

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K/A
Amendment No. 1

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2014
- OR
- PERIODIC REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission file number: 0-28740



BioScrip, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)
100 Clearbrook Road, Elmsford NY
(Address of principal executive offices)

05-0489664
(I.R.S. Employer Identification No.)
10523
(Zip Code)

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

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

Title of each class	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	NASDAQ Global Market

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted to its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of June 30, 2014, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$566,219,922 based on the closing price of the Common Stock on the Nasdaq Global Market on such date.

On February 25, 2015, there were 68,636,965 shares of the registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2015 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the close of the registrant's fiscal year are incorporated by reference into Part III of this Annual Report.

EXPLANATORY NOTE

BioScrip, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment No. 1”) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the “Original Filing”) filed with the Securities and Exchange Commission (the “SEC”) on March 2, 2015, solely for the purpose of correcting the references to the Company’s registration statements in the version of Exhibit 23.1 that was included in the Original Filing.

This Amendment No. 1 includes currently dated certifications from the Company’s principal executive officer and principal financial officer pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, attached hereto as Exhibits 31.1, 31.2, 32.1 and 32.2. Except as specifically referenced herein, this Amendment No. 1 reflects matters as they existed on the Original Filing date of March 2, 2015, does not modify or update disclosures presented in the Original Filing and does not reflect any event occurring after the date of the Original Filing or modify or update those disclosures. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing and the Company’s filings with the SEC subsequent to the Original Filing, including any amendments to those filings.

PART IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

1. Financial Statements *

2. Financial Statement Schedule *

* Previously filed with Original Filing

3. Exhibits

Exhibit Number	Description	Location
2.1	Agreement and Plan of Merger, dated as of January 24, 2010, by and among BioScrip, Inc. (the “Company”), Camelot Acquisition Corp., Critical Homecare Solutions Holdings, Inc., Kohlberg Investors V, L.P. (“Kohlberg Investors”), Kohlberg Partners V, L.P., Kohlberg Offshore Investors V, L.P., Kohlberg TE Investors V, L.P., KOCO Investors V, L.P. (collectively with Kohlberg Investors, Kohlberg Partners V, L.P., Kohlberg Offshore Investors V, L.P. and Kohlberg TE Investors V, L.P., the “Kohlberg Entities”), Robert Cucuel, Mary Jane Graves, Nitin Patel, Joey Ryan, Blackstone Mezzanine Partners II L.P. (“Blackstone”), Blackstone Mezzanine Holdings II L.P. (together with Blackstone, the “Blackstone Entities”), and S.A.C. Domestic Capital Funding, Ltd. (“S.A.C.”). Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules and exhibits to this agreement are omitted. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the U.S. Securities and Exchange Commission (the “SEC”) upon request.	(1)
2.2	Community Pharmacy and Mail Business Purchase Agreement, dated as of February 1, 2012, by and among Walgreen Co., Walgreens Mail Service, Inc., Walgreens Specialty Pharmacy, LLC, and Walgreen Eastern Co., Inc., the Company and subsidiaries of the Company listed on Annex A thereto (the “Pharmacy Business Purchase Agreement”). Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules and exhibits to this agreement are omitted. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.	(2)
2.3	Amendment No. 1, dated as of May 4, 2012, to the Pharmacy Business Purchase Agreement.	(3)
2.4	Stock Purchase Agreement, dated as of December 12, 2012, by and among HomeChoice Partners, Inc., DaVita HealthCare Partners Inc. Mary Ann Cope, R.Ph., Kathy F. Puglise, RN, CRNI, Joseph W. Boyd, R.Ph., Barbara J. Exum, PharmD and the Company. Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules and exhibits to this agreement are omitted. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.	(4)
2.5	Asset Purchase Agreement, dated as of June 16, 2013, among the Company, CarePoint Partners Holdings LLC (“CarePoint”), the direct and indirect subsidiaries of CarePoint, and the members of CarePoint. Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules and exhibits to this agreement are omitted. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.	(5)
2.6	Stock Purchase Agreement, dated as of February 1, 2014, by and among Elk Valley Professional Affiliates, Inc., South Mississippi Home Health, Inc., Deaconess Homecare, LLC, and the Buyers identified on the signature pages thereto, the Company and LHC Group, Inc. (the “Stock Purchase Agreement”). Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules and exhibits to this agreement are omitted. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.	(6)
2.7	Amendment No. 1, dated as of March 31, 2014, to the Stock Purchase Agreement. Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules and exhibits to this agreement are omitted. The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.	(7)
3.1	Second Amended and Restated Certificate of Incorporation.	(8)
3.2	Amendment to the Second Amended and Restated Certificate of Incorporation.	(9)
3.3	Amended and Restated By-Laws.	(10)
4.1	Specimen Common Stock Certificate.	(11)
4.2	Warrant Agreement, dated as of March 25, 2010, by and among the Company, the Kohlberg Entities, Robert Cucuel, Mary Jane Graves, Nitin Patel, Joey Ryan, Colleen Lederer, the Blackstone Entities and S.A.C.	(12)
4.3	Form of Cash-only Stock Appreciation Right Agreement.	(13)

