

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Henderson Ralph</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., Prof. Svc. & Staffing</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/05/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
8840 CYPRESS WATERS BLVD. SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>DALLAS</u>	<u>TX</u>	<u>75019</u>						
(City)	(State)	(Zip)						

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	01/05/2019		A ⁽¹⁾		38,486	A	\$0.00	60,319	D	
Common Stock	01/05/2019		F ⁽²⁾		12,565	D	\$55.92	47,754	D	
Common Stock	01/05/2019		A ⁽³⁾		8,486	A	\$0.00	56,240	D	
Common Stock	01/05/2019		F ⁽²⁾		3,339	D	\$55.92	52,901	D	
Common Stock	01/05/2019		M ⁽⁴⁾		2,296	A	\$0.00	55,197	D	
Common Stock	01/05/2019		F ⁽²⁾		903	D	\$55.92	54,294	D	
Common Stock	01/05/2019		M ⁽⁴⁾		2,348	A	\$0.00	56,642	D	
Common Stock	01/05/2019		F ⁽²⁾		923	D	\$55.92	55,719	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
Performance Restricted Stock Units	(5)	01/05/2019		M			38,486	(6)	(7)	Common Stock	38,486	\$0.00	0	D	
Restricted Stock Units	(8)	01/05/2019		M			2,296	(9)	(10)	Common Stock	2,296	\$0.00	0	D	
Restricted Stock Units	(11)	01/05/2019		M			2,348	(12)	(10)	Common Stock	2,348	\$0.00	4,766	D	
Restricted Stock Units	(11)	01/03/2019		A			6,352	(13)	(10)	Common Stock	6,352	\$0.00	6,352	D	

Explanation of Responses:

- The acquisition of Common Stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 5, 2015. The ultimate number of PRSUs that could have been earned and vested under the second performance period was contingent upon whether the average closing price of the Company's Common Stock from December 1, 2018 through December 31, 2018 equaled or exceeded \$29.20. The Compensation and Stock Plan Committee performed the calculation for this award on January 3, 2019 and determined that the average closing price of the Company's Common Stock during the second performance period exceeded \$29.20 per share. Based on these results, an additional 19,243 PRSUs for this award were deemed earned and vested.
- Number of shares withheld for tax purposes.
- The acquisition of AMN Common Stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 5, 2016. The ultimate number of PRSUs that could have been earned and vested under this award depended on (1) the total shareholder return for the Company relative to the companies in the Russell 2000 Index as of December 31, 2015 for the 3-year period beginning on January 1, 2016 and ended December 31, 2018 ("Relative TSR") and (2) whether the Company's absolute total shareholder return for the same period was positive or negative (collectively, the "TSR Measurement"). The Compensation Committee performed the TSR Measurement for this award on January 3, 2019. The Company's Relative TSR measured in the 84th percentile and its absolute total shareholder return for the period was positive. Based on these results, the maximum amount of PRSUs for this award, were deemed earned and vested.
- Common Stock acquired on the vesting of Restricted Stock Units ("RSUs").
- The PRSUs set forth in this row were granted pursuant to the AMN Healthcare Equity Plan. Each PRSU represents a contingent right to receive one share of Common Stock.
- The PRSUs set forth in this row were granted on January 5, 2015. If the average closing stock price of the Company's Common Stock during the second performance period from December 1, 2018 through December 31, 2018 equals or exceeds \$29.20 per share, an additional 19,243 PRSUs shall vest and become earned.
- PRSUs do not have an expiration date.
- The RSUs identified in this row 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 set forth in this row were granted on January 5, 2016 and vest on the grantee's provision of three periods of credited service.
- RSUs do not have an expiration date.
- The RSUs identified in this row were granted pursuant to the AMN Healthcare 2017 Equity Plan. Each RSU represents a contingent right to receive one share of AMN Common Stock.

12. The RSUs set forth in this row were granted on January 5, 2018 and vest in three tranches on each of the first, second and third anniversaries of the grant date and the grantee's provision of three periods of credited service.

13. The RSUs set forth in this row were granted on January 3, 2019 and vest in three tranches on each of the first, second and third anniversaries of the grant date and the grantee's provision of three periods of credited service.

Remarks:

/s/ Ralph S. Henderson

01/08/2019

** 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.

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