

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MADISON DEARBORN PARTNERS LLC</u>  (Last) (First) (Middle) C/O MADISON DEARBORN PARTNERS, LLC 70 W MADISON STREET, SUITE 4600  (Street) CHICAGO IL 60602  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Option Care Health, Inc. [ OPCH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001	03/17/2021		S		12,000,000	D	\$20 <sup>(1)</sup>	85,080,771 <sup>(2)</sup>	I <sup>(3)(4)</sup>	See footnotes <sup>(3)(4)(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
MADISON DEARBORN PARTNERS LLC  
 (Last) (First) (Middle)  
 C/O MADISON DEARBORN PARTNERS, LLC  
 70 W MADISON STREET, SUITE 4600  
 (Street)  
 CHICAGO IL 60602  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MADISON DEARBORN PARTNERS VI-A&C, L.P.  
 (Last) (First) (Middle)  
 C/O MADISON DEARBORN PARTNERS, LLC  
 70 W. MADISON STREET, SUITE 4600  
 (Street)  
 CHICAGO IL 60602  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Madison Dearborn Capital Partners VI-A, L.P.

(Last) (First) (Middle)  
C/O MADISON DEARBORN PARTNERS, LLC  
70 W. MADISON STREET, SUITE 4600

(Street)  
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MDP HC HOLDINGS, LLC

(Last) (First) (Middle)  
C/O MADISON DEARBORN PARTNERS, LLC  
70 W. MADISON STREET, SUITE 4600

(Street)  
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HC GROUP HOLDINGS I, LLC

(Last) (First) (Middle)  
C/O MADISON DEARBORN PARTNERS, LLC  
70 W. MADISON STREET, SUITE 4600

(Street)  
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FINNEGAN PAUL J

(Last) (First) (Middle)  
C/O MADISON DEARBORN PARTNERS, LLC  
70 W. MADISON STREET, SUITE 4600

(Street)  
CHICAGO IL 60602

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MENCOFF SAMUEL M

(Last) (First) (Middle)  
C/O MADISON DEARBORN PARTNERS, LLC  
70 W. MADISON STREET, SUITE 4600

(Street)  
CHICAGO IL 60602

(City) (State) (Zip)

**Explanation of Responses:**

1. The per share sale price reported in this Form 4 does not reflect reduction for underwriting discounts.
2. Consists of (i) 85,015,391 shares of common stock held by HC Group Holdings I, LLC ("HC I"), (ii) 5,472 shares of common stock held by Elizabeth Q. Betten, which were issued to Ms. Betten upon vesting of certain restricted stock units ("RSUs") received by Ms. Betten in her capacity as a director of Option Care Health, Inc. (the "Issuer"), (iii) 5,472 shares of common stock held by Timothy Sullivan, which were issued to Mr. Sullivan upon vesting of certain RSUs received by Mr. Sullivan in his capacity as a director of the Issuer, and (iv) 54,436 RSUs awarded to Ms. Betten and Mr. Sullivan in their capacity as directors of the Issuer.
3. MDP HC Holdings, LLC ("MDP HC") is the controlling equityholder of HC I. Madison Dearborn Capital Partners VI-A, L.P. ("MDCP VI-A") is a controlling equityholder and Manager of MDP HC. Madison Dearborn Partners VI-A&C, L.P. ("MDP VI-A&C") is the general partner of MDCP VI-A. Madison Dearborn Partners, LLC ("MDP LLC") is the general partner of MDP VI-A&C. Elizabeth Q. Betten and Timothy P. Sullivan are Managing Directors of MDP LLC, limited partners of MDP VI-A&C, serve on the board of managers of HC I and serve on the board of directors of the Issuer. Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee that (by majority vote) controls investment decisions of shares held directly by MDCP VI-A, and may be deemed to control the disposition of shares of Common Stock held directly by HC I.
4. (Continued from Footnote 3) By virtue of the relationships described in this footnote, Ms. Betten and Messrs. Sullivan, Finnegan and Mencoff may be deemed to exercise voting and dispositive power with respect to the shares of Common Stock held by HC I. Each of Mr. Finnegan, Mr. Mencoff, Mr. Sullivan, Ms. Betten, MDP LLC, MDP VI-A&C, MDCP VI-A and MDP HC disclaims beneficial ownership of the shares of Common Stock owned by HC I except to the extent of its pecuniary interest therein.
5. The other beneficial owners of the reported securities have separately filed Form 4s.

/s/ Annie Terry, by power of attorney for Mr. Mencoff 03/19/2021  
/s/ Annie Terry, by power of 03/19/2021

attorney for Mr. Finnegan  
/s/ Annie Terry, Managing  
Director of Madison Dearborn 03/19/2021  
Partners, LLC

/s/ Annie Terry, Managing  
Director of Madison Dearborn  
Partners, LLC, the General 03/19/2021  
Partner of Madison Dearborn  
Partners VI-A&C, L.P.

/s/ Annie Terry, Managing  
Director of Madison Dearborn  
Partners, LLC, the ultimate 03/19/2021  
General Partner of Madison  
Dearborn Capital Partners VI-  
A, L.P.

/s/ Annie Terry, Managing  
Director of Madison Dearborn  
Partners, LLC, the ultimate 03/19/2021  
General Partner of Madison  
Dearborn Capital Partners VI-  
A, L.P., which is the  
controlling equityholder of  
MDP HC Holdings, LLC

/s/ Annie Terry, Managing  
Director of Madison Dearborn  
Partners, LLC, the ultimate 03/19/2021  
General Partner of Madison  
Dearborn Capital Partners VI-  
A, L.P.,  
which is the controlling  
equityholder of MDP HC  
Holdings, LLC, which in turn 03/19/2021  
is the controlling equityholder  
of HC Group Holdings I, LLC

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**