

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input checked="" type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
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**AMN HEALTHCARE SERVICES, INC.**

*(Name of Registrant as Specified in its Charter)*

*(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)*

Payment of Filing Fee (Check the appropriate box):	
<input checked="" type="checkbox"/>	<b>No fee required.</b>
<input type="checkbox"/>	<b>Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.</b>  (1) Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies: (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): (4) Proposed maximum aggregate value of transaction: (5) Total fee paid:
<input type="checkbox"/>	<b>Fee paid previously with preliminary materials.</b>
<input type="checkbox"/>	<b>Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.</b>  (1) Amount Previously Paid: (2) Form, Schedule or Registration Statement No.: (3) Filing Party: (4) Date Filed:

## A Letter from our Independent Board Chairman and our CEO

**Dear Fellow Shareholders,**

On behalf of AMN Healthcare Services, Inc. and its Board of Directors, we are pleased to invite you to attend our Annual Meeting of Shareholders at our corporate office in Dallas, Texas on April 17, 2019. Our annual meeting presents an excellent opportunity for us to meet with shareholders and discuss our business strategy, governance, corporate social responsibility and other related matters. We place high importance on shareholder dialogue, so we do not limit these conversations to the Annual Meeting. Our formal proactive shareholder engagement program provides a forum for us to maintain ongoing dialogue with shareholders throughout the year and is overseen by our Board of Director's Corporate Governance and Compliance Committee.

### **Our Aspiration, Mission and Purpose**

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At AMN, we strive to be the most trusted, influential and innovative force in helping healthcare organizations provide a quality and effective patient care experience. Our mission is to deliver the best talent and insights to optimize the workforce of healthcare organizations and to create a values-based culture. We achieve this mission by focusing on our purpose of helping our healthcare professionals and corporate team members achieve their professional and personal goals.

### **Our Human Capital Management Strategy**

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We have an active strategy to attract, promote and retain a diverse talent pool. We define this as the AMN Difference, because it fosters a values-based culture that is built on leader and co-worker quality, as well as our commitment to professional development and a collegial work environment. Diversity, equality and inclusion is embodied in our values and is a foundational element of the AMN Difference. AMN is committed to promoting and maintaining a diverse workforce that reflects the communities we serve. Our diversity, equality and inclusion philosophy is grounded in the belief that we should respect all voices, and that we will achieve our purpose when we capitalize on the diverse backgrounds, experiences and perspectives of our team members, clients and healthcare professionals.

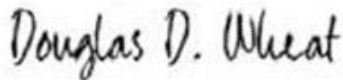
### **Our Long-term Approach for Sustainable Growth**

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Our long-term corporate strategy is to position ourselves as an essential strategic partner through innovation and acquisition of workforce solutions and technologies for our clients and healthcare professionals that allows them to do their best work caring for the health of our communities and promoting sustainable growth.

Thank you for your continued interest in AMN Healthcare, and we hope to see you at our 2019 Annual Meeting.

Sincerely,



**Douglas D Wheat**  
*Chairman of the Board*



**Susan R. Salka**  
*President & Chief Executive Officer*

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## Notice of Annual Meeting of Shareholders

Meeting Date	Wednesday, April 17, 2019
Time	8:30 a.m. (Central Time)
Location	8840 Cypress Waters Blvd., Suite 300 Dallas, Texas 75019
Record Date	Wednesday, February 20, 2019

The Annual Meeting of Shareholders (the "**Annual Meeting**") of AMN Healthcare Services, Inc. will be held at our office located at 8840 Cypress Waters Boulevard, Suite 300, Dallas, Texas 75019 on Wednesday, April 17, 2019, at 8:30 a.m. Central Time, or at any subsequent time that may be necessary by any adjournment or postponement of the Annual Meeting. The purpose of the meeting is to:

- (1) elect eight directors nominated by our Board of Directors to hold office until our next annual meeting or until their successors are duly elected and qualified,
- (2) approve, by non-binding advisory vote, the compensation of our named executive officers,
- (3) ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019, and
- (4) transact such other business, including consideration of a shareholder proposal if properly presented, as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

The Board of Directors has fixed the close of business on February 20, 2019 as the record date for determining the shareholders of the Company entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. Representation of at least a majority of the voting power represented by all outstanding shares is required to constitute a quorum at the Annual Meeting. Accordingly, it is important that your shares be represented at the Annual Meeting.

We will be using the Securities and Exchange Commission's Notice and Access model ("**Notice and Access**"), which allows us to make proxy materials available electronically, as the primary means of furnishing proxy materials. We believe Notice and Access provides shareholders with a convenient method to access our proxy materials and vote. It also allows us to conserve natural resources which aligns with our Corporate Social Responsibility strategy by reducing our environmental footprint as well as reducing the costs associated with printing and distributing our proxy materials. On or about March 7, 2019, we will commence mailing by sending a Notice of Internet Availability of Proxy Materials to our shareholders with instructions on how to access our proxy statement and 2018 Annual Report online and how to cast your vote. The Notice also contains instructions on how to receive a paper copy of the proxy statement and 2018 Annual Report.

March 7, 2019

By Order of the Board of Directors,

**Denise L. Jackson**  
Chief Legal Officer and Corporate Secretary  
San Diego, California

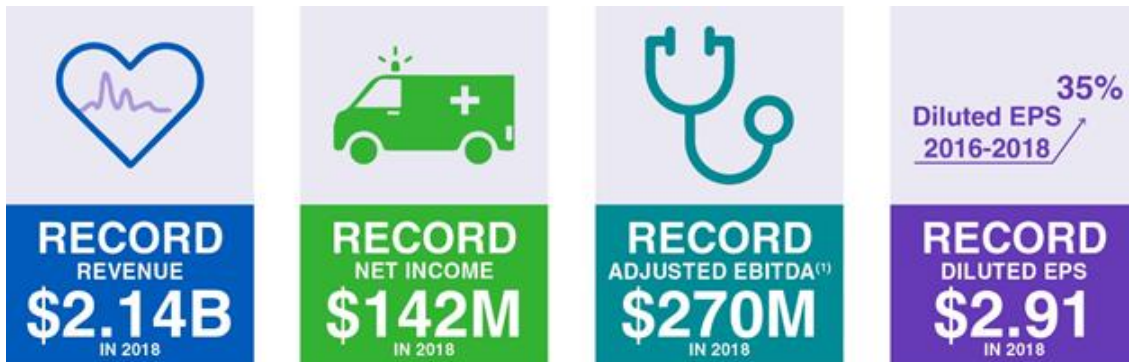
### YOUR VOTE IS IMPORTANT

WE URGE YOU TO VOTE BY TELEPHONE OR INTERNET, IF AVAILABLE TO YOU, OR IF YOU RECEIVE THESE PROXY MATERIALS BY MAIL, PLEASE COMPLETE, SIGN, DATE, AND RETURN THE PROXY CARD PROMPTLY. PLEASE NOTE THAT IF YOUR SHARES ARE HELD BY A BANK, BROKER, OR OTHER RECORDHOLDER AND YOU WISH TO VOTE THEM AT THE MEETING, YOU MUST OBTAIN A LEGAL PROXY FROM THAT RECORDHOLDER.

# Proxy Statement Summary

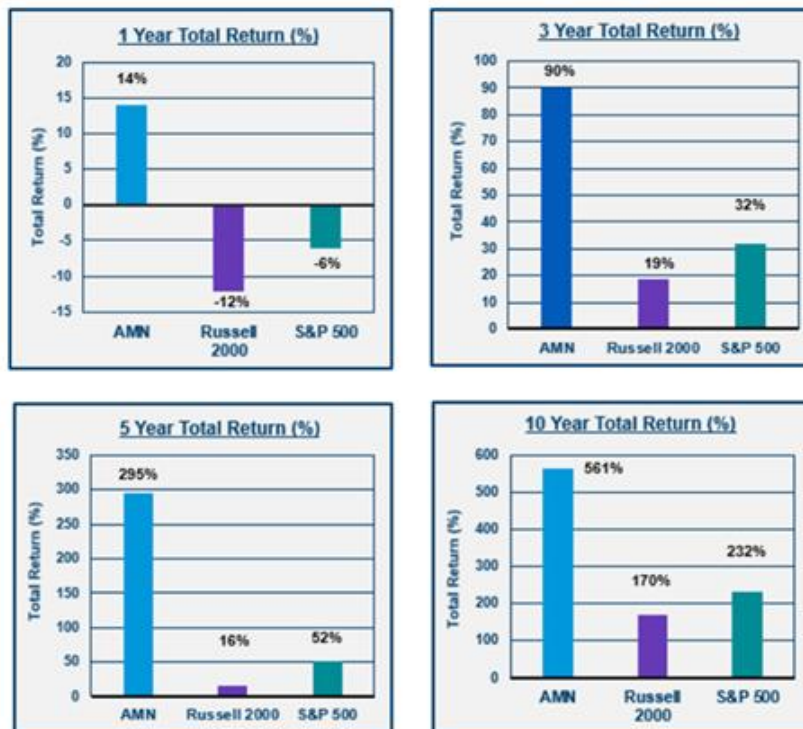
The summary below highlights certain information that may be found elsewhere in this proxy statement. We encourage you to read the entire proxy statement before casting your vote. Our proxy statement and related materials are first being made available to our shareholders on or about March 7, 2019.

## Our Financial Performance



<sup>(1)</sup> More information on adjusted EBITDA, which refers to our adjusted earnings before interest, taxes, depreciation and amortization, and a reconciliation of adjusted EBITDA to our 2018 net income can be found at [Exhibit B](#) to this proxy statement (page B-1).

## Our Total Return<sup>2</sup> vs. Russell 2000 and S&P 500



<sup>(2)</sup> The total returns reflected are as of December 31, 2018 and calculated by combining share price appreciation and dividends paid to show the total return to shareholders expressed as an annual percentage. Sources include: S&P Dow Jones Indices and FactSet.

## Director Nominees

This year's slate of director nominees to the Board of Directors (the "**Board**") of AMN Healthcare Services, Inc. (the "**Company**" or "**AMN**") includes a new director – Ms. Daphne E. Jones, who was appointed to the Board in July 2018. The addition of Ms. Jones, a former Senior Vice President – Digital / Future of Work for GE Healthcare, supports our ongoing Board refreshment strategy and further strengthens and diversifies the aggregate skills and experiences of our Board. Please find a list of all director nominees below. Additional information for each nominee can be found under "Election of Our Directors (Item 1)" beginning on page 6.

