

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): November 30, 2016

**BIOSCRIP, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)

001-11993  
(Commission File Number)

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

1600 Broadway, Suite 950, Denver, Colorado  
(Address of principal executive offices)

80202  
(Zip Code)

Registrant's telephone number, including area code: (720) 697-5200

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 30, 2016, the stockholders of BioScrip, Inc. (the “Company”) approved two amendments to the Company’s Amended and Restated 2008 Equity Incentive Plan (the “2008 Plan”). The first amendment increases the number of shares of common stock of the Company (“Common Stock”) in the aggregate that may be subject to awards by 5,250,000 shares, from 9,355,000 to 14,605,000. The second amendment increases the annual grant caps under the 2008 Plan from 500,000 Options, 500,000 Stock Appreciation Rights, and 350,000 Stock Grants and Restricted Stock Units that are intended to comply with the requirements of Section 162(m) of the Code to a cap of no more than a total of 3,000,000 Options, Stock Appreciation Rights, Stock Grants and Restricted Stock Units combined. The Board of Directors of the Company had previously approved these amendments to the 2008 Plan, subject to stockholder approval. The foregoing summary of the amendments to the 2008 Plan is qualified in its entirety by reference to the text of the Second Amendment to the 2008 Plan, which is filed as Exhibit 10.1 to this filing and is incorporated in this Item 5.02 by reference.

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

On November 30, 2016, the Company held a special meeting of stockholders (the “Stockholders’ Meeting”) to vote on the following proposals:

- An amendment to the Company’s Second Amended and Restated Certificate of Incorporation to increase the number of shares of Common Stock that the Company is authorized to issue from 125 million shares to 250 million shares (the “Charter Amendment”);
- An amendment to the 2008 Plan to (i) increase the number of shares of Common Stock in the aggregate that may be subject to awards by 5,250,000 shares, from 9,355,000 to 14,605,000 shares and (ii) increase the annual grant caps under the Company’s 2008 Plan from 500,000 Options, 500,000 Stock Appreciation Rights and 350,000 Stock Grants and Restricted Stock Units that are intended to comply with the requirements of Section 162(m) of the Code to a cap of no more than a total of 3,000,000 Options, Stock Appreciation Rights, Stock Grants and Restricted Stock Units that are intended to comply with the requirements of Section 162(m) of the Code combined (the “2008 Plan Amendment ”); and
- If necessary, an adjournment of the Stockholders’ Meeting if there were insufficient votes in favor of the Charter Amendment (the “Adjournment Proposal”).

According to the final report of the inspector of elections, each of the Charter Amendment, the 2008 Plan Amendment and the Adjournment Proposal was approved by the Company’s stockholders.

Approval of the Charter Amendment required the affirmative vote of (i) the majority of the votes entitled to be cast by the holders of the outstanding shares of Common Stock, Series A Preferred Stock and Series C Preferred Stock represented in person or by proxy at the Stockholders’ Meeting, voting together as a single class (with the holders of Common Stock entitled to one vote per share and the holders of Series A and Series C Preferred Stock voting on an as-converted into Common Stock basis) and (ii) the holders of a majority of the Common Stock outstanding and entitled to vote on the matter, voting as a separate class.

The final results of the vote on the Charter Amendment (inclusive of the Series A and Series C Preferred Stock on an as-converted into Common Stock basis) are as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
115,079,428	5,207,882	220,882	0

The final results of the vote on the Charter Amendment (exclusive of the Series A and Series C Preferred Stock on an as-converted into Common Stock basis) are as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
100,358,477	5,191,219	220,681	0

Approval of the 2008 Plan Amendment required the affirmative vote of the holders of a majority of the aggregate shares of Common Stock (inclusive of the Series A and Series C Preferred Stock on an as-converted into Common Stock basis) that have voting power represented in person or by proxy and entitled to vote on the matter at the Stockholders’ Meeting. The final results of the vote on the 2008 Plan Amendment are as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
77,480,583	20,478,786	53,895	22,494,928

Approval of the Adjournment Proposal required the affirmative vote of holders of a majority of the votes cast on the Adjournment Proposal at the Stockholders’ Meeting. The final results of the vote on the Adjournment Proposal are as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
112,230,841	8,025,281	252,070	0

The Certificate of Amendment, which effected the Charter Amendment, is filed as Exhibit 3.1 to this filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment of the Second Amended and Restated Certificate of Incorporation of BioScrip, Inc.
10.1	Second Amendment to BioScrip, Inc. 2008 Equity Incentive Plan (as amended on June 1, 2016).

