

BioScrip, Inc.  
Form 8-K  
April 05, 2013

**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): April 3, 2013

**BIOSCRIP, INC.**

(Exact name of Registrant as specified in its charter)

|                          |                          |   |
|--------------------------|--------------------------|---|
| Delaware                 | 000-28740                | 05-0489664                              |
| (State of Incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 100 Clearbrook Road, Elmsford, New York  | 10523      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (914) 460-1600

N/A

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(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))

**Item 1.01. Entry Into a Material Definitive Agreement.**

Pursuant to Section 4 of the stockholders' agreement dated as of January 24, 2010 (the "Stockholders' Agreement"), by and among BioScrip, Inc. (the "Company") and Kohlberg Investors V, L.P., Kohlberg Partners V, L.P., Kohlberg Offshore Investors V, L.P., Kohlberg TE Investors V, L.P., KOCO Investors V, L.P., Robert Cucuel, Mary Jane Graves, Nitin Patel, Joey Ryan, Colleen Lederer, Blackstone Mezzanine Partners II L.P., Blackstone Mezzanine Holdings II L.P., and S.A.C. Domestic Capital Funding, Ltd., (collectively, the "Stockholders"), filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 27, 2010, the Company granted certain registration rights to the Stockholders (the "Registration Rights"), which Registration Rights are conditioned under Section 4 of the Stockholders' Agreement upon the execution by the participating Stockholders and the Company of a customary agreement containing customary indemnification provisions in respect of the Registration Rights.

On April 3, 2013, the Company entered into an indemnification agreement by and among the Company and the Stockholders (the "Indemnification Agreement"), pursuant to Section 4 of the Stockholders' Agreement, providing for customary indemnification provisions in respect of the Registration Rights. The foregoing description of the Indemnification Agreement is qualified in its entirety by reference to the full text of the Indemnification Agreement, a copy of which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. See the Exhibit Index which is hereby incorporated by reference.

**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: April 3, 2013 By: /s/ Kimberlee C. Seah  
Kimberlee C. Seah  
Senior Vice President and General Counsel

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Indemnification Agreement dated as of April 3, 2013, by and among BioScrip, Inc. and Kohlberg Investors V, L.P., Kohlberg Partners V, L.P., Kohlberg Offshore Investors V, L.P., Kohlberg TE Investors V, L.P., KOCO Investors V, L.P., Robert Cucuel, Mary Jane Graves, Nitin Patel, Joey Ryan, Colleen Lederer, Blackstone Mezzanine Partners II L.P., Blackstone Mezzanine Holdings II L.P., and S.A.C. Domestic Capital Funding, Ltd. |