Name	Age	Director Since	Professional Background	Board Committees
Mark G. Foletta	58	2012	Executive Vice President and Chief Financial Officer, Tocagen Inc.	Audit (Chair)
R. Jeffrey Harris	64	2005	Former Of Counsel at Apogent Technologies, Inc.	Corporate Governance & Compliance; Compensation
Michael M.E. Johns, M.D.	77	2008	Professor in the School of Medicine, Emory University	Corporate Governance & Compliance (Chair); Compensation
Daphne E. Jones	60	2018	Former Senior Vice President – Digital/Future of Work, GE Healthcare	Audit
Martha H. Marsh	70	2010	Former President and CEO, Stanford Hospital and Clinics	Compensation (Chair); Corporate Governance & Compliance
Susan R. Salka	54	2003	Chief Executive Officer and President, AMN Healthcare Services, Inc.	Executive
Andrew M. Stern	69	2001	Senior Counsel, Sunwest Communications, Inc.	Corporate Governance & Compliance; Audit
Douglas D. Wheat	68	1999	Managing Partner, Wheat Investments, LLC	Board (Chairman); Executive

## Our Key Executive Compensation Practices

Practice	Description
Balanced Approach to Performance-based Pay	Performance-based awards are tied to the achievement of financial objectives, including revenue, adjusted EBITDA and total shareholder return, as well as strategic leadership objectives
Three-Year Performance Periods and Vest Schedules	The performance periods and vest schedules for our equity awards span three years to promote a long-term approach to the achievement of strategic and financial objectives
Balanced Mix of Pay Components	Target compensation mix is not overly weighted toward annual incentive awards and balances cash and long-term equity awards in accordance with certain financial or non-financial metrics that align with our short and long-term strategic goals
CEO Compensation at Risk	In 2018, approximately 78% of our CEO's target compensation was variable and at risk
Equity Ownership Guidelines	CEO → 5x salary Named executive officers → 2x salary Other members of the CEO Committee (CEO's direct reports) → 1.5x salary
Executive Compensation Philosophy	We have an Executive Compensation Philosophy that clearly articulates our commitment to equal pay principles and promoting a values-based culture
"Double-Trigger" Change-in-Control Arrangements	Beginning in 2019, our equity agreements include "double-trigger" mechanisms to align with our executive severance agreements, which have historically included double-trigger" mechanisms



## Our Key Corporate Governance Policies

Practice	Description
Proxy Access	Our Bylaws contain meaningful proxy access features that are consistent with market practice and were developed through shareholder conversations
Majority Voting in Uncontested Elections	Director nominees must receive the affirmative vote of a majority of the votes cast in order to be elected to the Board in uncontested elections
Director Resignation Policy	Our Director Resignation Policy requires an incumbent director to tender his or her resignation if he or she receives more votes "Against" his or her election than votes "For" his or her election in an uncontested election. The Corporate Governance and Compliance Committee and the Board would then consider and take appropriate action on such offer of resignation in accordance with this Policy
Board Aggregate Tenure Policy	Our Board has committed that, commencing in 2020, it will maintain an average tenure for independent board directors of less than ten years
No "Poison Pill"	We do not currently have a stockholder rights plan, or "poison pill" and no shareholder rights plan shall be adopted unless it is approved by a majority of the "independent" directors of the Board that find such action is consistent with the exercise of their fiduciary responsibilities
Annual Election of Directors	All directors must be nominated and re-elected each year
Shareholder Engagement Program	We engage in a formal outreach program to provide us an opportunity to gain valuable insight from our shareholders on corporate governance matters that are most important to them. To consistently act in the best long-term interests of our shareholders, we continuously evaluate and act on, when appropriate, shareholder feedback

## Recent Recognition



## How to Vote your Shares

### WHEN

Wednesday, April 17, 2019 at  
8:30 a.m. Central Standard Time

### WHERE

8840 Cypress Waters Blvd., Suite 300  
Dallas, Texas 75019

#### ONLINE

[www.proxyvote.com](http://www.proxyvote.com)



Please follow the internet voting instructions sent to you and visit [www.proxyvote.com](http://www.proxyvote.com), any time up until 11:59 p.m. (Eastern Time) on April 16, 2019.

#### CALL

1 (800) 690-6903



Please follow the telephone voting instructions sent to you and call 1 (800) 690-6903, any time up until 11:59 p.m. (Eastern Time) on April 16, 2019.

#### MAIL

c/o Broadridge  
51 Mercedes Way Edgewood, NY  
11717



If you receive printed copies of our proxy materials, please mark, date and sign your proxy card per the instructions and return it by mail in the pre-addressed envelope provided with your proxy materials. The proxy card must be received prior to the 2019 Annual Meeting to be counted.

#### IN PERSON

8840 Cypress Waters Blvd.,  
Suite 300  
Dallas, TX 75019



In person at the 2019 Annual Meeting. Even if you plan to attend, we encourage you to vote in advance by Internet, telephone or mail so your vote will be counted if for some reason you are unable to attend.

## Our Board's Voting Recommendations

Item	Description of Proposal	For	Against	Page
1	Election of eight director nominees			<u>6</u>
2	Approval, on an advisory basis, compensation of our named executive officers			<u>72</u>
3	Ratify the appointment of the independent auditor			<u>74</u>
4	Shareholder proposal – Enhance Shareholder Proxy Access			<u>75</u>

# PROPOSAL 1

## ELECTION OF OUR DIRECTORS

The Board is elected by the shareholders to oversee their interest in the overall success of the Company's strategy, business operations and financial strength. The Board serves as the Company's ultimate decision-making body to the extent set forth in our Certificate of

Incorporation and Amended and Restated By-laws (the "**Bylaws**"). It also selects and oversees our senior executives, who, in turn, oversee our day-to-day business and related affairs.

### Director Nomination Process

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The Corporate Governance and Compliance Committee regularly assesses the size, composition and needs of our Board, reviews potential director candidates, and recommends the nominees to the Board for approval. The Committee considers and evaluates director candidates from many sources, including shareholders. Such suggestions, together

with appropriate biographical information, should be submitted to the Office of the Corporate Secretary at our principal office. Additional information regarding how shareholders can nominate a director candidate for election at our 2020 Annual Meeting of Shareholders can be found in [Exhibit A](#) to this proxy statement.

### Board Nominee Composition

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Our Corporate Governance and Compliance Committee understands the important role board composition and refreshment play in effective oversight. Accordingly, the Committee strives to maintain a diverse board by seeking out candidates with unique skills and experiences, including those from other industries, professional backgrounds, races, ethnicities or genders. In July 2018, the Board appointed a new director, Ms. Daphne E. Jones, an

accomplished and seasoned executive with extensive experience in strategic, entrepreneurial and global use of digital technologies in the healthcare sector. Our Board will continue to seek out highly qualified candidates with diverse backgrounds, skills and experience to further strengthen our Board and serve the needs of the Company as it evolves. A collective summary of our Board's current composition is set forth below.















### Our Nominees for the Board of Directors

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Eight directors are to be elected at our 2019 Annual Meeting of Shareholders to hold office until our next annual meeting or until their successors are duly elected and qualified, or until the director retires, resigns, is removed or becomes disqualified. The proxy will be voted in accordance with the directions stated on the card, or, if no directions are stated, for election of each of the eight nominees listed below. Upon the recommendation of the Corporate Governance and Compliance Committee, the Board

has nominated for election the eight directors listed below, all of whom are currently serving as directors on our Board. The director nominees for election are willing to be duly elected and to serve. If any such nominee is not a candidate for election at the Annual Meeting, an event that the Board does not anticipate, the proxies may be voted for a substitute nominee(s). The business experience, board service, qualifications and affiliations of our director nominees are set forth below.

## Our Directors' Skills Matrix

SKILL	TOTAL OF 8
 HEALTHCARE INDUSTRY	<b>8</b>
 C-SUITE LEADERSHIP	<b>7</b>
 BOARD LEADERSHIP	<b>6</b>
 STRATEGY	<b>5</b>
 MERGERS & ACQUISITIONS	<b>4</b>
 FINANCE	<b>3</b>
 GOVERNANCE	<b>3</b>
 OPERATIONS	<b>2</b>
 INVESTOR RELATIONS	<b>2</b>
 LEGAL	<b>2</b>
 DIGITAL / TECHNOLOGY	<b>1</b>
 RISK MANAGEMENT	<b>1</b>
 BUSINESS DEVELOPMENT	<b>1</b>
 PUBLIC POLICY	<b>1</b>

**The Board of Directors recommends that shareholders vote  
"FOR"  
each of the following nominees**

## Mark G. Foletta

Director Since 2012

Age: 58

Audit Committee Chairman

Financial Expert



Executive Vice President and Chief Financial Officer  
Tocagen Inc.

Finance	
Enterprise Risk Management	
Board Leadership	C-Suite Leadership
Mergers & Acquisitions	
Healthcare Industry	
Investor Relations / Communications	

### Experience and Qualifications

The Board has concluded that Mr. Foletta is qualified to serve on the Board, because he brings considerable audit, financial, healthcare and enterprise risk management experience as both an executive officer and director of healthcare companies. The Board has designated Mr. Foletta as a financial expert for its Audit Committee, for which he serves as Chairman. Since February 2017, Mr. Foletta has served as Executive Vice President and Chief Financial Officer of Tocagen Inc. Mr. Foletta served as the Interim Chief Financial Officer of Biocept, Inc., a publicly-traded diagnostics company, from August 2015 to July 2016, and he also served as Senior Vice President, Finance and Chief Financial Officer of Amylin Pharmaceuticals, Inc. from March 2006 until October 2012. While at Amylin, Mr. Foletta assisted with developing and launching the organization's initial enterprise risk management assessment. From March 2000 to March 2006, Mr. Foletta served as Vice President, Finance and Chief Financial Officer of Amylin. Mr. Foletta received a Bachelor of Arts from the University of California, Santa Barbara. He is also a Certified Public Accountant (inactive) and a member of the Corporate Directors Forum.

