

BioScrip, Inc.
Form SC 13D/A
June 10, 2010

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

SCHEDULE 13D

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)**

(Amendment No. 1)*

BioScrip, Inc.
(Name of Issuer)
Common Stock, \$.0001 par value
(Title of Class of Securities)
09069N108
(CUSIP Number)

Barry A. Posner
Executive Vice President, Secretary and General Counsel
BioScrip, Inc.
100 Clearbrook Road,
Elmsford NY 10523
914-460-1600

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

June 10, 2010

(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 §§ 240.13d-1(e), 240.13d-1(f) or 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 § 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 (the 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*).

(Continued on following pages)
(page 1 of 9 pages)

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NAMES OF REPORTING PERSONS

1

Richard H. Friedman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 2,489,444

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

10,000

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 2,489,444

WITH SHARED DISPOSITIVE POWER

10

10,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,499,444

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

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NAMES OF REPORTING PERSONS

1

Richard M. Smith

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 155,000

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 155,000

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

155,000

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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NAMES OF REPORTING PERSONS

1

Barry A. Posner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 434,597

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 434,597

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

434,597

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.8%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* See footnotes 1 - 4 in Item 5 (a) - (b).

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NAMES OF REPORTING PERSONS

1

Stanley G. Rosenbaum

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 434,938

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 434,938

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

434,938

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.8%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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This Amendment No. 1 (Amendment No. 1) to Schedule 13D amends the Schedule 13D filed with the Securities and Exchange Commission (SEC) on February 3, 2010 by Richard H. Friedman, Richard M. Smith, Barry A. Posner and Stanley G. Rosenbaum (together, the Reporting Persons), with respect to the subject class of securities (Schedule 13D). This Amendment No. 1 is being filed by the Reporting Persons. As described in more detail below, Items 4, 5 and 6 have been amended in this Amendment No. 1 as a result of the termination of the Voting Agreement, dated as of January 24, 2010, by and among the Reporting Persons, Critical Homecare Solutions Holdings, Inc. and Kohlberg Investors V, L.P. (the Voting Agreement) in connection with BioScrip s Annual Meeting of Shareholders (the Annual Meeting) on June 10, 2010. Reference is made to the Schedule 13D originally filed with the SEC for information in Items not appearing in this filing as a result of there being no changes in those items. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Schedule 13D. The Schedule 13D is amended and supplemented as follows:

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

2010 Annual Meeting of Stockholders

On June 10, 2010 the Issuer conducted its 2010 Annual Meeting of Stockholders (the Meeting). At the Meeting, each Reporting Person voted all of the shares of Common Stock owned by such Reporting Person pursuant to the Voting Agreement in favor of the election of Samuel P. Frieder and Gordon H. Woodward, the two individuals designated by the Stockholders Representative pursuant to the terms of the stockholders agreement, dated as of January 24, 2010, by and among the Issuer, the Target Stockholders and Colleen Lederer, as directors of the Board of Directors of the Company, to hold office for a term of one year or until their respective successors shall have been duly elected and shall have qualified. The Voting Agreement terminated upon the completion of the Meeting pursuant to its terms.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) (b) As a result of the termination of the Voting Agreement, the Reporting Persons no longer may be deemed to share the power to vote or direct the vote of the Common Stock or to comprise a group within the meaning of Section 13(d)(3) of the Act. As of the filing date of this Amendment No. 1, each Reporting Person beneficially owns (within the meaning of Rule 13d-3 under the Act) the following:

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Reporting Person	Shares of Common Stock	Percent of shares of Common Stock outstanding pursuant to Rule 13d-3(d)(1) ⁽⁵⁾	Sole power to vote or direct the vote	Shared power to vote or direct the vote	Sole power to dispose or direct the disposition of	Shared power to dispose of or direct the disposition of
Richard H. Friedman	2,499,444 ⁽¹⁾	4.5% ⁽¹⁾	2,489,444	10,000	2,489,444	10,000
Richard M. Smith	155,000 ⁽²⁾	0.3% ⁽²⁾	155,000	0	155,000	0
Barry A. Posner	434,597 ⁽³⁾	0.8% ⁽³⁾	434,597	0	434,597	0
Stanley G. Rosenbaum	434,938 ⁽⁴⁾	0.8% ⁽⁴⁾	434,938	0	434,938	0

(1) Includes 1,483,365 shares issuable upon exercise of the vested portion of options held by Mr. Friedman. Excludes 137,500 shares subject to the unvested portion of options held by Mr. Friedman. Includes 250,000 shares of Common Stock owned by the Richard H. Friedman Grantor Retained Annuity Trust. Mr. Friedman is a trustee of the trust. Includes 10,000 shares owned jointly with his spouse.

(2) Includes 35,000 shares issuable

upon exercise of
the vested
portion of
options held by
Mr. Smith.

Excludes
320,000 shares
subject to the
unvested portion
of options held
by Mr. Smith.

- (3) Includes 384,471
shares issuable
upon exercise of
the vested
portion of
options held by
Mr. Posner.
Excludes 83,541
shares subject to
the unvested
portion of
options held by
Mr. Posner.

- (4) Includes 250,181
shares issuable
upon exercise of
the vested
portion of
options held by
Mr. Rosenbaum.
Excludes 90,103
shares subject to
the unvested
portion of
options held by
Mr. Rosenbaum.

- (5) Based on
53,931,890
shares of
Common Stock
outstanding as of
June 1, 2010.

(c) On April 27, 2010, Mr. Smith was granted options to purchase 250,000 shares of Common Stock, which vest and become exercisable in three equal annual installments commencing April 27, 2011 at an exercise price of \$9.09 per share, as described in the Form 4 filed by Mr. Smith on April 29, 2010. Except as set forth in this Item 5, none of the persons named in response to Item 5(a) has effected any transactions in shares of Common Stock during the past 60 days.

(d) Not applicable.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock on June 10, 2010.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

The information set forth, or incorporated by reference in, Items 4 and 5 in this Amendment No. 1 is hereby incorporated by reference.

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SIGNATURE

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

Dated: June 10, 2010

By: /s/ Richard H. Friedman
Name: Richard H. Friedman
Title: Chief Executive Officer and
Chairman of the Board

By: /s/ Richard M. Smith
Name: Richard M. Smith
Title: President and Chief Operating
Officer

By: /s/ Barry A. Posner
Name: Barry A. Posner
Title: Executive Vice President,
Secretary and General Counsel

By: /s/ Stanley G. Rosenbaum
Name: Stanley G. Rosenbaum
Title: Executive Vice President,
Chief Financial Officer and Treasurer