

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Marsh Martha H.</u> (Last) (First) (Middle) <u>9769 WEXFORD CIRCLE</u> (Street) <u>GRANITE BAY CA 95746</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [AMN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2018</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/18/2018 | | M ⁽¹⁾ | | 3,365 | A | \$0.00 | 49,363 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (2) | 04/18/2018 | | A | | 2,153 | | (3) | (4) | Common Stock | 2,153 | \$0.00 | 0 | D | |
| Restricted Stock Units | (5) | 04/18/2018 | | M | | 3,365 | | (6) | (4) | Common Stock | 3,365 | \$0.00 | 0 | D | |

Explanation of Responses:

- Common Stock acquired on the vesting of Restricted Stock Units ("RSUs").
- The RSUs were granted pursuant to the AMN Healthcare 2017 Equity Plan. Each RSU represents a contingent right to receive one share of AMN Common Stock.
- The RSUs identified in this row were granted on April 18, 2018 and vest on the earlier of (i) the one year anniversary of the grant date or (ii) the date of the Company's 2019 Annual Meeting of Shareholders.
- RSUs do not have an expiration date.
- The RSUs were granted pursuant to the AMN Healthcare Equity Plan. Each RSU represents a contingent right to receive one share of AMN Common Stock.
- The RSUs identified in this row were granted on April 18, 2017 and vest on the earlier of (i) the one year anniversary of the grant date or (ii) the date of the Company's 2018 Annual Meeting of Shareholders. The Company's 2018 Annual Meeting of Shareholders was held on April 18, 2018. Accordingly, the number of RSUs identified in this row (i.e., 3,365) vested on April 18, 2018.

Remarks:

/s/ Denise L. Jackson, as Attorney-In-Fact on behalf of Martha H. Marsh 04/20/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.