4.4	Indenture, dated as of February 11, 2014, by and among the Company, the Guarantors party thereto and U.S. Bank National Association, as Trustee.	(14)
4.5	Specimen of 8.875% Notes due 2021 (included in Exhibit 4.8)	(15)
4.6	Registration Rights Agreement, dated February 11, 2014, by and among the Company, the guarantors named therein and Jefferies LLC, on behalf of itself and the other initial purchasers named therein.	(16)
10.1†	MIM Corporation Amended and Restated 2001 Incentive Stock Plan.	(17)
10.2†	Amendment to BioScrip, Inc. 2001 Incentive Stock Plan.	(18)
10.3†	Amended and Restated BioScrip, Inc. 2008 Equity Incentive Plan.	(19)
10.4†	BIOSCRIP/CHS 2006 Equity Incentive Plan, as Amended and Restated.	(20)
10.5†	Employee Stock Purchase Plan.	(21)
10.6†	Form of Restricted Stock Grant Certificate.	(22)
10.7†***	Form of Stock Option Agreement.	
10.8†	Employment Offer Letter, dated as of June 21, 2007, by and between the Company and Pat Bogusz.	(23)
10.9†	Amendment dated May 26, 2011, to the Employment Offer Letter by and between the Company and Pat Bogusz.	(24)
10.10†	Engagement Letter, dated April 19, 2012, by and between the Company and Hai Tran.	(25)
10.11†	Employment Offer Letter, dated January 30, 2009, by and between the Company and David Evans.	(26)
10.12†	Employment Offer Letter, dated January 13, 2010, by and between the Company and Vito Ponzio, Jr.	(27)
10.13†	Amended and Restated Employment Agreement, dated as of November 25, 2013, by and between the Company and Richard M. Smith.	(28)
10.14†	Employment Offer Letter, dated March 10, 2009, by and between the Company and Brian Stiver.	(29)
10.15†	Employment Offer Letter, dated July 30, 2012, by and between the Company and Brian Stiver.	(30)
10.16†	Employment Offer Letter, dated July 18, 2014, by and between the Company and Thomas Petit.	(31)
10.17†***	Employment Offer Letter, dated December 1, 2013, by and between the Company and Karen Cain.	
10.18	Form of Indemnification Agreement.	(32)
10.19	Credit Agreement, dated July 31, 2013, by and among the Company, the several banks and other financial institutions and lenders from time to time party thereto, and SunTrust Bank, in its capacity as administrative agent (the “Administrative Agent”).	(33)
10.20	First Amendment to Credit Agreement, dated as of December 23, 2013, by and among the Company, each of the Subsidiaries of the Company identified on the signature pages thereto, the Lenders party thereto, and the Administrative Agent.	(34)
10.21	Second Amendment to Credit Agreement, dated as of January 31, 2014, by and among the Company, each of the Subsidiaries of the Company identified on the signature pages thereto, the Lenders party thereto, and the Administrative Agent.	(35)
10.22	Third Amendment to Credit Agreement, dated as of March 1, 2015, by and among the Company, each of the Subsidiaries of the Company identified on the signature pages thereto, the Lenders party thereto, and the Administrative Agent.	(36)
10.23	Guaranty and Security Agreement, dated July 31, 2013, made by the Company and the Guarantors identified on the signature pages thereto, in favor of the Administrative Agent.	(37)
10.24 #	Prime Vendor Agreement dated as of July 1, 2009, between AmerisourceBergen Drug Corporation, the Company and the other parties thereto (the “Prime Vendor Agreement”).	(38)
10.25	First Amendment, dated as of March 25, 2010, to the Prime Vendor Agreement.	(39)

