

BioScrip, Inc.
Form 4
May 22, 2015

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 *
Coliseum Capital Management, LLC

(Last) (First) (Middle)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BioScrip, Inc. [BIOS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock	(1)	05/20/2015	A		10,000 (1)		(2)	(2)	Common Stock	10,000 (1)		\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
COLISEUM CAPITAL PARTNERS L P METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Gray Adam METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		

Signatures

Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager

05/22/2015

__Signature of Reporting Person

Date

/s/ Christopher Shackelton

05/22/2015

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<u>Signature of Reporting Person</u>	Date
Coliseum Capital, LLC, By: /s/ Christopher Shackelton, Manager	05/22/2015
<u>Signature of Reporting Person</u>	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Christopher Shackelton, Manager	05/22/2015
<u>Signature of Reporting Person</u>	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Christopher Shackelton, Manager	05/22/2015
<u>Signature of Reporting Person</u>	Date
/s/ Adam Gray	05/22/2015
<u>Signature of Reporting Person</u>	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) Each share of phantom stock is a market-based cash award which is the economic equivalent of one share of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"). Each share of phantom stock is entitled to a cash payment equal to the fair market value of a share of Common Stock as of the vesting date, based on the closing market price of the Common Stock on such date.
- (2) The shares of phantom stock vest on the business day immediately preceding the date of the Issuer's 2016 annual meeting of stockholders, provided that Christopher Shackelton ("Shackelton") continues to serve as a director of the Issuer as of such date. If unvested on the vesting date, the shares of phantom stock expire.
- (3) The phantom stock was received by Shackelton in connection with his service as a member of the board of directors of the Issuer. Shackelton has agreed that all equity awards he receives for serving as a director of the Issuer shall be issued to Coliseum Capital Partners, L.P. ("CCP").
- (4) Shackelton and Adam Gray ("Gray") are managers of and have an ownership interest in each of (a) Coliseum Capital Management, LLC ("CCM"), the investment advisor to and a separate investment advisory account managed by CCM (the "Separate Account") and (b) Coliseum Capital, LLC ("CC"), the general partner of each of CCP and Coliseum Capital Partners II, L.P. ("CCP2") and may be deemed to have an indirect pecuniary interest in the shares held by CCP, CCP2, and the Separate Account due to CCM's right to receive performance-related fees from the Separate Account and CC's right to receive performance-related fees from CCP and CCP2. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

Remarks:

Shackelton is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer

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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