

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): December 20, 2019

**OPTION CARE HEALTH, INC.**

(Exact name of Company as specified in its charter)

001-11993

(Commission File Number)

Delaware

(State or Other Jurisdiction of Incorporation)

05-0489664

(I.R.S. Employer Identification No.)

**3000 Lakeside Dr. Suite 300N, Bannockburn, IL 60015**

(Address of principal executive offices, with zip code)

**(312) 940-2443**

(Company's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	BIOS	Nasdaq Capital Market

### Item 8.01 Other Events.

On March 14, 2019, HC Group Holdings I, LLC and HC Group Holdings II, Inc. entered into a definitive agreement to merge with and into a wholly-owned subsidiary of BioScrip, Inc. (“BioScrip”) in an all-stock transaction (the “Merger”). On April 30, 2019, BioScrip filed with the U.S. Securities and Exchange Commission (“SEC”) a proxy statement on Schedule 14A to solicit stockholder votes to approve, among other things, the issuance of BioScrip common stock in connection with the transaction. On June 7, 2019, the members of BioScrip’s board of directors were named as defendants in a purported stockholder class action filed in the Delaware Court of Chancery (the “Court”) by a BioScrip stockholder. The suit is captioned *Schmidt v. Pate, et al.*, C.A. No. 2019-0430-SG. The complaint alleged that BioScrip’s directors breached their fiduciary duties of care, loyalty, good faith and/or disclosure by failing to disclose to BioScrip stockholders all material information necessary to make an informed decision regarding our proposal to issue common stock in connection with the Merger. Among other remedies, the plaintiff sought to enjoin the Merger and to hold BioScrip’s directors liable for allegedly breaching their fiduciary duties. After the complaint was filed, BioScrip determined to include additional disclosures in (i) a Schedule 14A filed by BioScrip with the SEC on June 26, 2019, and (ii) a Form 8-K filed by BioScrip with the SEC on July 24, 2019, to moot plaintiff’s claims. On August 7, 2019, the Court approved a notice under which the plaintiff voluntarily dismissed the action with prejudice as to himself only, but without prejudice as to any other putative class member. The Court retained jurisdiction solely for the purpose of adjudicating the anticipated application of plaintiff’s counsel for an award of attorneys’ fees and reimbursement of expenses in connection with the supplemental disclosures included in the (i) Schedule 14A filed on June 26, 2019 and (ii) Form 8-K filed on July 24, 2019. We subsequently agreed to pay \$200,000 to plaintiff’s counsel for attorneys’ fees and expenses in full satisfaction of the claim for attorneys’ fees and expenses in the action. The Court has not been asked to review, and will pass no judgment on, the payment of the attorneys’ fees and expenses or their reasonableness.

The Court’s proposed order closing the case is attached to this Form 8-K as Exhibit 99.1.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Stipulation and Proposed Order Closing Case.</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Option Care Health, Inc.**

By: /s/ Michael Shapiro  
Michael Shapiro  
Chief Financial Officer

Date: December 27, 2019

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# GRANTED

## IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ERIK SCHMIDT, on behalf of himself and all other similarly situated stockholders of BIOSCRIP, INC.,

Plaintiff,

v.

R. CARTER PATE, DANIEL E. GREENLEAF, DAVID GOLDING,  
MICHAEL GOLDSTEIN, CHRISTOPHER SHACKELTON, MICHAEL  
G. BRONFEIN and STEVEN NEUMAN,

Defendants.

C.A. No. 2019-0430-SG

### STIPULATION AND [PROPOSED] ORDER CLOSING THE CASE

WHEREAS, on August 7, 2019, the Court entered an order in the above action (the "Action") which, among other things, voluntarily dismissed the Action as moot, and retained jurisdiction solely for the purpose of determining Plaintiff's counsel's application for an award of attorneys' fees and reimbursement of expenses ("Plaintiff's Fee Application");

WHEREAS, the parties have reached an agreement to resolve Plaintiff's Fee Application with a payment to Plaintiff's counsel on behalf of BioScrip, Inc. (now known as Option Care Health, Inc. ("Option Care"));

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WHEREAS, the Court has not and will not pass judgment on the amount of the fee; and

WHEREAS, a form of notice (the "Notice") disclosing the agreement and the fee is to be filed by Option Care in a Form 8-K to be filed with the Securities and Exchange Commission ("SEC") no later than December 31, 2019;

**IT IS HEREBY STIPULATED AND AGREED**, pursuant to Rules 23(e) and 41(a) of the Rules of the Court of Chancery, subject to the approval of the Court that:

1. Counsel for Defendants shall cause the Notice, substantially in the form annexed hereto as Exhibit A, to be filed by Option Care in a Form 8-K to be filed with the SEC no later than December 31, 2019;

2. Upon compliance with paragraph 1 herein, the Defendants shall file an affidavit (the "Affidavit") with the Court (no later than five (5) business days after the Notice has been disseminated by Option Care in the Form 8-K) stating that paragraph 1 has been complied with;

3. Upon the filing of the Affidavit:

a. The Court will no longer retain jurisdiction over the Action; and

b. The Action will be closed for all purposes.

4. Option Care or its designee shall pay Plaintiff's counsel fees in the amount of \$200,000 within ten (10) days of the date of the entry of this Order to an account designated by Plaintiff's counsel.

*Of Counsel:*

D. Seamus Kaskela  
**KASKELA LAW LLC**  
18 Campus Boulevard, Suite 100  
Newtown Square, PA 19073  
(888) 715-1740

*/s/ Blake A. Bennett*

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Blake A. Bennett (#5133)  
**COOCH AND TAYLOR, P.A.**  
The Nemours Building  
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Wilmington, DE 19801  
(302) 984-3800

*Counsel for Plaintiff*

*Of Counsel:*

Adam H. Offenhartz  
Shireen A. Barday  
Mark H. Mixon, Jr.  
**GIBSON, DUNN & CRUTCHER LLP**  
200 Park Avenue  
New York, N.Y. 10166  
(212) 351-4000

*/s/ Brock E. Czeschin*

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Gregory Williams (#2168)  
Brock E. Czeschin (#3938)  
John M. O'Toole (#6448)  
Kevin M. Regan (#6512)  
**RICHARDS, LAYTON & FINGER, P.A.**  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
(302) 651-7700

*Counsel for Defendants*

Dated December 20, 2019

**APPROVED AND SO ORDERED**, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Vice Chancellor Sam Glasscock III

**This document constitutes a ruling of the court and should be treated as such.**

**Court:** DE Court of Chancery Civil Action

**Judge:** Sam Glasscock

**File & Serve  
Transaction ID:** 64548992

**Current Date:** Dec 20, 2019

**Case Number:** 2019-0430-SG

*/s/ Judge Glasscock, Sam*