

BioScrip, Inc.  
Form SC 13D  
August 06, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_)\*

BioScrip, Inc.

(Name of Issuer)

Common Stock  
\$0.0001 Par Value

(Title of Class of Securities)

09069N108

(CUSIP Number)

Vinita K. Paul  
Heartland Advisors, Inc.  
789 N. Water Street  
Milwaukee, Wisconsin 53202  
(414) 347-7777

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

August 4, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 240.13d-1(e), Rule 240.13d-1(f) or Rule 240.13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\*

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON  
HEARTLAND ADVISORS , INC.

2 CHECK the APPROPRIATE BOX IF A MEMBER OF A GROUP  
(A)

(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO CLIENT FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Wisconsin

7 SOLE VOTING POWER  
None

Number of  
Shares Beneficially  
Owned by Each  
Reporting Person With

8 SHARED VOTING POWER  
7,785,105

9 SOLE DISPOSITIVE POWER  
None

10 SHARED DISPOSITIVE POWER  
8,089,005

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,089,005

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.9%

14 TYPE OF REPORTING PERSON  
IA



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- |  |   |  |
|--|---|--|
| 1  | NAME OF REPORTING PERSON<br>William J. Nasgovitz  |  |
| 2  | CHECK the APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(A)<br><br>o<br>(B)<br><br>o                |  |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS<br>AF   |  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO<br>ITEMS 2(d) OR 2(e)<br>x |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>USA   |  |
|  | 7   | SOLE VOTING POWER<br>None                          |
| Number of<br>Shares Beneficially<br>Owned by Each<br>Reporting Person With | 8   | SHARED VOTING POWER<br>7,785,105 <sup>1</sup>      |
|  | 9   | SOLE DISPOSITIVE POWER<br>None                     |
|  | 10  | SHARED DISPOSITIVE POWER<br>8,089,005 <sup>1</sup> |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>8,089,005 <sup>1</sup>          |  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br>N/A                    |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>20.9%                                     |  |
| 14   | TYPE OF REPORTING PERSON<br>IN, HC  |  |

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<sup>1</sup>Beneficial ownership is specifically disclaimed. See Item 2.



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**Item 1.**

**Security and Issuer**

This Schedule 13D relates to the common stock, 0.0001 par value (the Common Stock ), of BioScrip, Inc., a Delaware corporation (the Company ), with principal executive offices located at 100 Clearbrook Road, Elmsford, NY 10523.

**Item 2.**

**Identity and Background**

(a)-(c)

This statement is being filed by Heartland Advisors, Inc. ( HAI ) and William J. Nasgovitz, solely as the control person of HAI (together, the Reporting Persons ). HAI is an investment adviser registered with the SEC that provides investment advisory services to series of Heartland Group, Inc., a registered investment company, as well as private investment advisory clients (collectively, Client Accounts ). Mr. Nasgovitz is the President and control person of HAI. Mr. Nasgovitz may be deemed to have a beneficial interest in the shares of Common Stock owned by HAI on behalf of Client Accounts by virtue of Mr. Nasgovitz s control of HAI. The Reporting Persons are of the view that they do not constitute a group. Information regarding the executive officers and directors of HAI is set forth on Schedule A attached hereto and incorporated herein by reference. The address of the principal business and principal office of the Reporting Persons is 789 North Water Street, Milwaukee, WI 53202.

Although HAI is treated as an institutional investor for purposes of reporting its beneficial ownership on Schedule 13G, the Reporting Persons are jointly filing their beneficial ownership reports on Schedule 13D for administrative purposes due to the fact that the shares of Common Stock that may be deemed to be beneficially owned by Mr. Nasgovitz indirectly (other than through HAI) exceed 1% of the shares of Common Stock outstanding.

Mr. Nasgovitz does not own any Common Stock for his own account and disclaims beneficial ownership of the shares of Common Stock reported herein.

(d)

None of the persons referred to in paragraph (a) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and/or similar misdemeanors).