### Board Experience

Since November 2014, Mr. Foletta has served on the Board of DexCom, Inc., a publicly-traded company, where he is the Lead Director. From February 2013 through June 2018, Mr. Foletta served as a director of Regulus Therapeutics Inc., and was Chairman of its Audit Committee and a member of its Nominating and Governance Committee. While at Regulus and DexCom, Mr. Foletta helped oversee and guide the launch of each organization's initial enterprise risk management assessment. Additionally, Mr. Foletta serves as a director of Viacyte, Inc., a privately held company. He previously served as a director and Chairman of the Audit Committee of Ambit Biosciences Corporation (sold in 2014), and also served as a director of Anadys Pharmaceuticals, Inc. (sold in 2011).

## R. Jeffrey Harris

Director Since 2005

Age: 64

Compensation and Stock Plan Committee

Corporate Governance and Compliance Committee



Former Of Counsel at Apogent Technologies, Inc.

Corporate Governance	
Strategy	Legal
C-Suite Leadership	
Healthcare Industry	
Mergers & Acquisitions	

### Experience and Qualifications

The Board has concluded that Mr. Harris is qualified to serve on the Board because he brings considerable mergers and acquisitions experience, which is a key component of AMN's strategy. Additionally, Mr. Harris has experience serving as a director on public company compensation and corporate governance committees, which is essential to designing and maintaining our executive compensation programs and guiding our corporate governance strategies. Mr. Harris served as Of Counsel at Apogent Technologies, Inc. from December 2000 through 2003, and as Vice President, General Counsel and Secretary from 1988 to 2000, when the company was named Sybron International.

### Board Experience

Since 2002, Mr. Harris has been involved as an investor in, and a director of, early stage companies. Mr. Harris served on the Board of Sybron Dental Specialties from April 2005 until it was acquired by Danaher Corporation in 2006. Mr. Harris served on the Board of Playtex Products, Inc. from 2001 until Energizer Holdings acquired it in October 2007. Mr. Harris was director of Prodesse, Inc., an early stage biotechnology company, from 2002 until 2009, when Gen-Probe Incorporated acquired it. Mr. Harris also served as director of Apogent Technologies, Inc. from 2000 to 2004, when it was acquired by Fisher Scientific International, Inc. From 2008 until 2018, he served as a director of Guy & O'Neill, Inc. He currently serves on the Board of Brookfield Academy, a non-profit entity, and is Chairman of the Board and a co-founder of BrightStar Wisconsin Foundation, Inc., a non-profit economic development corporation. Additionally, Mr. Harris is a director of Somna Management, Inc. and Okanjo Partners, Inc., both early stage technology companies.

## Michael M.E. Johns, M.D.

Director Since 2008

Age: 77

Corporate Governance and Compliance Committee (Chairman)

Compensation and Stock Plan Committee



Professor,  
Emory University School of Medicine

Board Leadership

Strategy

Operations

C-Suite Leadership

Healthcare Industry

### Experience and Qualifications

The Board has concluded that Dr. Johns is qualified to serve on the Board because he has extensive “C-suite” healthcare leadership experience and is a recognized healthcare thought leader. This expertise is valuable in shaping our strategy to deliver innovative and expanded service offerings as a healthcare workforce solutions company. Dr. Johns is a Professor in the School of Medicine at Emory University, where he also served as Chancellor from October 2007 through August 2012. Dr. Johns served as Interim Executive Vice President of Health Affairs for Emory University and as Interim Chairman and CEO of Emory Healthcare from September 1, 2015 through January 31, 2016. He served as the Interim Executive Vice President for Medical Affairs and Interim Chief Executive Officer of the University of Michigan Health System from June 2014 through March 2015. From 1996 to 2007, Dr. Johns served as Executive Vice President for Health Affairs and Chief Executive Officer of the Robert W. Woodruff Health Sciences Center of Emory University. From 1990 to 1996, Dr. Johns was Dean of the Johns Hopkins School of Medicine and Vice President of the Medical Faculty at Johns Hopkins University. From 1990 to 1996, Dr. Johns was Dean of the Johns Hopkins School of Medicine and Vice President of the Medical Faculty at Johns Hopkins University. Dr. Johns is a member of The National Academy of Medicine of the National Academy of Science.

### Board Experience

Dr. Johns serves on the Board of Directors of Intelligent Fingerprinting, a privately held company, West Health Institute, a non-profit medical research organization, as well as several philanthropic entities. Dr. Johns served on the Board of the Genuine Parts Company from 2000 until April 2015, and at various times during his tenure, was a member of its Compensation, Governance and Nominating Committee and its Audit Committee. He also served on the Board and the Compensation Committee of Johnson & Johnson from 2005 to 2014. He is a member of the Board of Regents of the Uniformed Services University for the Health Sciences. From 1996 to 2007, Dr. Johns served as Chairman of the Board of Directors of Emory Healthcare.

## Daphne E. Jones

Director Since 2018

Age: 60

Audit Committee



Former Senior Vice President – Digital/Future of Work  
GE Healthcare

Digital / Technology

Healthcare Industry

C-Suite Leadership

Strategy

### Experience and Qualifications

The Board has concluded that Ms. Jones is qualified to serve on the Board because she brings considerable information technology, global digital technology use, data management and privacy experience as a seasoned "C-suite" executive with extensive experience in multinational corporations. Ms. Jones' digital use and technology expertise and experience will be critical to our successful execution of our digital strategies. Ms. Jones served as the Senior Vice President - Digital/Future of Work for GE Healthcare, the healthcare business of GE, from May 2017 to October 2017 and prior to that she served as the Senior Vice President - Chief Information Officer for GE Healthcare Diagnostic Imaging and Services since August 2014. Prior to joining GE Healthcare, Ms. Jones was the Senior Vice President, Chief Information Officer for Hospira, Inc., a provider of pharmaceuticals and infusion technologies, from October 2009 through June 2014. Previously she served as Chief Information Officer at Johnson & Johnson from 2006 to 2009 and served in various information technology roles with Johnson & Johnson from 1997 through 2006. Ms. Jones began her career in sales and systems engineering at IBM.

### Board Experience

Ms. Jones serves on the board of Masonite International, where she is a member of the Audit Committee. She also serves on the board of the Thurgood Marshall College Fund, a not-for-profit organization and the nation's largest organization exclusively representing the Black College Community.



## Martha H. Marsh

Director Since 2010

Age: 70

Compensation and Stock Plan Committee (Chairperson)

Corporate Governance and Compliance Committee



Former President and CEO, Stanford Hospital and Clinics

Board Leadership

Strategy

Operations

C-Suite Leadership

Healthcare Industry

## Experience and Qualifications

The Board has concluded that Ms. Marsh is qualified to serve on the Board because she has extensive “C-suite” leadership and expertise in the healthcare industry. Ms. Marsh’s experience and understanding of the challenges and opportunities of large healthcare facilities are immensely useful in directing our strategy to innovate and provide enhanced and expanded workforce solutions service offerings to meet our clients’ evolving needs. Ms. Marsh served as President and CEO of Stanford Hospital and Clinics for eight years, from April 2002 until her retirement in August 2010. Previously, Ms. Marsh served as the CEO of UC Davis Medical Center and the Chief Operating Officer of the UC Davis Health System from 1999 to 2002. Prior to that time, she served as the Senior Vice President for Professional Services and Managed Care at the University of Pennsylvania Health System, and before that as President and CEO of Matthew Thornton Health Plan in Nashua, New Hampshire.

## Board Experience

Ms. Marsh serves as a director of Owens & Minor, Inc. where she is the Chairperson of the Governance and Nominating Committee and also serves on its Compensation and Benefits Committee. Since October 2015, she has served as a director of Edwards Lifesciences Corporation and is a member of its Compensation and Governance Committee. She also serves on the Board and the Compensation Committee of Teichert, a privately-held company. Prior to Thoratec Corporation’s acquisition by St. Jude Medical in 2015, she had served on Thoratec’s Board. Ms. Marsh is a past Chair of the Board of Trustees for the California Hospital Association and the California Association of Hospitals and Health Systems and a former director of Ascension Healthcare Network, a privately-held company.

## Susan R. Salka

Director Since 2003

Age: 54

Executive Committee



Chief Executive Officer and President  
AMN Healthcare Services, Inc.

Healthcare Industry	
Business Development	
Board Leadership	C-Suite Leadership
Mergers & Acquisitions	
Corporate Governance	
Finance	

### Experience and Qualifications

Ms. Salka has served as our President since May 2003 and our CEO since May 2005. The Board has concluded that Ms. Salka is qualified to serve on the Board because she has nearly three decades of healthcare services industry experience, including 27 years of experience with us in various roles, including Chief Financial Officer and Chief Operating Officer. During her service to the Company, she has helped grow our business both organically and through acquisitions into the national industry leader we are today. Prior to joining us, Ms. Salka worked at BioVest Partners, a venture capital firm, and at Hybritech, a subsidiary of Eli Lilly & Co., which Beckman Coulter later acquired.

### Board Experience

Ms. Salka is recognized as a leader in corporate governance and currently serves as a director of McKesson Corp., including as Chairperson of its Corporate Governance Committee and as a member of its Compensation Committee. She also serves on the Board of San Diego State University Campanile Foundation. Ms. Salka served on the Board and the Audit Committee of Beckman Coulter from 2007 until 2011, when Danaher Corporation acquired it. Additionally, she served on the Board of Playtex Products, Inc. from 2001 until Energizer Holdings acquired it in October 2007.

### Diversity, Equality and Inclusion

Under Ms. Salka's leadership, AMN has become the largest and most diversified healthcare staffing company in the nation. Ms. Salka is passionate about corporate social responsibility, diversity, inclusion, and equality. She participates in many of the company's community initiatives, including the annual medical and community development trip to Guatemala. As one of the top 25 New York Stock Exchange ("NYSE") female CEOs, she is also an advocate for promoting women in leadership and the boardroom. AMN is part of the Bloomberg Gender Equality Index and Human Rights Campaign Foundation Corporate Equality Index. Ms. Salka serves on the board of directors of McKesson, a Fortune #5 company, as well as the Executive Committee of the Healthcare Leadership Council, a coalition of CEOs from the nation's top healthcare companies dedicated to improving healthcare delivery and accessibility by working with each other and legislators.