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**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: December 2, 2016

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

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**EXHIBIT INDEX**

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CERTIFICATE OF AMENDMENT OF  
THE SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
BIOSCRIP, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BioScrip, Inc.

2. The certificate of incorporation of the Corporation, as amended, is hereby amended by striking out Article FOURTH thereof and by substituting in lieu of said Article the following new Article:

"FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred fifty-five million (255,000,000) shares, par value one-one hundredth of a cent (\$0.0001) per share, of which two hundred fifty million (250,000,000) shares are designated as Common Stock and five million (5,000,000) shares are designated as Preferred Stock."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Dated: November 30, 2016

/s/ Kathryn Stalmack

Kathryn M. Stalmack, Senior Vice President, General  
Counsel and Secretary

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**SECOND AMENDMENT TO BIOSCRIP, INC.  
2008 EQUITY INCENTIVE PLAN  
(AS AMENDED ON JUNE 1, 2016)**

This **SECOND AMENDMENT TO THE BIOSCRIP, INC. 2008 EQUITY INCENTIVE PLAN (AS AMENDED ON JUNE 1, 2016)** (the "**Amendment**"), is made on the date last below written by **BIOSCRIP, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "**Company**").

**WHEREAS**, the Company adopted the BioScrip, Inc. 2008 Equity Incentive Plan effective April 28, 2008, and as last amended on June 1, 2016 (the "**Plan**"); and

**WHEREAS**, Section 17 of the Plan provides that the Company may amend the Plan from time to time;

**WHEREAS**, the Company wishes to amend the Plan to increase to 14,605,000 the number of shares of the common stock of the Company ("**Stock**") which are authorized for issuance under the Plan; and

**WHEREAS**, the Company wishes to amend the Plan to increase the overall cap to 3,000,000 per calendar year with respect to the maximum number of shares of Stock which may be granted in a calendar year under the Plan in connection with any of the following grants: (i) stock options to purchase Stock, (ii) stock appreciation rights, and (iii) restricted stock units and restricted stock awards, collectively, to any employee identified as a key employee by the Company.

**NOW, THEREFORE**, the Plan is amended as follows:

1. Paragraph (a) of Section 3.1 of the Plan is deleted in its entirety, and the following is substituted in its place as amended and restated Paragraph (a) of Section 3.1 of the Plan, as follows:

"3.1 Number of Shares (a) Subject to adjustment as provided in Section 15, a total of 14,605,000 shares of Stock shall be authorized for issuance under the Plan (which number shall include the 9,355,000 shares of Stock previously authorized for issuance under the Plan), all of which may be subject to ISOs, less one (1) share of Stock for every one (1) share of Stock that was subject to an Option or Stock Appreciation Right granted after December 31, 2007 under the Prior Plan and one and 53/100 (1.53) shares of Stock for every one (1) share of Stock that was subject to an Award other than an Option or Stock Appreciation Right granted after December 31, 2007 under the Prior Plan. In no event may more than 1,500,000 shares of Stock in the aggregate be subject to Awards granted to Directors. Any shares of Stock that are subject to Awards of Options or Stock Appreciation Rights shall be counted against this limit as one (1) share of Stock for every one (1) share of Stock issued. Any shares of Stock that are subject to Awards other than Options or Stock Appreciation Rights shall be counted against this limit as one and 53/100 (1.53) shares of Stock for every one (1) share of Stock issued."

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2. Section 6 of the Plan is deleted in its entirety, and the following is substituted in its place as amended and restated Section 6 of the Plan, as follows:

“SECTION 6.  
ELIGIBILITY AND ANNUAL GRANT CAPS

Only Key Employees who are employed by the Company or a Subsidiary or Parent shall be eligible for the grant of ISOs under the Plan. No Key Employee in any calendar year shall separately, or in the aggregate, be granted more than 3,000,000 shares of Stock (subject to adjustment under § 15) with respect to the following: (i) Options to purchase shares of Stock; (ii) Stock Appreciation Rights (based on the appreciation with respect to shares of Stock); and (iii) Stock Grants and Restricted Stock Units that are intended to comply with the requirements of Section 162(m) of the Code.”

3. Except as provided in this Amendment, no other changes or amendments shall be made to the Plan as previously stated (including all prior amendments) and the remainder thereof shall remain in full force and effect.

**IN WITNESS WHEREOF**, the Company has executed this Second Amendment on this 30th day of November, 2016.

**COMPANY:**

**BIOSCRIP, INC.**

By: /s/ Kathryn Stalmack  
Kathryn Stalmack  
SVP, General Counsel