(e)

On January 25, 2008, HAI, William J. Nasgovitz (President of HAI, President and a director of Heartland Group, Inc. (the Funds ) and a portfolio manager), Paul T. Beste (Chief Operating Officer of HAI and Vice President and Secretary of the Funds), Kevin D. Clark (Senior Vice President and a portfolio manager of HAI) and Hugh F. Denison (a portfolio manager and Senior Vice President of HAI) (HAI, Nasgovitz, Beste, Clark and Denison collectively referred to herein as the Respondents ) and certain others no longer associated with the Funds, reached a settlement with the Securities and Exchange Commission ( SEC ) that resolved the issues resulting from the SEC s investigation of HAI s

pricing of certain bonds owned by the Heartland High-Yield Municipal Bond Fund and the Heartland Short Duration High-Yield Municipal Fund (collectively the HY Bond Funds ), and HAI s disclosures to the Funds Board of Directors and investors concerning HAI s efforts to evaluate bond issuers in connection with the operation of the HY Bond Funds during calendar year 2000. The Respondents do not admit or deny any wrongdoing and the settlement does not establish wrongdoing or liability for purposes of any other proceeding. The SEC s administrative order involves, among other things: (i) findings by the SEC that the Respondents violated certain federal securities laws; (ii) a cease and desist order against the Respondents; (iii) a censure of the Respondents (other than Mr. Denison); (iv) payment by the Respondents (other than Mr. Denison) of disgorgement of \$1; and (v) civil money penalties against the Respondents (other than Mr. Denison) as follows: HAI and Mr. Nasgovitz, jointly and severally, \$3.5 million; Mr. Beste, \$95,000; and Mr. Clark, \$25,000. In connection with this administrative settlement, the SEC s civil complaint against the Respondents was dismissed.

(f)

HAI is a Wisconsin corporation. Mr. Nasgovitz is a citizen of the United States. The names, business address and principal occupations of each director and executive officer of HAI are set forth in Schedule A.



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**Item 3.**

**Source and Amount of Funds or Other Consideration**

HAI has beneficially owned shares of Common Stock on behalf of Client Accounts for a number of years, as previously reported on Schedule 13G, as amended, and Schedule 13D. As of August 4, 2009, HAI had acquired an aggregate of 8,089,005 shares of Common Stock on behalf of Client Accounts. All shares of Common Stock held by HAI on behalf of Client Accounts were purchased with funds provided by the Client Accounts.

**Item 4.**

**Purpose of Transaction**

All purchases of shares of Common Stock by HAI have been made to acquire an equity interest in the Company in pursuit of specified investment objectives for the Client Accounts. HAI is holding the Common Stock on behalf of the Client Accounts solely for investment purposes in the ordinary course of business of HAI as a registered investment adviser and neither of the Reporting Persons intends to seek control of the Company. The shares of Common Stock were not acquired for the purpose, nor with the effect of, changing or influencing the control or management of the Company. The Reporting Persons are filing this Statement on Schedule 13D, as opposed to Schedule 13G, due to the fact that the shares of Common Stock that may be deemed to be indirectly beneficially owned by Mr. Nasgovitz (other than through HAI) exceed 1% of the shares of Common Stock outstanding.

In connection with the acquisition of additional shares of Common Stock and pursuant to a request from HAI, on March 4, 2009, the Company entered into an amendment to the Company's Rights Agreement to exclude the Reporting Persons from the definition of Acquiring Person unless they become the beneficial owner of 22.5% or more of the Common Stock, other than as a result of repurchases by the Company of shares of the Common Stock.

As permitted by law and subject to the Company's Rights Agreement, the Reporting Persons may purchase additional shares of Common Stock or dispose of any or all of the shares of Common Stock from time to time depending on future evaluations of the prospects of the Company and other developments, including general economic and stock market conditions, as well as the investment objectives and diversification requirements of the Client Accounts and HAI's fiduciary duties to such clients.

Other than as described above, none of the Reporting Persons has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

**Item 5.**

**Interest in Securities of the Issuer**

(a)

As investment adviser to the Client Accounts, HAI may be deemed the beneficial owner of 8,089,005 shares, or approximately 20.9%, of the shares of Common Stock presently outstanding. As control person of HAI, Mr. Nasgovitz may be deemed the indirect beneficial owner of the shares beneficially owned by HAI. Mr. Nasgovitz specifically disclaims beneficial ownership of the Common Stock.

