SEC Form 4

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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

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 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Add SALKA SU	dress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [ionship of Reporting Pe all applicable)	
,			AMN]		Director Officer (give title below)	10% Owner Other (specify below)
(Last) 8840 CYPRE	(First) SS WATERS B	(Middle) SLVD., SUITE 300	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2017		President an	,
(Street) COPPELL	TX	75019	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Fili Form filed by One Re	porting Person
(City)	(State)	(Zip)			Form filed by More th Person	an One Reporting

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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/23/2017		G ⁽¹⁾	v	10,124	D	\$0.00	253,850	D	
Common Stock	11/09/2017		G ⁽²⁾	v	10,000	D	\$0.00	243,850	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Numb of Derivati Securiti Acquire	ve es	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Derivative derivative Security Securities	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security					(A) or Dispose of (D) (II 3, 4 and	nstr.						Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	12/19/2017		A		20,429		(4)	(5)	Common Stock	20,429	\$0.00	20,429	D	

Explanation of Responses:

1. The reporting person transferred 10,124 shares of AMN Common Stock as a gift to charity.

2. The reporting person transferred 10,000 shares of AMN Common Stock as a gift to charity.

3. The Restricted Stock Units were granted pursuant to the AMN Healthcare 2017 Equity Plan. Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.

The Restricted Stock Units were granted on December 19, 2017 and vest on the third anniversary of the grant date, provided, however, the Restricted Stock Units shall vest on an accelerated basis thirteen months after the grant date, in the incremental amount of 33% should the Company achieve or exceed a certain specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the 2018 fiscal year, and on the second anniversary of the grant date in the amount of 34% should the Company achieve or exceed the specified EBITDA target for the 2019 fiscal year.
 Restricted Stock Units do not have an expiration date.

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Remarks:

/s/ Susan R. Salka

** Signature of Reporting Person Date

12/20/2017

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.