## Andrew M. Stern

Director Since 2001

Age: 69

Corporate Governance and  
Compliance Committee

Audit Committee



Senior Counsel  
Sunwest Communications, Inc.

Investor Relations / Communications

Government Affairs / Public Policy

Healthcare Industry

Strategy

C-Suite Leadership

Board Leadership

## Experience and Qualifications

The Board has concluded that Mr. Stern is qualified to serve on the Board because he brings deep and long-standing healthcare industry experience as well as extensive investor communications and media expertise, which have been valuable in guiding the structure of our communications strategy with our investors, clients and other key stakeholders. Mr. Stern's lobbying and advocacy skills in the healthcare provider arena also benefit the Company and qualify him to serve on the Board. Mr. Stern is currently Senior Counsel of Sunwest Communications, Inc., a public relations firm, which he founded in 1982 and, from 1983 through the sale of Sunwest in 2017, served as Chairman of the Board and Chief Executive Officer. From 1975 to 1977, he served as Staff Assistant to President Gerald R. Ford at The White House and then served in senior corporate positions until founding Sunwest in 1982.

## Board Experience

Prior to serving as Senior Counsel for Sunwest Communications, Mr. Stern formerly served as its Chief Executive Officer and Chairman of the Board from 1983 to 2017. He has also served as a director of Medical City Dallas Hospital for 23 years and is the co-founder and co-chair of the Medical City Healthcare community advisory board. He is also an advisory director of the Center for Political Communication and Chairman of the Committee on Governance of the American Hospital Association. Additionally, Mr. Stern also serves as a director for Club Oaks Consulting LLC, American Hospital Association Political Action Committee, Texas Hospital Association HOSPAC and Dallas Medical Resource.

## Douglas D. Wheat

Director Since 1999  
 Age: 68  
 Board Chairman  
 Executive Committee



Managing Partner  
 Wheat Investments, LLC

- Healthcare Industry
- Legal / Governance
- Mergers & Acquisitions
- Board Leadership
- Corporate Finance

### Experience and Qualifications

The Board has concluded that Mr. Wheat is qualified to serve on the Board because he possesses significant healthcare staffing industry knowledge as well as extensive expertise in corporate finance and mergers and acquisitions. Such knowledge and expertise are critical to the successful design and implementation of our growth strategy. He is currently the Managing Partner of Wheat Investments, a private investment firm. From 2007 to 2015, Mr. Wheat was the founding and Managing Partner of the private equity company Southlake Equity Group. From 1992 until 2006, Mr. Wheat was President of Haas Wheat & Partners. Prior to the formation of Haas Wheat, Mr. Wheat was a founding member of the merchant banking group Donaldson, Lufkin & Jenrette specializing in leveraged buyout financing. From 1974 to 1984, Mr. Wheat practiced corporate and securities law in Dallas, Texas. Mr. Wheat received both his J.D. and B.S. degrees from the University of Kansas.

### Board Experience

Mr. Wheat is the Chairman of the Board of Overseas Shipholding Group and the Chairman of the Board of International Seaways, Inc. He previously served as Vice Chairman of Dex Media, Inc. and as Chairman of SuperMedia prior to its merger with Dex One. Mr. Wheat has also previously served as a member of the Board of Directors of several other companies, including, among others: (1) Playtex Products (of which he also served as Chairman), (2) Dr. Pepper/Seven-Up Companies, Inc., (3) Dr. Pepper Bottling of the Southwest, Inc., (4) Walls Industries, Inc., (5) Alliance Imaging, Inc., (6) Thermadyne Industries, Inc., (7) Sybron International Corporation, (8) Nebraska Book Corporation, (9) ALC Communications Corporation, (10) Mother's Cookies, Inc., and (11) Stella Cheese Company.

## RETIRING DIRECTOR

We would like to recognize and thank Mr. Weaver, who is not standing for re-election, because he will be retiring from the Board effective upon the conclusion of our Annual Meeting.

### Paul E. Weaver

During Mr. Weaver's nearly 13 years of board service to the Company, he has offered immeasurable insights into the business. As a member of the Board's Executive Committee, his contributions as a strategic advisor to the Company's acquisition growth strategy has been instrumental to the Company's transformation into a comprehensive workforce solutions organization. The Company and the Board thank Mr. Weaver for his dedicated leadership and service.



**Director Since: 2006**  
**Former Vice Chairman**  
**PricewaterhouseCoopers, LLP**

# CORPORATE GOVERNANCE

## Overview of Our Corporate Governance Program

Our Board and executive leaders are stewards of the interests of our shareholders and believe that strong and effective corporate governance is essential to our success. A cornerstone of our corporate governance program is transparent disclosure to our shareholders on a consistent basis. Our approach integrates all components of effective governance, including a strong ethical culture, a comprehensive enterprise risk management program, an ongoing shareholder engagement program, sound financial, regulatory and legal compliance functions and corporate social responsibility. Our holistic strategy focuses on delivering long-term shareholder value and has been recognized as producing the highest standards of governance. AMN supports and follows the Investor Stewardship Group's ("ISG") Corporate Governance Framework for U.S. Listed Companies. Below is an illustration how certain of our governance practices directly support each of the ISG principles.

ISG Principle	AMN's Practice
Boards are accountable to shareholders.	<ul style="list-style-type: none"> <li>We proactively adopted proxy access with features that are consistent with market practices and that incorporated shareholder input.</li> <li>Our directors stand for election annually, with a majority voting standard in uncontested director elections. Directors that do not receive majority support must tender their resignation for consideration by the Board.</li> </ul>
Shareholders should be entitled to voting rights in proportion to their economic interest.	<ul style="list-style-type: none"> <li>We have one class of common stock, with each share carrying equal voting rights. We believe in a "one share, one-vote" standard.</li> <li>We do not have a "poison pill."</li> </ul>
Boards should be responsive to shareholders and be proactive in order to understand their perspectives.	<ul style="list-style-type: none"> <li>Our robust shareholder outreach program allows us to solicit ongoing feedback from our shareholders on corporate governance matters most important to them.</li> <li>The Board regularly considers and acts upon feedback received from our shareholders. A detailed discussion of the specific actions that the Board has taken in 2018 in response to shareholder feedback is located in the "Our 2018 Shareholder Outreach Summary" section on page 19 below.</li> </ul>
Boards should have a strong, independent leadership structure.	<ul style="list-style-type: none"> <li>We have a strong, independent Board Chairman and independent committee chairs with clearly defined responsibilities.</li> <li>Our Board regularly reviews its leadership structure and composition at least annually and discusses its appropriateness in this proxy statement.</li> <li>Key Board committees are completely independent and include: Corporate Governance and Compliance; Audit; and Compensation and Stock Plan.</li> </ul>
Boards should adopt structures and practices that enhance their effectiveness.	<ul style="list-style-type: none"> <li>88% of our director nominees are independent.</li> <li>Our directors reflect a diverse set of experiences and skills that are relevant to our long-term business strategy.</li> <li>More than one-third of our director nominees are diverse.</li> <li>Annual Board and committee-level assessments are conducted with bi-annual individual director interviews to ensure effectiveness.</li> <li>Our Board has committed that it will maintain an average tenure for independent board directors of less than ten years commencing in 2020.</li> <li>Our Board has access to management and outside consultants to ensure effectiveness.</li> </ul>
Boards should develop management incentive structures that are aligned with the long-term strategy of the company.	<ul style="list-style-type: none"> <li>Target compensation mix is not overly weighted toward annual incentive awards and balances cash and long-term equity awards in accordance with certain financial and non-financial metrics that align with our short and long-term strategic goals.</li> <li>Our executive severance agreements and newly granted equity awards contain "double trigger" mechanics.</li> <li>We have stock ownership requirements for our named executive officers that require ownership of unrestricted shares.</li> <li>We have an Executive Compensation Philosophy that clearly articulates our commitment to equal pay principles and the promotion of a values-based culture.</li> </ul>

In addition to the highlights summarized above, we regularly review, benchmark and update our current corporate governance policies and procedures to ensure best practices. Below are some examples of steps we have taken in an effort to continually evolve our governance program:

- We engage in a formal shareholder corporate governance outreach program to elicit the views of our investors on corporate governance issues and other related matters. As a foundational element to this program, the Board adopted a policy on shareholder engagement, which we have continued to build on throughout the past three years.
- We proactively amended our Bylaws to implement “proxy access,” which allows a shareholder, or a group of up to 20 shareholders, owning at least 3% of our outstanding shares of common stock, par value \$0.01 per share (“**Common Stock**”), for at least three years, to nominate and include in our annual meeting proxy materials, directors constituting the greater of two individuals or 20% of the Board. Our market benchmarking efforts and engagement with shareholders in 2016 and 2017 played a significant role in our Board’s decision to adopt the proxy access mechanics that it did.
- We established a formal Diversity, Equality and Inclusion Philosophy and multifaceted Diversity and Inclusion program.
- We reviewed and revised our Executive Compensation Philosophy to clearly articulate our commitment to equal pay principles and promote of a values-based culture.
- In 2018, our Corporate Governance and Compliance Committee (the “**Governance and Compliance Committee**”) revised its Corporate Governance Guidelines (the “**Governance Guidelines**”) to, among other things, (i) affirm the Board’s commitment to a diverse board, (ii) reflect the adoption of broadened and increased equity ownership guidelines applicable to the Company’s directors and executive management, and (iii) delineate the Board’s responsibilities related to oversight of the Company’s Corporate Social Responsibility strategy and related environmental, social and governance practices and risks. A copy of the Governance Guidelines is posted on the Company’s website at <http://amnhealthcare.investorroom.com/governance-guidelines>.
- In September 2018, we launched a Diversity, Equality & Inclusion web page highlighting our formal philosophy and dedication to fostering and maintaining a diverse team.
- In September 2018, the Company’s CEO Susan Salka and AMN Healthcare joined the CEO Action for Diversity and Inclusion initiative.
- In July 2018, and in response to recent investor insight and an effort to continue to diversify our Board’s collective skills and experience to best achieve our long-term strategic objectives, the Company added Daphne Jones to the Board, and her extensive C-suite experience in strategic, entrepreneurial and global use of digital technologies has already made an impact.
- In February 2019, the Board committed to maintain an average tenure for independent directors of less than ten years, commencing in 2020, in connection with its adoption of a formal Aggregate Tenure Policy.
- In December 2018, and in an effort to proactively best position itself to oversee the Company’s risk management and compliance infrastructure, the Board decided to migrate oversight of all aspects of the Company’s ethics and compliance programs (other than oversight of financial compliance and technology security risks) from our Audit Committee to the Corporate Governance Committee, which was then renamed the “Corporate Governance and Compliance Committee” as a result of this transition of responsibilities. We believe that our Corporate Governance and Compliance Committee is best positioned to continue to ensure that the Company continues to deliver long-term shareholder value by identifying and implementing best practices based on its strong history and proactive management of the highest standards of governance and compliance.