(b)

HAI, as investment adviser to the Client Accounts, may be deemed to have shared voting power with respect to 7,785,105 shares of Common Stock and shared dispositive power with respect to 8,089,005 shares of Common Stock. Mr. Nasgovitz, as control person of HAI, may be deemed to have shared voting power with respect to 7,785,105 shares of Common Stock and shared dispositive power with respect to 8,089,005 shares of Common Stock.

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(c)

The type of transaction, date, number of shares and price per share (excluding commissions) for all transactions in the Common Stock by the Reporting Persons during the past 60 days are set forth on Schedule B attached hereto and incorporated by reference herein.

(d)

The clients of HAI, a registered investment adviser, including a series of a registered investment company and other managed accounts, have the right to receive or the power to direct the receipt of dividends and proceeds from the sale of shares of Common Stock included in this Schedule. The Heartland Value Fund, a series of the Heartland Group, Inc., a registered investment company, owns 3,895,000 shares or 10.0% of the class of Common Stock. The remaining shares disclosed in this filing are owned by various other Client Accounts managed by HAI on a discretionary basis. To the best of HAI's knowledge, none of the other Client Accounts owns more than 5% of the Common Stock.

(e)

Not applicable.

**Item 6.**

**Contracts, Arrangements, Understandings or Relationships with Respect to**

**Securities of the Issuer**

HAI is the investment adviser to the Client Accounts pursuant to separate investment management agreements which provide HAI with the authority to invest the funds of Client Accounts in securities (including the Common Stock); to hold, vote and dispose of securities (including the Common Stock); and to file this statement. Except as described herein, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons named in Schedule A hereto has entered into any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to the Common Stock.

**Item 7.**

**Material to Be Filed as Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
1	Joint Filing Agreement



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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 5, 2009

**Heartland Advisors, Inc.**

By: /s/ Paul T. Beste

Paul T. Beste

Chief Operating Officer

Dated: August 5, 2009

**William J. Nasgovitz**

By: /s/ Paul T. Beste

Paul T. Beste

As Attorney-in-Fact for William J. Nasgovitz

(Pursuant to Power of Attorney Previously Filed)

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Schedule A

The name and present principal occupation or employment of each executive officer and director of Heartland Advisors, Inc. are set forth below. The business address of each person is 789 N. Water Street, Milwaukee, WI 53202. All of the persons listed below are U.S. citizens. To the best of the Reporting Persons' knowledge, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and no such person was a party to any civil or administrative proceeding except as described in Item 2(e) of this Schedule 13D.

Name

Principal Occupation

William J. Nasgovitz

Director, President and Chief Executive Officer

Paul T. Beste

Director, Chief Operating Officer and Secretary

Kevin D. Clark

Senior Vice President and Portfolio Manager

David C. Fondrie

Director, Senior Vice President and Portfolio Manager

Bradford A. Evans

Vice President and Portfolio Manager

David Ribbens

Senior Vice President

Vinta K. Paul

Vice President and Chief Compliance Officer

Christine A. Johnson

Vice President and Chief Financial Officer

Jeanne Kolimaga

Vice President

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Schedule BTransactions in the Last 60 Days<sup>2</sup>

Trade Date	Reporting Person	Transaction Type	# of Shares	Price per Share
6/8/09	HAI	Sell	800	4.24
6/24/09	HAI	Buy	800	4.9873
6/24/09	HAI	Buy	5,000	4.9873
7/1/09	HAI	Sell	2,500	5.9474
7/1/09	HAI	Sell	11,200	5.9474
7/1/09	HAI	Sell	4,000	6.05
7/1/09	HAI	Sell	1,000	5.9474
7/1/09	HAI	Sell	22,732	5.9474
7/1/09	HAI	Sell	2,400	5.9474
7/1/09	HAI	Sell	1,800	5.9474
7/1/09	HAI	Sell	14,000	5.9735
7/1/09	HAI	Sell	12,400	5.9474
7/6/09	HAI	Sell	200	5.9193
7/6/09	HAI	Sell	400	5.9193
7/6/09	HAI	Sell	600	5.9193
7/6/09	HAI	Sell	100	5.9193
7/6/09	HAI	Sell	200	5.9193
7/6/09	HAI	Sell	4,200	5.8035
7/6/09	HAI	Sell	4,800	5.87
7/6/09	HAI	Sell	500	5.902
7/6/09	HAI	Sell	5,000	5.846
7/7/09	HAI	Sell	1,500	5.9329
7/7/09	HAI	Sell	1,100	5.9329
7/7/09	HAI	Sell	2,468	5.9329
7/7/09	HAI	Sell	300	5.9329
7/7/09	HAI	Sell	100	5.9329
7/7/09	HAI	Sell	15,108	5.9378
7/7/09	HAI	Sell	2,200	5.9378
7/7/09	HAI	Sell	1,800	5.9378
7/7/09	HAI	Sell	6,600	5.9378