10.26 #	Second Amendment, dated as of June 1, 2010 to the Prime Vendor Agreement.	(40)
10.27 #	Third Amendment, dated as of August 1, 2010, to the Prime Vendor Agreement.	(41)
10.28 #	Fourth Amendment, dated as of May 1, 2011, to the Prime Vendor Agreement.	(42)
10.29 #	Fifth Amendment, dated as of January 1, 2012, to the Prime Vendor Agreement.	(43)
10.30	Stockholders' Agreement, dated as of January 24, 2010, by and among the Company, the Kohlberg Entities, Robert Cucuel, Mary Jane Graves, Nitin Patel, Joey Ryan, Colleen Lederer, the Blackstone Entities and S.A.C. (the "Stockholders' Agreement").	(44)
10.31	Amendment No. 1 to the Stockholders' Agreement, dated as of March 8, 2013, by and between the Company and Kohlberg Investors.	(45)
10.32	Amendment No. 2 to the Stockholders' Agreement, dated as of March 14, 2013, by and between the Company and Kohlberg Investors.	(46)
10.33	Amendment No. 3 & Waiver to the Stockholders' Agreement, dated as of August 13, 2013, by and between the Company and Kohlberg Investors.	(47)
10.34	Amendment No. 4 & Waiver to the Stockholders' Agreement, dated as of March 26, 2014, by and between the Company and Kohlberg Investors.	(48)
10.35	Indemnification Agreement, dated as of April 3, 2013, by and among the Company and the Kohlberg Entities, Robert Cucuel, Mary Jane Graves, Nitin Patel, Joey Ryan, Colleen Lederer, the Blackstone Entities and S.A.C.	(49)
10.36	Stipulation and Order of Settlement and Dismissal, effective January 8, 2014, by and among the Company, the United States of America, acting through the U.S. Department of Justice and on behalf of the Office of Inspector General of the Department of Health and Human Services, and relator David Kester.	(50)
10.37	Investor Agreement, dated as of February 6, 2015, by and among the Company, Cloud Gate Capital LLC and DSC Advisors, LLC.	(51)
12 ***	Computation of Ratio of Earnings to Fixed Charges	
21.1 ***	List of Subsidiaries of the Company.	
23.1 *	Consent of Independent Registered Public Accounting Firm.	
23.2 ***	Consent of Independent Registered Public Accounting Firm.	
31.1 *	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) promulgated under the Exchange Act.	
31.2 *	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) promulgated under the Exchange Act.	
32.1 *	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	
32.2 *	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	
101 **	The following financial information from the Company's Form 10-K for the fiscal year ended December 31, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Operations for the fiscal years ended December 31, 2014, 2013 and 2012, (ii) Consolidated Balance Sheets as of December 31, 2014 and 2013, (iii) Consolidated Statements of Stockholders' Equity for the fiscal years ended December 31, 2014, 2013 and 2012, (iv) Consolidated Statements of Cash Flows for the fiscal years ended December 31, 2014, 2013 and 2012, and (v) Notes to Consolidated Financial Statements.	

- (1) Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on January 27, 2010, SEC File Number 000-28740.
- (2) Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on February 3, 2012, SEC File Number 000-28740.
- (3) Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on May 10, 2012, SEC File Number 000-28740.
- (4) Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on February 4, 2013, SEC File Number 000-28740.
- (5) Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on June 18, 2013, SEC File Number 000-28740.
- (6) Incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed on February 3, 2014, SEC File Number 000-28740.
- (7) Incorporated by reference to Exhibit 2.2 to the Company's Form 8-K filed on April 1, 2014, SEC File Number 000-28740.