## Our 2018 Shareholder Outreach Summary

We understand that we must earn and maintain our shareholders' continued support throughout the year by adhering to the highest standards of governance and corporate social responsibility. In 2016, we initiated a formal shareholder corporate governance outreach program to supplement our financial-related outreach and engage our shareholders on governance topics most important to them. Since then, our engagement efforts have evolved into a robust program with a customized approach to each shareholder. We believe this facilitates more meaningful and ongoing dialogue on topics that allow us to work with our shareholders to build stronger relationships and a more successful company.

With a formal outreach strategy and clear objectives in place, we sent letters to over 25 of our top shareholders in August of 2018, representing approximately 70% of our outstanding Common Stock. We appreciate the opportunity to touch base with our shareholders, and we continue to find our meetings to be enlightening and productive. Each shareholder we met with expressed appreciation for our proactive interest in their views, and we certainly appreciated the time they took to share their thoughts with us. Collectively, our discussions centered around the following topics:



Although each shareholder's particular focus was slightly different, our mission, long-term strategy, pay for performance approach to executive compensation and emphasis on corporate governance and social responsibility were well received. One of the focuses of our engagement with a large shareholder is tackling gender pay equality in the U.S. healthcare system, and we look forward to continuing our engagement on this front. Further information surrounding our shareholder engagement program is formalized in our Governance Guidelines and posted on our Company website at [www.amnhealthcare.investorroom.com/governance-guidelines](http://www.amnhealthcare.investorroom.com/governance-guidelines). In 2018, we redesigned our website to reflect a modernized style that is simple, more engaging and easier to navigate.

The chart on the following page summarizes some of the specific actions our Board took in 2018 in response to feedback received from shareholders.



## Our Board's Actions in Response to Shareholder Feedback

Corporate Social Responsibility	<ul style="list-style-type: none"> <li>• Included a new disclosure in our 2018 proxy statement to highlight our commitment to Corporate Social Responsibility ("<b>CSR</b>"); and</li> <li>• Changed our CSR Report's publication from a bi-annual to an annual basis</li> </ul>
Board Composition and Refreshment	<ul style="list-style-type: none"> <li>• Revised our Governance Guidelines to affirm our commitment to a diverse Board;</li> <li>• Appointed Ms. Daphne Jones to the Board;</li> <li>• Committed to maintain an aggregate board tenure for independent directors with an average tenure of less than ten years beginning in 2020; and</li> <li>• Incorporated individual interviews into the director evaluation process on a bi annual basis for increased accountability.</li> </ul>
Human Capital Strategy	<ul style="list-style-type: none"> <li>• Implemented company-wide retention and investment initiatives; and</li> <li>• Established a formal Diversity, Equality &amp; Inclusion philosophy and multifaceted program.</li> </ul>
Executive Compensation	<ul style="list-style-type: none"> <li>• Instituted "double trigger" mechanics for newly granted equity awards</li> </ul>
Equity Ownership Guidelines	<ul style="list-style-type: none"> <li>• Broadened the group of employees covered under our equity ownership policy and increased ownership thresholds</li> </ul>
Pay Equality	<ul style="list-style-type: none"> <li>• Revised the Company's Executive Compensation Philosophy to clearly articulate our commitment to equal pay principles and a values-based culture; and</li> <li>• Implemented a process to ensure pay equality without regard to legal classification across our organization</li> </ul>

## Our Culture, Ethics, Engagement and Governance Guidelines

Another essential element that drives our approach to effective corporate governance is our commitment to promoting a culture of ethics and integrity, which guides the manner in which we do business. The Board and executive management are committed to fostering a strong ethical corporate culture and expect all team members to fulfill their responsibilities in accordance with the highest standards of professional and personal conduct.

To uphold this commitment, AMN has adopted:

- A Code of Conduct and Ethics ("**Code of Conduct**"), that is based on the Company's core values of respect, trust, passion, innovation, customer focus and continuous improvement. The content and format of our Code of Conduct is designed to provide a practical and user-friendly guide for our team members to refer to on a daily basis. It contains examples and questions that help them put our core values into practice. In 2018, we continued to review and refresh our Code of Conduct to reinforce guidance and training on hot topics such as information security and privacy, and highlight our commitment to diversity, equality and inclusion, and corporate social responsibility.

- An Annual Ethics and Engagement Survey of our team members. We also share the results of this survey with the Board to ensure we are delivering on the AMN Difference, which includes our core values, leader and coworker quality, collegial work environment, development and career opportunities.
- A supplementary Code of Ethics for the Principal Executive Officer and Senior Financial Officers ("**Financial Officers Code of Ethics**").
- The Governance Guidelines, which function as a critical component to the overall framework for the governance of our Company and was recently revised to reflect the Board's commitment to a diverse board, and
- Our Executive Compensation Philosophy, which we revised in early 2018 to reflect our commitment to equal pay.

As discussed above, our Board and its committees regularly and carefully review these key governance documents to ensure they contain what we believe to be the best governance practices for the Company. We publish these documents, among others, under the

"Corporate Governance" section of the "Investors Relations" page on the Company's website at [www.amnhealthcare.com](http://www.amnhealthcare.com). We also make these materials available in print to any shareholder upon request. Our Board closely monitors corporate

governance developments and modifies the Governance Guidelines, Executive Compensation Philosophy, the Code of Conduct and the Financial Officers Code of Ethics regularly.

## Our Corporate Social Responsibility Program

We are committed to establishing an industry-leading CSR program. Our strategy integrates relevant environmental, social and governance ("ESG") criteria to better manage risk and generate sustainable, long-term value for our shareholders, clients, healthcare professionals and team members. Our Board recognizes the integral role that our corporate purpose and culture plays in the Company's long-term success, and we believe our ability to proactively manage relevant risks and opportunities demonstrates the effective leadership and governance principles that long-term investors desire.

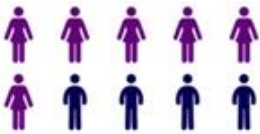
In 2018, we enhanced our human capital management strategy by focusing on diversity and promoting an inclusive culture that respects all voices and reflects our core values. Our multifaceted Diversity, Equality and Inclusion program focuses on the workplace, workforce and marketplace. In 2019, we enhanced the Company's core values to reflect this commitment, because we believe diversity, equality and inclusion should be part of the foundation upon which our core values are built.

## Our Corporate Culture



We Value: Respect, Passion, Continuous Improvement, Trust, Customer Focus and Innovation

## Diversity, Equality & Inclusion



More than **65%** of our corporate team members are female.



More than **62%** of supervisors and managers are women.



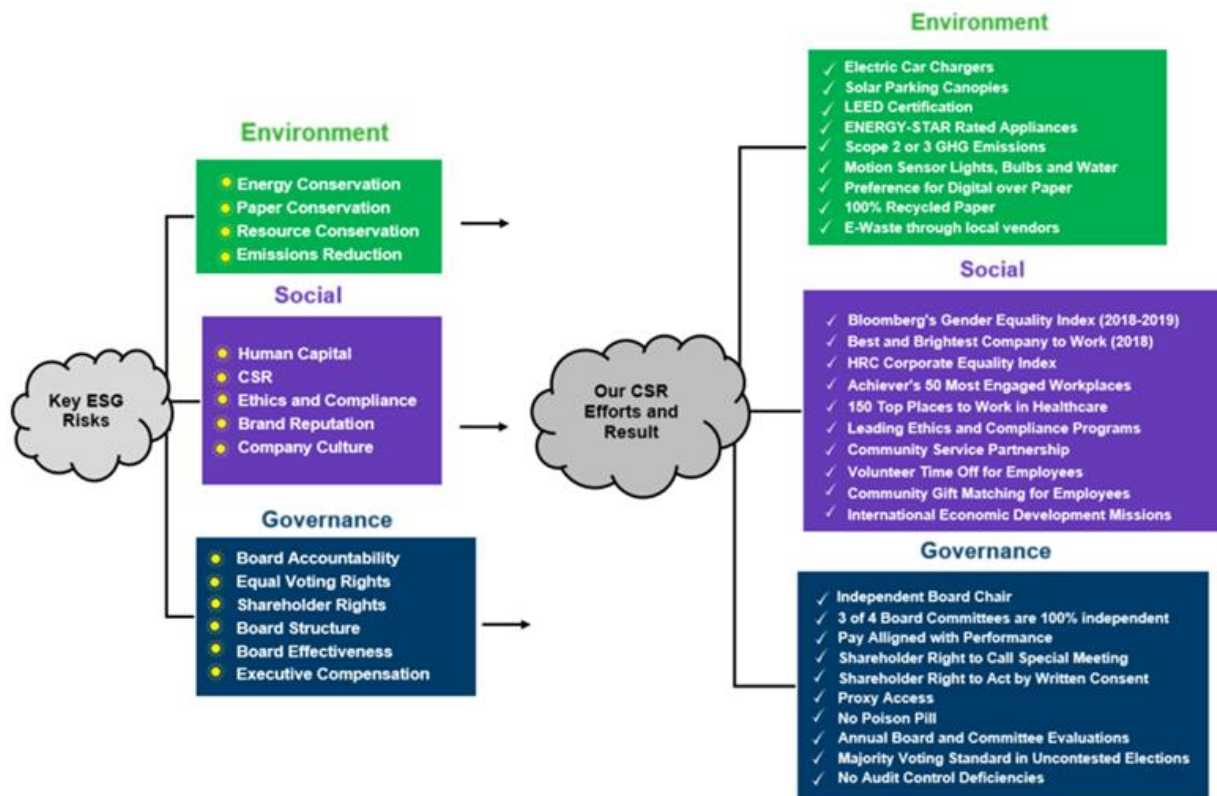
**45%** of company-level directors or above are women.



