Health, Inc., Regional Ambulatory Diagnostics, Inc., Elk Valley Professional Affiliates, Inc., Infusion Partners, LLC, Knoxville Home Therapies, LLC, South Mississippi Home Health, Inc., - Region I, South Mississippi Home Health, Inc. - Region II, South Mississippi Home Health, Inc. - Region III, Applied Health Care, LLC, East Goshen Pharmacy, Inc., Infusion Partners of Brunswick, LLC, Scott Wilson, Inc., Infusion Partners of Melbourne, LLC, Elk Valley Home Health Care Agency, Inc., Gericare, Inc., Cedar Creek Home Health Care Agency, Inc., Elk Valley Health Services, Inc., National Health Infusion, Inc., Option Health, Ltd. and CHS Holdings, Inc.*

* Application has been made to the Securities and Exchange Commission for confidential treatment of certain provisions of these exhibits. Omitted material for which confidential treatment has been requested has been filed separately with the Securities and Exchange Commission.

NOTE: CERTAIN INFORMATION (INDICATED BY “[****]”) IN THIS EXHIBIT HAS BEEN OMITTED AND FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION. CONFIDENTIAL TREATMENT HAS BEEN REQUESTED WITH RESPECT TO THE OMITTED PORTIONS.

FIFTH AMENDMENT TO
PRIME VENDOR AGREEMENT

FIFTH AMENDMENT, dated as of January 1, 2012 (“**Fifth Amendment**”) to the PRIME VENDOR AGREEMENT made as of July 1, 2009, as amended as of March 2010, June 1, 2010, August 1, 2010 and May 1, 2011 (the “**Existing PVA**”), between AmerisourceBergen Drug Corporation (“**ABDC**”), on the one hand, and Bioscrip, Inc., BioScrip Infusion Services, Inc., Chonimed LLC, Bioscrip Pharmacy Inc., Bradhurst Specialty Pharmacy, Inc., Bioscrip Pharmacy (NY), Inc., Bioscrip PBM Services, LLC, Natural Living Inc., Bioscrip Infusion Services, LLC, Bioscrip Nursing Services, LLC, Bioscrip Infusion Management, LLC, Bioscrip Pharmacy Services, Inc., Critical Homecare Solutions, Inc., Specialty Pharma, Inc, New England Home Therapies, Inc., Deaconess Enterprises, LLC, Infusion Solutions, Inc, Professional Home Care Services, Inc., Wilcox Medical, Inc., Deaconess Homecare, LLC, South Mississippi Home Health, Inc., Regional Ambulatory Diagnostics, Inc., Elk Valley Professional Affiliates, Inc., Infusion Partners, LLC, Knoxville Home Therapies, LLC, South Mississippi Home Health, Inc.- Region I, South Mississippi Home Health, Inc. – Region II, South Mississippi Home Health, Inc. – Region III, Applied Health Care, LLC, East Goshen Pharmacy, Inc., Infusion Partners of Brunswick, LLC, Scott Wilson, Inc., Infusion Partners of Melbourne, LLC, Elk Valley Home Health Care Agency, Inc., Gericare, Inc., Cedar Creek Home Health Care Agency, Inc., Elk Valley Health Services, Inc., National Health Infusion, Inc., and Option Health, Ltd (severally and collectively sometimes hereinafter referred to and obligated as “**Customer**”), on the other hand.

Terms not otherwise defined herein shall have the meanings ascribed to such terms in the Existing PVA.

[****] Paragraph 3E is hereby amended [****] as follows:

[****]

Except as provided herein, all provisions, terms and conditions of the Existing PVA shall remain in full force and effect. The parties have had a duly authorized officer execute this Fifth Amendment to the Existing PVA as of the date first listed above.

BIOSCRIP INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP INFUSION SERVICES, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

CHRONIMED, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BRADHURST SPECIALTY
PHARMACY, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP PBM SERVICES, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP INFUSION SERVICES, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP INFUSION MANAGEMENT, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

CRITICAL HOMECARE SOLUTIONS, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

NEW ENGLAND HOME THERAPIES, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP PHARMACY, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP PHARMACY (NY), INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

NATURAL LIVING, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP NURSING SERVICES, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

SPECIALTY PHARMA, INC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

DEACONESS ENTERPRISES, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

INFUSION SOLUTIONS, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

PROFESSIONAL HOME CARE SERVICES, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

DEACONESS HOMECARE, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

SOUTH MISSISSIPPI HOME HEALTH, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

INFUSION PARTNERS, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

SOUTH MISSISSIPPI HOME HEALTH, INC. - REGION I

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

SOUTH MISSISSIPPI HOME HEALTH, INC. – REGION III

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

EAST GOSHEN PHARMACY, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

WILCOX MEDICAL, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

REGIONAL AMBULATORY DIAGNOSTICS, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

ELK VALLEY PROFESSIONAL AFFILIATES, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

KNOXVILLE HOME THERAPIES, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

SOUTH MISSISSIPPI HOME HEALTH, INC. – REGION II

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

APPLIED HEALTH CARE, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

INFUSION PARTNERS OF BRUNSWICK, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

SCOTT WILSON, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

ELK VALLEY HOME HEALTH CARE AGENCY, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

CEDAR CREEK HOME HEALTH CARE AGENCY, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

NATIONAL HEALTH INFUSION, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

BIOSCRIP PHARMACY SERVICES, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

AMERISOURCEBERGEN DRUG CORPORATION

By: /s/ Ricky L. Oyler
Name: Ricky L. Oyler
Title: EVP, Strategic Accounts

INFUSION PARTNERS OF MELBOURNE, LLC

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

GERICARE, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

ELK VALLEY HEALTH SERVICES, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

OPTION HEALTH, LTD.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

CHS HOLDINGS, INC.

By: /s/ Richard Smith
Name: Richard Smith
Title: President and CEO