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7/7/09	HAI	Sell	4,600	5.9378
7/7/09	HAI	Sell	300	5.9378
7/7/09	HAI	Sell	3,400	5.9378
7/7/09	HAI	Sell	800	5.9378
7/7/09	HAI	Sell	200	5.9378
7/7/09	HAI	Sell	200	5.9378
7/7/09	HAI	Sell	700	5.9378
7/7/09	HAI	Sell	9,300	5.9378
7/7/09	HAI	Sell	400	5.9378

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<sup>2</sup>All trades were done in the open market.

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<b>Trade Date</b>	<b>Reporting Person</b>	<b>Transaction Type</b>	<b># of Shares</b>	<b>Price per Share</b>
7/7/09	HAI	Sell	5,400	5.9378
7/7/09	HAI	Sell	3,700	5.9378
7/7/09	HAI	Sell	2,700	5.9378
7/7/09	HAI	Sell	3,500	5.9378
7/7/09	HAI	Sell	4,000	5.9378
7/7/09	HAI	Sell	600	5.9378
7/7/09	HAI	Sell	1,300	5.9378
7/7/09	HAI	Sell	5,400	5.9378
7/7/09	HAI	Sell	100	5.9329
7/7/09	HAI	Sell	300	5.9329
7/14/09	HAI	Sell	2,200	5.9141
7/14/09	HAI	Sell	600	5.9
7/14/09	HAI	Sell	900	5.9
7/14/09	HAI	Sell	800	5.9
7/14/09	HAI	Sell	1,900	5.9
7/14/09	HAI	Sell	700	5.9
7/14/09	HAI	Sell	300	5.9
7/15/09	HAI	Sell	6,900	5.9
7/15/09	HAI	Sell	2,700	5.9
7/15/09	HAI	Sell	5,000	5.8632
7/17/09	HAI	Sell	12,100	6.2394
7/17/09	HAI	Sell	200	6.2394
7/17/09	HAI	Sell	3,000	6.2394
7/17/09	HAI	Sell	8,560	6.2394
7/17/09	HAI	Sell	4,600	6.2394
7/20/09	HAI	Sell	11,800	6.25210
7/20/09	HAI	Sell	17,600	6.2726
7/21/09	HAI	Sell	5,400	6.2148
7/21/09	HAI	Sell	1,100	6.2148
7/21/09	HAI	Sell	2,400	6.2148

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7/21/09	HAI	Sell	2,000	6.2148
7/21/09	HAI	Sell	4,000	6.2148
7/21/09	HAI	Sell	500	6.2148
7/21/09	HAI	Sell	1,000	6.2148
7/23/09	HAI	Sell	15,000	6.3677
7/28/09	HAI	Sell	200	6.301
7/28/09	HAI	Sell	5,000	6.3581
7/28/09	HAI	Sell	500	6.3581
7/29/09	HAI	Sell	1000	6.0880
7/30/09	HAI	Sell	1,100	6.5565
7/30/09	HAI	Sell	4,000	6.5565
7/30/09	HAI	Sell	13,000	6.6

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Exhibit 1

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing with the other reporting person of a statement on Schedule 13D (including amendments thereto) with respect to the common stock, \$0.0001 par value, of BioScrip, Inc., and that this Agreement be included as an Exhibit to such joint filing.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 5th day of August, 2009.

**Heartland Advisors, Inc.**

By: /s/ Paul T. Beste

Paul T. Beste

Chief Operating Officer

**William J. Nasgovitz**

By: /s/ Paul T. Beste

Paul T. Beste

As Attorney-in-Fact for William J. Nasgovitz

(Pursuant to Power of Attorney Previously Filed)