**33%** of workforce self-reported as diverse team members.

## Corporate Social Responsibility

Our commitment to building an industry-leading CSR program is demonstrated by our overall “AA” ESG rating from MSCI ESG Research, placing us in the top 15% of companies within our industry. By taking an integrated approach that focuses on both opportunities and risks, we believe our efforts to date and evolving CSR strategy allows us to proactively address key reputational and operational risks that threaten the sustainability of our business. The illustration below provides a summary of some of the CSR-related efforts we have taken to mitigate ESG risks that are relevant to our business. To learn more about our sustainability efforts, please visit our Company website where we have our first annual publication of a Global Reporting Initiative compliant Corporate Social Responsibility Report posted at [www.amnhealthcare.com/csr](http://www.amnhealthcare.com/csr).



## Our Board's Role in Risk Oversight

The Board as a whole is responsible for overseeing our risk exposure as part of determining a business strategy that generates long-term shareholder value. The Board shapes our enterprise-wide risk capacity, appetite and tolerance levels that provide the foundation for our overall business strategy and direction, and believes that overseeing processes for assessing and managing the various risks we face is one of its most important responsibilities to our stakeholders.

Indeed, purposeful and appropriate risk-taking in certain areas is important for us to be competitive and to achieve our long-term goals. Our enterprise risk governance framework reflects a collaborative process whereby the Board, executive management and other team members apply a consistent, rigorous approach to our strategic planning and operational decisions across the Company that is designed to balance the opportunities and threats to our business and consider the steps we are willing to take to capitalize on any business opportunities while mitigating against the key risks. The Board believes that oversight of risk management is a vital element of its responsibility. As a result, it meets with executive management at regular Board meetings and, if necessary, at other times to discuss the strategy and success in addressing our identified key risks.

As part of our annual strategic planning process, we maintain an Enterprise Risk Management Committee that assists the Board in identifying key risks. We typically focus on five to seven risks annually, which may relate to, among other things, business operations, competitive landscape, engagement and retention of quality healthcare professionals, talent management, technology systems, security and innovation. The Enterprise Risk Management Committee also assists the Board in determining our risk tolerance in light of our (1) existing risk capacity, (2) appetite, if any, to take on additional risk or lessen our risk, (3) risk velocity and (4) mitigation factors. The Board's determination of our key risks and our tolerance for each ultimately influence how we operate our business, including how we marshal our resources and make strategic and operational decisions.

To ensure that the Company operates within its risk appetite, executive management and other leaders establish and support a culture of integrity, ethical behavior and risk awareness for our team members. We also have designed and maintain internal processes and an internal control environment that further facilitates the identification and management of risks.

In addition to the foregoing, each of the Board's standing committees' responsibilities are designed to focus attention on risk areas implicated by its area of expertise, and each committee reports regularly to the Board on its identification and assessment of such risks. All committees play significant roles in carrying out the risk oversight function that typically focus in their areas of expertise. Below is an illustration of which committees, or the full Board, are responsible for overseeing the Company's key risks identified by the Board.



## AUDIT COMMITTEE RISK OVERSIGHT

The Audit Committee assists the Board in fulfilling its oversight responsibilities of our compliance with financial ethical requirements and certain other financially-related rules and regulations, as well as our processes to manage our business, financial, technology security and enterprise risk. In performing these functions, the Audit Committee meets periodically with the independent auditor, management, and internal auditors (including in private sessions) to review their work and confirm that they are properly discharging their respective responsibilities.

Among other things, the Audit Committee's responsibilities include:

- Overseeing the work of our independent auditors,
- Reviewing and discussing with management significant technology strategic initiatives, operations and risks, including, business continuity planning, project performance, technical operations performance, major technology architecture decisions, internal IT controls and related regulatory risks, significant technology investments and trends in technology that may affect the Company's strategic plans,
- Reviewing and discussing with management key technology strategic initiatives and risks, including information security and cybersecurity incidents and any related disclosure obligations,
- Reviewing and discussing with management the Company's processes to manage major financial risk exposures to the Company and the steps management has or plans to take to monitor, control and manage such exposures, including our risk assessment and risk management guidelines and policies,
- Approving procedures for receiving complaints regarding accounting, internal accounting controls or auditing matters, and reviewing evidence of material violations of securities laws, breaches of fiduciary duty related to financial reporting and other financially-related disclosures,
- Reviewing and discussing with management, our chief internal auditor, independent auditors or in-house counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant effect on our financial statements, and
- Reviewing the results of significant financial or accounting investigations, examinations or reviews performed by regulatory authorities and management's responses.

In 2018, the Company did not identify any significant deficiencies or material weaknesses in our internal controls. In addition, the Audit Committee determined that our processes to manage our enterprise, business and financial risks are effective and comply with legal requirements, our policies and ethics.

## COMPENSATION AND STOCK PLAN COMMITTEE OVERSIGHT

The Compensation and Stock Plan Committee (the "**Compensation Committee**") is responsible for analyzing the risks associated with our compensation practices. Among other things, the Compensation Committee's responsibilities include:

- Establishing the Company's executive compensation philosophy and principles,
- Reviewing on an annual basis the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation,
- Reviewing and make recommendations to the Board on an annual basis with respect to the compensation of all of the Company's executive officers,
- Setting the composition of the group of peer companies used for comparison of executive compensation,
- Overseeing the design and management of the various long-term incentive compensation, equity, savings, health and welfare plans that cover our employees, and
- Reviewing, and recommending to the Board, the compensation for our non-employee directors.

### ***Risk Related to Executive Compensation***

The Compensation Committee designs our incentive compensation to reward officers and other key employees for committing to and delivering on financial goals that we believe are challenging, yet (i) reasonably achievable, (ii) require revenue and profitability performance to reach the target level, and (iii) require significant revenue and profitability growth to reach the maximum level. The financial performance required to reach the maximum level of compensation is developed within the context of budget planning and, while difficult to achieve, is not viewed to be at such an aggressive level that it would induce bonus-eligible employees to take inappropriate risks that could threaten our financial and operating stability.

The Compensation Committee has reviewed our material cash incentive plans, which fall into two types: (1) those for front line sales production employees and (2) those for our leadership teams. The front line sales incentive plans typically provide incentives based on monthly or quarterly financial or individual and team operational metrics and include monthly or quarterly payouts. Roughly two-thirds of our sales team members participate in one of our approximately 50 sales incentive plan structures. The leadership plans use annual financial targets based on consolidated and/or division metrics as well as individual leadership and performance considerations with annual payouts. We have internal controls over financial reporting and the measurement and calculation of compensation goals and other financial, operational and compliance policies and practices that are designed to keep these compensation programs from being susceptible to manipulation by any employee, including our named executive officers.

The Compensation Committee considers the risks associated with the compensation plans in light of several factors, including (1) the amount of incentive compensation paid to a particular group as a percentage of total incentive cash paid and as a percentage of division and/or consolidated revenue, gross profit and adjusted EBITDA, (2) the number of plan participants in any particular plan as a percentage of total incentive plan participants, and (3) the amount of target incentive compensation per individual plan participant, which typically ranges from 10% to 80% of total compensation (and can range from approximately 61% to 78% of the named executive officers' total compensation).

The Compensation Committee believes the use of a long-term incentive award program with targets that span a three-year performance period balances risk and reward by discouraging excessive risk that could threaten our long-term value, but at the same time encourages innovation to build our value in the short- and long-term. The Compensation Committee also reviews our program for design features that have been identified by experts as having the potential to encourage excessive risk-taking, such as: (A) too much focus on equity, (B) compensation mix overly weighted toward short-term results, (C) highly leveraged payout curves and steep payout cliffs at specific performance levels that could encourage short-term actions to meet payout thresholds, and (D) unreasonable goals or thresholds. After its consideration of the foregoing factors, the Compensation Committee has determined that our compensation programs and policies do not create risks that are reasonably likely to have a material adverse effect on us.

### CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE OVERSIGHT

The Governance and Compliance Committee considers the risks associated with our corporate governance practices, leadership succession process, ethics and compliance programs, including our healthcare, clinical and employment regulatory compliance practices, and quality programs. Among other things, the Governance and Compliance Committee's responsibilities include:

- Overseeing matters of corporate governance, including preparing and recommending to the Board the Governance Guidelines,
- Overseeing director succession practices, including identifying potential director candidates for the Board and recommending director nominees to the Board for approval,
- Reviewing our leadership succession programs and processes and our CEO succession plans,
- Reviewing the organization, implementation and effectiveness of the Company's non-financial compliance and quality programs, including the Company's employment, healthcare and clinical compliance practices and risk oversight of the credentialing of candidates to ensure that the Company is placing qualified healthcare professionals,
- Reviewing any significant events investigated under our compliance and ethics programs and the Company's Code of Conduct (other than financial matters or misconduct that are reviewed by the Audit Committee) and
- Overseeing the Company's shareholder outreach program relating to corporate governance matters.

The Governance and Compliance Committee reviews the Company's practices and approach with respect to corporate governance and regulatory compliance to ensure that its corporate governance and compliance structures provide a foundation for achieving long-term shareholder value. This responsibility goes hand in hand with its oversight of the Company's leadership succession process to not expose the Company to leadership gaps and the consequences flowing from such gaps.

The Governance and Compliance Committee also reviews and discusses with our management relevant quality metrics, performance improvement, compliance with certification standards and related laws and regulations as well as our enterprise risk management processes relating to the quality of our services and compliance with regulatory requirements. The Governance and Compliance Committee believes the Company's sound corporate governance practices, ethics and compliance infrastructure, comprehensive leadership success program and extensive quality programs are designed to shield the Company from risk that is reasonably likely to have a material adverse effect on us.

