

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): August 8, 2006

AMN Healthcare Services, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-16753
(Commission File No.)

06-1500476
(I.R.S. Employer
Identification No.)

12400 High Bluff Drive, Suite 100
San Diego, California
(Address of principal executive offices)

92130
(Zip Code)

(866) 871-8519
(registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

Section 2 – Financial Information**Item 2.02 Results of Operations and Financial Condition.**

On August 8, 2006, we hosted our quarterly conference call regarding our second quarter 2006 results. A reconciliation of adjusted earnings before interest, taxes, non-cash stock-based compensation, depreciation and amortization (“Adjusted EBITDA”) by reportable segment to consolidated results for the three months and six months ended June 30, 2006 and June 30, 2005 is furnished as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

The information in this Item 2.02 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Reconciliation of Adjusted Earnings Before Interest, Taxes, Non-Cash Stock-Based Compensation, Depreciation and Amortization by Reportable Segment to Consolidated Results for the Three Months and Six Months Ended June 30, 2006 and June 30, 2005.

SIGNATURES

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

AMN Healthcare Services, Inc.

By: /s/ Susan R. Nowakowski

Susan R. Nowakowski

President & Chief Executive Officer

Date: August 9, 2006

The following table provides a reconciliation of adjusted EBITDA by reportable segment to consolidated results:

AMN Healthcare Services, Inc.
Adjusted EBITDA Reconciliation
(dollars in thousands)
(unaudited)

	Three Months Ended June 30,				Six Months Ended June 30,			
	2006	% of Rev	2005	% of Rev	2006	% of Rev	2005	% of Rev
Revenue								
Nurse and allied healthcare staffing	\$ 181,473		\$ 160,689		\$ 359,197		\$ 317,531	
Locum tenens staffing	66,954		—		131,501		—	
Physician permanent placement services	12,749		—		24,743		—	
	<u>\$ 261,176</u>		<u>\$ 160,689</u>		<u>\$ 515,441</u>		<u>\$ 317,531</u>	
Adjusted EBITDA (1)								
Nurse and allied healthcare staffing	\$ 11,174	6.2%	\$ 10,494	6.5%	\$ 26,124	7.3%	\$ 19,965	6.3%
Locum tenens staffing	4,957	7.4%	—		9,618	7.3%	—	
Physician permanent placement services	3,329	26.1%	—		5,494	22.2%	—	
	<u>19,460</u>		<u>10,494</u>		<u>41,236</u>		<u>19,965</u>	
Depreciation and amortization	2,524		1,457		4,990		2,536	
Non-cash stock-based compensation	1,791		41		3,158		81	
Interest expense, net	4,345		1,733		8,492		3,489	
Income before income taxes	10,800		7,263		24,596		13,859	
Income tax expense	3,529		2,847		9,024		5,450	
Net income	<u>\$ 7,271</u>		<u>\$ 4,416</u>		<u>\$ 15,572</u>		<u>\$ 8,409</u>	

- (1) Adjusted EBITDA represents net income plus interest expense (net of investment income), income taxes, depreciation and amortization and non-cash stock-based compensation expense. Management presents adjusted EBITDA because it believes that adjusted EBITDA is a useful supplement to net income as an indicator of operating performance. Management believes that adjusted EBITDA is an industry-wide financial measure that is useful both to management and investors when evaluating the company's performance. Management also uses adjusted EBITDA for planning purposes. Management uses adjusted EBITDA to evaluate the company's performance because it believes that adjusted EBITDA more accurately reflects the company's results, as it excludes certain items, in particular non-cash stock-based compensation charges, that management believes are not indicative of the company's operating performance. However, adjusted EBITDA is not intended to represent cash flows for the period, nor has it been presented as an alternative to operating or net income as an indicator of operating performance, and it should not be considered in isolation or as a substitute for measures of performance prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). As defined, adjusted EBITDA is not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the method of calculation. While management believes that some of the items excluded from adjusted EBITDA are not indicative of the company's operating performance, these items do impact the income statement, and management therefore utilizes adjusted EBITDA as an operating performance measure in conjunction with GAAP measures such as net income.