

Deitsch Stephen
Form 4
April 22, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Deitsch Stephen

(Last) (First) (Middle)

C/O BIOSCRIP, INC., 1600
BROADWAY, SUITE 700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BioScrip, Inc. [BIOS]

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

04/18/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|---|
| Common Stock, \$.0001 Par Value | 04/18/2019 ⁽¹⁾ | | M | 66,902 A | \$ 0 (2) | 100,300 | D |
| Common Stock, \$.0001 Par Value | 04/18/2019 ⁽³⁾ | | M | 19,685 A | \$ 0 (2) | 119,985 | D |
| Common Stock, \$.0001 Par Value | 04/18/2019 | | D | 25,094 D | \$ 1.82 (4) | 94,891 | D |

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

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(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 (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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|--|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (5) | 04/18/2019(1) | | M | | 66,902 | | (5) | 12/31/2019 | Common Stock, \$.0001 Par Value | 66,902 |
| Restricted Stock Unit | (2) | 04/18/2019(3) | | M | | 19,685 | | (7) | (7) | Common Stock, \$.0001 Par Value | 19,685 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Deitsch Stephen C/O BIOSCRIP, INC. 1600 BROADWAY, SUITE 700 DENVER, CO 80202 | Chief Financial Officer |

Signatures

/s/ Stephen
Deitsch
04/22/2019
Date

**Signature of
Reporting Person

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)

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66,902 Restricted Stock Units (RSUs) vested in January 2019 based on the satisfaction of certain Company stock price trading targets; however, as provided in the grant agreement, the Company deferred settlement of the 66,902 RSUs until April 18, 2019.

- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.
- (3) 19,685 RSUs vested on the first anniversary of the original grant date (April 11, 2018); however, as provided in the grant agreement, the Company deferred settlement of the RSUs until April 18, 2019.
- (4) This transaction represents shares withheld by the Company for tax withholding on Mr. Deitsch's settlement of the two RSU awards described in this Form 4 that were settled on April 18, 2019.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock. Vesting occurs if Company stock price, as measured by 20-day average stock price ending December 31, 2019, reaches specified levels.
- (6) Depending on Company stock price at the end of the performance period, payout may be 0%, 50%, 100% or 150% of reported amount.
- (7) The remaining 39,370 RSUs vest in two equal installments commencing on the second and third anniversaries of the date of grant (4/11/2018).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.