## Director Independence

The Board has adopted categorical standards for director independence, which we set forth in the Governance Guidelines and make available on our website. Under these standards, a director will not be considered independent if:

- (1) the director does not qualify as independent under Rule 303A.02(b) of the NYSE Listed Company Manual,
- (2) the director or an immediate family member is a partner of, or of counsel to, a law firm that performs substantial legal services for us on a regular basis, or
- (3) the director or an immediate family member is a partner, officer or employee of an investment bank or consulting firm that performs substantial services for us on a regular basis for which it receives compensation.

The Board does not consider the following relationships to be material relationships that would impair a director's independence:

- (1) the director or an immediate family member is an executive officer of another company that does business with us and the annual sales to, or purchases from, us are less than 1% of the

annual revenues of the company for which he or she serves as an executive officer,

- (2) the director or an immediate family member is an executive officer of another company which is indebted to us, or to which we are indebted, and the total amount of either company's indebtedness to the other is less than 1% of the total consolidated assets of the company for which he or she serves as an executive officer and such indebtedness is not past due, or
- (3) the director or an immediate family member serves as an officer, director or trustee of a charitable organization, and our discretionary charitable contributions to the organization are less than 1% of its total annual charitable receipts.

The Board has determined that director nominees Mark G. Foletta, R. Jeffrey Harris, Dr. Michael M.E. Johns, Martha H. Marsh, Andrew M. Stern, Daphne E. Jones and Douglas D. Wheat meet our categorical standards for director independence and the applicable rules and regulations of the NYSE and federal securities laws regarding director independence. Our CEO is the only member of our Board who the Board has not deemed independent.

## Board Leadership Structure

We separate the roles of Chairman of the Board and the Chief Executive Officer. Our CEO, Ms. Salka, is responsible for working with the Board in setting our strategic direction and our day-to-day leadership and performance, while the Chairman of the Board, Mr. Wheat, leads the Board in overseeing our strategy, provides guidance to our CEO and presides over meetings of the Board. At this time the Board believes that having separate roles:

- (1) increases the independent oversight of the Company and enhances the Board's objective evaluation of our CEO,
- (2) provides our CEO with an experienced sounding board in the Chairman, and
- (3) provides an independent spokesperson for the Company.

## Our Board's Policy on Conflicts of Interest and Related Party Transactions

The Governance Guidelines establish our director's duties to adhere to our Code of Conduct, including our policies on conflicts of interest, and to avoid any action, position or interest that conflicts with an interest of ours or gives the appearance of a conflict. We require directors to report any potential conflicts of interest immediately to the Chairman of the Governance and Compliance Committee. We do not, without approval of the Board, permit a director or executive officer, or his or her immediate family member (i.e., spouse, parent, step-parent, child, step-child, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law or anyone (other than a tenant or employee) who shares that person's home) or any other person meeting the definition of "related person" under Item 404 of Regulation S-K promulgated under the Securities

Exchange Act of 1934, as amended (the "**Exchange Act**") (each, a "**related person**") to enter into a transaction in which we are a participant if (a) the amount involved exceeds \$120,000, and (b) the related person has or will have a direct or indirect material interest. We annually solicit information from directors and executive officers to monitor potential conflicts of interest and comply with Securities and Exchange Commission (the "**SEC**") requirements regarding approval or disclosure of "related person transactions." We did not engage in any transaction in 2018 nor is there any currently proposed transaction that exceeds or is expected to exceed \$120,000 in which we were or are a participant and in which a related person had or will have a direct or indirect material interest.

## Our Board's Aggregate Tenure Policy

In February 2019, our Board adopted an aggregate board tenure policy that reflects its commitment to consistently evaluate the composition of our Board to ensure that it collectively possesses the necessary experience, skills, knowledge, and level of engagement necessary to serve the best interests of our shareholders. The terms of the following policy were developed in part based on insight and feedback we received directly from shareholders in connection with our ongoing corporate governance shareholder engagement efforts.

The Board believes that directors should not expect to be re-nominated annually. In determining whether to recommend a director for re-election, the Governance and Compliance Committee considers the needs of the Company and the diversity of the Board as a whole, the director's participation in and contributions to the activities of the Board, the results of the annual Board evaluation and past meeting attendance.

The Board does not believe in a specific limit for the overall length of time an independent director may serve. Directors who have served on the Board for an extended period can provide valuable insight into the operations and future of the Company based on their experience with, and understanding of, the Company's history, policies, and objectives. The Board also believes that new directors will strengthen the diversity of the Board, provide fresh perspectives and provide value as the Company evolves. To achieve this balance, effective in 2020, the Board will maintain an average Board tenure for independent board directors of less than ten years.

## Board Meetings and Annual Meeting Attendance by Board Members

We expect each of our directors to attend each meeting of the Board and of the committees on which he or she serves. We also expect our directors to attend our annual meetings. Our Board has an excellent record of attendance and engagement. During 2018, the Board met six times, and took two actions by unanimous written consent. In 2018, no member of the Board attended fewer than 75% of the aggregate of (i) the total number of meetings of the Board (held during the period for which he or she has been a director) and (ii) the number of meetings held by all committees of the Board (during the periods that he or she served on such committees). All of our then-serving directors attended our 2018 Annual Meeting of Shareholders.



## Committees of the Board

We have standing Audit, Corporate Governance and Compliance, Compensation and Stock Plan, and Executive Committees. The Board committees are chaired by independent directors, each of whom report to the Board at meetings on the activities and decisions made by their respective committees. The Board makes committee assignments and designates committee chairs based on a director's independence, knowledge and areas of expertise. We believe this structure helps facilitate efficient decision-making and communication among our directors and fosters efficient Board functioning at Board meetings.

In line with our value of continuous improvement, the directors conduct an evaluation of the performance of the Board and each of the committees on an annual basis. Additionally, on a bi-annual basis, the Corporate Governance and Compliance Chairman has individual conversations with the directors specifically regarding their board performance and board composition. We describe the current functions and members of each committee below. A more detailed description of the function, duties and responsibilities of the Audit, Governance and Compliance and Compensation Committees is included in each Committee's charter and available in the link entitled "Corporate Governance" located within the "Investor Relations" tab of our website at [www.amnhealthcare.com](http://www.amnhealthcare.com).

The table below provides current committee memberships and fiscal year 2018 committee meeting information:

Director	Audit (1)	Compensation (2)	Governance & Compliance(3)	Executive
Mark G. Foletta	Chair			
R. Jeffrey Harris		Member	Member	
Michael M.E. Johns, M.D.		Member	Chair	
Martha H. Marsh		Chair	Member	
Susan R. Salka				Member
Andrew M. Stern	Member		Member	
Paul E. Weaver <sup>4</sup>	Member			Member
Douglas D. Wheat				Chair
Daphne E. Jones	Member			
<b>Committee Meetings and Actions by Written Consent</b>				
<b>Total Committee Meetings</b>	<b>9</b>	<b>6</b>	<b>4</b>	<b>2</b>
<b>Actions by Written Consent</b>	<b>0</b>	<b>5</b>	<b>0</b>	<b>1</b>

(1) The Board has determined that all Audit Committee members (A) are financially literate, and (B) meet the criteria for independence set forth in Rule 10A-3 under the Exchange Act, and Section 303A of the NYSE Listed Company Manual. The Board further determined that Mark G. Foletta and Paul E. Weaver are each an "Audit Committee Financial Expert" as defined by SEC Rules and Regulations.

(2) The Board has determined that all members of the Compensation Committee meet the standards for independence required by the NYSE.

(3) The Board has determined that all members of the Governance and Compliance Committee meet the standards for independence required by the NYSE.

(4) Mr. Weaver is not standing for re-election upon the expiration of his current term at the 2019 Annual Meeting.

### AUDIT COMMITTEE

Our Audit Committee Charter, which is reviewed annually and was last amended in December 2018 to reflect the migration of oversight of the Company's ethics and compliance programs from the Audit Committee to the Governance and Compliance Committee, sets forth the duties of the Audit Committee. Generally, the Audit Committee is responsible for, among other things, overseeing our

financial reporting process. In the course of performing its functions, the Audit Committee as provided by our Audit Committee Charter:

- (1) reviews our internal accounting controls and audited financial statements,

- (2) reviews with our independent registered public accounting firm the scope of its audit, its audit report and its recommendations,
- (3) considers the possible effect on the independence of such firm in approving non-audit services requested of it,
- (4) reviews disclosures made by our CEO and CFO in connection with the certification of our periodic reports,
- (5) reviews and discusses with management significant technology strategic initiatives, operations and risk,
- (6) reviews and discusses with management the Company's process to manage our major enterprise risk exposures and the steps taken to monitor, control and manage such exposures, and
- (7) appoints our independent registered public accounting firm, subject to ratification by our shareholders.

### CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE

Our Corporate Governance and Compliance Committee Charter, which was recently amended in December 2018 to, among other things, reflect the migration of oversight of the Company's ethics and compliance programs from the Audit Committee to the Governance and Compliance Committee, sets forth the duties of the Governance and Compliance Committee. The Governance and Compliance Committee, which was formally the Corporate Governance Committee, was, at the time of the migration, renamed the Corporate Governance and Compliance Committee. Generally, the Governance and Compliance Committee:

- (1) identifies and recommends qualified individuals with diverse backgrounds and experiences to become members of the Board,
- (2) periodically evaluates the Code of Conduct and the Governance Guidelines,
- (3) reviews the Board's performance on an annual basis,
- (4) oversees all aspects of the Company's ethics and compliance programs, including the Company's healthcare and employment regulatory compliance and risk oversight with respect to the credentialing of candidates,
- (5) reviews and evaluates succession planning for the CEO and other members of our executive management team,

- (6) recommends potential successors to the CEO, oversees our shareholder engagement program as it relates to corporate governance issues and considers feedback provided by our shareholders, and
- (7) reviews and discusses with our executive team relevant quality metrics, compliance with certification standards and related laws and regulations as well as our enterprise risk management process relating to the quality of our services.

With respect to director nominee procedures, the Governance and Compliance Committee utilizes a broad approach for identification of director nominees and may seek recommendations from our directors, officers or shareholders or it may choose to engage a search firm. In evaluating and determining whether to ultimately recommend a person as a candidate for election as a director, the Governance and Compliance Committee considers the qualifications set forth in our Governance Guidelines, including:

- judgment, business and management experience,
- leadership,
- strategic planning,
- reputation for honesty and integrity,
- diversity, and
- independence from management.

