

BioScrip, Inc.
Form 4
April 26, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kohlberg Management V, LLC

(Last) (First) (Middle)

C/O KOHLBERG & CO.,
L.L.C., 111 RADIO CIRCLE

(Street)

MOUNT KISCO, NY 10549

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BioScrip, Inc. [BIOS]

3. Date of Earliest Transaction (Month/Day/Year)

04/24/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

* See remarks below

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock (par value \$0.0001 per share)	04/24/2013		S ⁽¹⁾		3,968,750 ⁽²⁾	D	See Footnotes (4) (6) (7) (8)
					\$ 11.4 ⁽³⁾		
					8,684,415	I	

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 10					03/25/2010 03/25/2015	Common Stock	3,004,887

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kohlberg Management V, LLC C/O KOHLBERG & CO., L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549		X		* See remarks below
KOHLBERG OFFSHORE INVESTORS V L P C/O KOHLBERG & CO., L.L.C. 111 RADIO CIRCLE MT KISCO, NY 10549		X		
Kohlberg TE Investors V L P C/O KOHLBERG & CO., L.L.C. 111 RADIO CIRCLE MT KISCO, NY 10549		X		
Kohlberg Investors V L P C/O KOHLBERG & CO., L.L.C. 111 RADIO CIRCLE NEW YORK, NY 10549		X		
Kohlberg Partners V, L.P. C/O KOHLBERG & CO., L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549		X		
				X

KOCO Investors V, L.P.
 C/O KOHLBERG & CO., L.L.C.
 111 RADIO CIRCLE DRIVE
 MT. KISCO, NY 10549

Signatures

Kohlberg Management V, L.L.C., By: /s/ Gordon Woodward, Vice President	04/26/2013
__Signature of Reporting Person	Date
Kohlberg Offshore Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/26/2013
__Signature of Reporting Person	Date
Kohlberg TE Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/26/2013
__Signature of Reporting Person	Date
Kohlberg Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/26/2013
__Signature of Reporting Person	Date
Kohlberg Partners V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/26/2013
__Signature of Reporting Person	Date
KOCO Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/26/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) On April 24, 2013, 3,968,750 shares of common stock were sold by the Funds (as defined below) for \$11.40 per share pursuant to an underwritten public offering.
- (2) The 3,968,750 shares of common stock sold by the Funds consisted of: (i) 2,094,607 shares sold by Kohlberg Investors V, L.P. ("Investors"), (ii) 117,947 shares sold by Kohlberg Partners V, L.P. ("Partners"), (iii) 140,308 shares sold by Kohlberg Offshore Investors V, L.P. ("Offshore"), (iv) 1,523,380 shares sold by Kohlberg TE Investors, V. L.P. ("TE") and (v) 92,508 shares sold by KOCO Investors V, L.P. ("KOCO" and collectively with Investors, Partners, Offshore and TE, the "Funds").
- (3) The price reflects the proceeds before expenses, consisting of the public offering price of \$12.00 minus the underwriting discount of \$0.60.
- (4) The 8,684,415 shares of common stock of the Issuer, par value \$0.0001 per share (the "Shares"), reported herein are directly beneficially owned as follows: (i) 4,583,419 Shares are owned by Investors, (ii) 258,090 Shares are owned by Partners, (iii) 307,020 Shares are owned by Offshore, (iv) 3,333,459 Shares are owned by TE and (v) 202,427 Shares are owned by KOCO.
- (5) Pursuant to a Warrant Agreement with the Issuer, each of Investors, Partners, Offshore, TE and KOCO directly own warrants (collectively, the "Warrants") representing the right to purchase 1,585,904 Shares, 89,302 Shares, 106,232 Shares, 1,153,407 Shares and 70,042 Shares, respectively. The Warrants may be exercised at any time prior to March 25, 2015. The initial exercise price of the Warrants is equal to \$10.00 per Share, subject to certain adjustments in accordance with the terms of the Warrant Agreement.
- (6) The securities reported as directly beneficially owned by the Funds in footnotes 4 and 5 hereof may be deemed to be indirectly beneficially owned by Kohlberg Management V, L.L.C., which is the general partner of each of the Funds.
- (7) The Funds acquired the Shares, the Warrants and other consideration from the Issuer in consideration for their interest in Critical Homecare Solutions Holdings, Inc. ("CHS"), pursuant to a merger of CHS into a wholly owned subsidiary of the Issuer on March 25, 2010. The merger agreement, which was entered into on January 24, 2010, valued the Shares and the Shares to be acquired upon the

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exercise of the Warrants at \$8.3441 per Share, which was calculated based on the volume weighted trading average price of the Shares over the 10-day period ended January 22, 2010. Of the 12,653,165 Shares issued to the Funds pursuant to the merger agreement, 768,542 Shares are currently being held in escrow and are subject to forfeiture to satisfy any indemnity or purchase price adjustment payments to be made to the Issuer.

- (8) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Each Reporting Person may be deemed to be a member of a Section 13(d) "group" that owns more than 10% of the outstanding

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

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