- (8) Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on March 17, 2005, SEC File Number 000-28740.
- (9) Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed on June 10, 2010, SEC File Number 000-28740.
- (10) Incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed on April 28, 2011, SEC File Number 000-28740.
- (11) Incorporated by reference to Exhibit 4.1 to the Company's Form 10-K filed on March 31, 2006, SEC File Number 000-28740.
- (12) Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on March 31, 2010, SEC File Number 000-28740.
- (13) Incorporated by reference to Exhibit 10.40 to the Company's Form 10-K filed on March 16, 2011, SEC File Number 000-28740.
- (14) Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed on February 11, 2014, SEC File Number 000-28740.
- (15) Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed on February 11, 2014, SEC File Number 000-28740.
- (16) Incorporated by reference to Exhibit 4.3 to the Company's Form 8-K filed on February 11, 2014, SEC File Number 000-28740.
- (17) Incorporated by reference to the definitive proxy statement filed on April 30, 2003, SEC File Number 000-28740.
- (18) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on August 10, 2011, SEC File Number 000-28740.
- (19) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on May 14, 2014, SEC File Number 000-28740.
- (20) Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on May 2, 2011, SEC File Number 000-28740.
- (21) Incorporated by reference to the definitive proxy statement filed on April 2, 2013, SEC File Number 000-28740.
- (22) Incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form S-8 filed on filed on May 16, 2008.
- (23) Incorporated by reference to Exhibit 10.14 to the Company's Form 10-K/A filed on December 16, 2013, SEC File Number 000-28740.
- (24) Incorporated by reference to Exhibit 10.15 to the Company's Form 10-K/A filed on December 16, 2013, SEC File Number 000-28740.
- (25) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on April 23, 2012, SEC File Number 000-28740.
- (26) Incorporated by reference to Exhibit 10.23 to the Company's Form 10-K/A filed on December 16, 2013, SEC File Number 000-28740.
- (27) Incorporated by reference to Exhibit 10.24 to the Company's Form 10-K/A filed on December 16, 2013, SEC File Number 000-28740.
- (28) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on November 27, 2013, SEC File Number 000-28740.
- (29) Incorporated by reference to Exhibit 10.24 to the Company's Form 10-K/A filed on June 6, 2014, SEC File Number 000-28740.
- (30) Incorporated by reference to Exhibit 10.25 to the Company's Form 10-K/A filed on June 6, 2014, SEC File Number 000-28740.
- (31) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on July 18, 2014, SEC File Number 000-28740.
- (32) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on March 14, 2013, SEC File Number 000-28740.
- (33) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on August 1, 2013, SEC File Number 000-28740.
- (34) Incorporated by reference to Exhibit 99.1 to the Company's Form 8-K filed on February 3, 2014, SEC File Number 000-28740.
- (35) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on February 3, 2014, SEC File Number 000-28740.
- (36) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on March 2, 2015, SEC File Number 000-28740.
- (37) Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on August 1, 2013, SEC File Number 000-28740.
- (38) Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q/A filed on December 2, 2009, SEC File Number 000-28740.
- (39) Incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed on March 31, 2010, SEC File Number 000-28740.
- (40) Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed on August 3, 2010, SEC File Number 000-28740.
- (41) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on May 2, 2011, SEC File Number 000-28740.
- (42) Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on May 2, 2011, SEC File Number 000-28740.
- (43) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on January 26, 2012, SEC File Number 000-28740.
- (44) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on January 27, 2010, SEC File Number 000-28740.
- (45) Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed on May 9, 2013, SEC File Number 000-28740.
- (46) Incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed on May 9, 2013, SEC File Number 000-28740.
- (47) Incorporated by reference to Exhibit 1.2 to the Company's Form 8-K filed on August 19, 2013, SEC File Number 000-28740.
- (48) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on April 1, 2014, SEC File Number 000-28740.
- (49) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on April 5, 2013, SEC File Number 000-28740.
- (50) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on January 8, 2014, SEC File Number 000-28740.
- (51) Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on February 9, 2015, SEC File Number 000-28740.

* Filed herewith.

- ** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.
- † Designates the Company's management contracts or compensatory plan or arrangement.
- # The SEC has granted confidential treatment of certain provisions of these exhibits. Omitted material for which confidential treatment has been granted has been filed separately with the SEC.
- *** Incorporated by reference to the corresponding exhibit to the Company's Form 10-K filed on March 2, 2015, SEC File Number 000-28740.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 9, 2015.

BIOSCRIP, INC.

/s/ Hai Tran

Hai Tran

Chief Financial Officer and Treasurer

(Exhibits being filed with this Annual Report on Form 10-K/A)

23.1	Consent of Independent Registered Public Accounting Firm.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) promulgated under the Exchange Act.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) promulgated under the Exchange Act.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
BioScrip, Inc.:

We consent to the incorporation by reference in the registration statement (No. 333-187336) on Form S-3, (No. 333-201925) on Form S-4 and (Nos. 333-198849, 333-107306, 333-107307, 333-123701, 333-123704, 333-150985, 333-165749, 333-176291, and 333-187679) on Form S-8 of BioScrip, Inc. and subsidiaries of our reports dated March 2, 2015, with respect to the consolidated balance sheet of BioScrip, Inc. and subsidiaries as of December 31, 2014, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year ended December 31, 2014, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of December 31, 2014, which reports appear in the December 31, 2014 annual report on Form 10-K of BioScrip, Inc. and subsidiaries.

Our report dated March 2, 2015, on the effectiveness of internal control over financial reporting as of December 31, 2014, expresses our opinion that BioScrip, Inc. did not maintain effective internal control over financial reporting as of December 31, 2014 because of the effect of the material weaknesses on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states material weaknesses related to the establishment of accounts receivable related reserves and the timely recognition of bad debt expense, significant and unusual transactions, and general information technology controls have been identified and included in management's assessment.

/s/ KPMG LLP

Minneapolis, Minnesota
March 2, 2015

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard M. Smith, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of BioScrip, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2015

/s/ Richard M. Smith
Richard M. Smith,
President, Chief Executive Officer
and Principal Executive Officer

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Hai Tran, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of BioScrip, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2015

/s/ Hai Tran
Hai Tran,
Chief Financial Officer, Treasurer
and Principal Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of BioScrip, Inc. (the "Company") on Form 10-K/A for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard M. Smith, Chief Executive Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 9, 2015

/s/ Richard M. Smith
Richard M. Smith,
President, Chief Executive Officer
and Principal Executive Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of BioScrip, Inc. (the "Company") on Form 10-K/A for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Hai Tran, Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 9, 2015

/s/ Hai Tran
Hai Tran,
Chief Financial Officer, Treasurer
and Principal Financial Officer