It also takes into account specific characteristics and expertise that it believes will enhance the diversity of knowledge, expertise, experience, background and personal characteristics of the Board. The Governance and Compliance Committee may engage a third party to conduct or assist with the evaluation. Ultimately, the Governance and Compliance Committee seeks to recommend to the Board those nominees whose specific qualities, experience and expertise will augment the current Board's composition and whose past experience evidences that they will (1) dedicate sufficient time, energy and attention to ensure the diligent performance of Board duties, (2) comply with all duties of care, loyalty and confidentiality applicable to them as directors of publicly traded corporations, and (3) adhere to our Code of Conduct.

The Governance and Compliance Committee considers shareholder recommendations of qualified nominees when such recommendations are submitted in accordance with the procedures described in the Bylaws. To have a nominee considered by the Governance and Compliance Committee for election at the 2020 Annual Meeting of Shareholders, a shareholder must submit the recommendation in writing to the attention of our Corporate Secretary at our corporate headquarters no later than January 17, 2020 and no sooner than December 18, 2019. Any such recommendation must include the information set forth on [Exhibit A](#) to this proxy statement (page A-1).

The Governance and Compliance Committee received no recommendations for a director nominee from any shareholder for the director election to be held at the Annual Meeting.

### COMPENSATION COMMITTEE

The Compensation Committee Charter, last amended in April 2017, sets forth the Committee's duties. Among other things, the Compensation Committee:

- (1) establishes the executive compensation philosophy for the Company,
- (2) designs executive compensation programs to attract, incent and retain executive talent,
- (3) reviews, and, when appropriate, administers and makes recommendations to the Board regarding (A) compensation of our CEO (including employment agreements or severance arrangements, if applicable, and executive supplemental benefits or perquisites, if any), all senior officers that report directly to our CEO and our directors and (B) our incentive compensation plans and equity-based plans,
- (4) prepares the Compensation Committee Report and oversees the preparation of our compensation disclosure and analysis required by the SEC to be included in our annual proxy statement and recommends their inclusion in the annual proxy statement to the Board,
- (5) recommends the proposals on "say-on-pay" and the frequency of the "say-on-pay" vote that are required by SEC rules,
- (6) reviews our incentive compensation arrangements generally to determine whether they encourage excessive risk-taking, and
- (7) evaluates the performance of our CEO.

For further information about the responsibilities of the Compensation Committee, please see the

Compensation Discussion and Analysis beginning on page 35 below.

### [Compensation Committee Interlocks and Insider Participation](#)

The Compensation Committee, whose members are Ms. Marsh, Mr. Harris and Dr. Johns, consists exclusively of non-employee, independent directors, none of whom has a business relationship with us, other than in his or her capacity as director, or has any interlocking relationships with us that are subject to disclosure under the rules of the SEC related to proxy statements.

### [Compensation Committee Consultant Independence](#)

The Compensation Committee retains an independent consultant to assist it in fulfilling its responsibilities. Since 2008, the Compensation Committee has utilized Frederic W. Cook & Co., Inc. as its compensation consultant. Our compensation consultant advises the Compensation Committee on a variety of topics, including, among others, our equity compensation program, the design of our cash incentive program, the evaluation of the alignment of our compensation program with our shareholders' interests, the risks presented by our executive compensation program structure, the assessment of the program compared to our peers and director and executive compensation trends.

In retaining and utilizing Frederic W. Cook & Co., the Compensation Committee considers (1) our directors' experience with its employees and representatives while serving on other boards, (2) knowledge and experience in executive compensation program design, corporate finance and legal and regulatory issues, (3) experience providing consultative services to boards, as well as its analysis of our existing program and proposal of key considerations in evaluating and strengthening our program and (4) factors affecting independence, including factors set forth by the NYSE for evaluating the independence of advisors. In connection with its consideration of Frederic W. Cook & Co.'s independence, the Compensation Committee factored in that Frederic W. Cook & Co. does provide consulting services to other companies that have a director who is also a director of ours, but it does not have any other relationship with or provide any other services to us. As a result of the Compensation Committee's review of the factors affecting independence, it has determined that Frederic W. Cook & Co. is independent and has no conflicts of interest with us.

### EXECUTIVE COMMITTEE

The Executive Committee exercises the power of the Board in the interval between meetings of the Board, including the approval of certain acquisitions within established parameters.

## Executive Sessions of Non-Management Directors

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The Board has executive sessions at each regularly scheduled Board meeting during the year, for which our management director, Ms. Salka, is not present.

## Communications with the Board of Directors

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The Board has established the following procedure for shareholders and other interested parties to communicate with members of the Board, the presiding director, or the independent directors as a group. All such communications should be addressed to the attention of our Corporate Secretary at our offices located at 12400 High Bluff Drive, Suite 100, San Diego, California 92130. The Corporate Secretary collects and maintains a log of each such communication and forwards any that the Corporate Secretary believes requires immediate attention to the appropriate members of the Board, who then determine how such communication should be addressed.

# DIRECTOR COMPENSATION AND OWNERSHIP GUIDELINES

Members of the Board, who are not employees of the Company ("**Independent Directors**"), receive compensation for their service in the form of cash and equity. Each form of compensation is evaluated by the Compensation Committee on an annual basis. The Compensation Committee believes director pay should be aligned with the long-term interests of shareholders, so it has historically given substantial weight to the equity component, which represented approximately 64% of our Independent Directors median total compensation in 2018. As part of their annual review process, the Compensation Committee evaluates a variety of sources and benchmarks the compensation we pay our Independent Director's against our peer group and relevant market data. It also consults with an independent compensation consulting firm, Frederic W. Cook & Co., Inc., prior to issuing a recommendation to the Board, which it has historically done in April. Following this process provides the Compensation Committee with more visibility into director pay trends based on the most recently disclosed public filings of peer companies included in its analysis.

## Director Cash Compensation

We pay our Independent Directors an annual cash retainer. We do not pay any meeting fees to our directors. The Chairman of the Board, Committee Chairpersons and one Executive Committee member receive an additional annual retainer for their services. We also reimburse directors for out-of-pocket expenses incurred in connection with their service. Annual retainers are paid in four equal quarterly installments. The table on the right sets forth the current annual retainer schedule for our Independent Directors.

Position	Annual Retainer (\$)
Independent Director	70,000 <sup>(1)</sup>
Chairperson of the Board	100,000
Chairperson of Audit Committee	30,000
Chairperson of Compensation Committee	15,000
Chairperson of Corporate Governance and Compliance Committee	10,000
Executive Committee Member	10,000

<sup>(1)</sup>On April 1, 2018, we increased the annual cash retainer for our Independent Directors from \$65,000 to \$70,000.

## Director Equity Compensation

We typically grant full-value equity awards to non-management directors upon appointment or election to the Board, and annually thereafter during the director's term. We anticipate that we will continue to grant annual equity awards to our independent non-management directors at some level for the foreseeable future. Since 2010, the aggregate grant date fair value ("**AGD Fair Value**") of such equity awards has been approximately \$135,000. In 2018, the value was increased by \$5,000 to \$140,000 to align with the market.

On April 18, 2018, each independent non-management directors received an equity award of 2,153 restricted stock units ("**RSUs**"). Our director's RSU awards vest on the earlier of the one-year anniversary of the grant date or the 2019 annual meeting of shareholders, and each director was given the option to defer receipt of the shares underlying the RSUs until his or her separation of service.

## Director Compensation Table

The following table reflects compensation that our directors earned during fiscal year 2018. The table does not include Ms. Salka, who received no additional compensation for her service as a director.

Name	Fees Paid in Cash (\$)	Fees Paid in Stock (\$)(1)	Total (\$)
Mark G. Foletta	98,750	140,053	238,803
R. Jeffrey Harris	68,750	140,053	208,803
Michael M.E. Johns, M.D.	78,750	140,053	218,803
Martha H. Marsh	83,750	140,053	223,803
Andrew M. Stern	68,750	140,053	208,803
Paul E. Weaver	78,750	140,053	218,803
Douglas D. Wheat	168,750	140,053	308,803
Daphne E. Jones	32,500	100,018	132,518

(1) The amount set forth in this column represents the AGD Fair Value of the 2,153 RSUs granted to each director elected to the Board on the date of the Annual Meeting of Shareholders held on April 18, 2018, and, for Ms. Daphne Jones, it reflects the pro-rated AGD Fair Value of the 1,608 RSUs awarded to her on the date of her appointment to the Board on July 27, 2018.

## Director Equity Ownership Requirement

Our Board believes that all directors should maintain a meaningful personal financial stake in the Company to further align their long-term interests with our shareholders. Accordingly, it is the Board's desire that each non-management director will hold Common Stock and vested but unsettled RSUs of the Company equal to a value of at least five times the director's annual cash retainer (*i.e.*, \$350,000). The

Company does not take into account the value of unvested RSUs and vested or unvested stock appreciation rights ("**SARs**") and options in determining whether a director meets our director equity ownership guidelines. As of December 31, 2018, all of our directors, with the exception of Ms. Jones, who was appointed to the Board in July 2018, satisfy our director equity ownership guidelines.

# COMPENSATION DISCUSSION AND ANALYSIS

## Introduction

The following Compensation Discussion and Analysis, which we refer to as the CD&A, provides a detailed description of the objectives, philosophy, practices and programs that comprise our named executive officers' total rewards program. It also explains how the Compensation Committee determines executive compensation under this program, as it takes great care in the development and refinement of a total rewards program that reflects its stewardship responsibility to AMN's shareholders while simultaneously ensuring the availability of talent to lead our organization to achieve our strategic goals.

More specifically, this CD&A provides clear details related to each of the following aspects of the total rewards program that has been designed for our named executive officers: (1) the objectives and philosophy, (2) the processes and criteria in place for proper oversight, (3) the components of our named executive officers' total rewards program, and (4) how each component fits into our Compensation Committee's overall objective to support the Company's business strategy.

The Compensation Committee believes that our named executive officers are collectively a strong, valuable, experienced, skilled and innovative team, with a passion for the Company, its core values and delivering sustainable, long-term returns for our shareholders. Our named executive officers for the 2018 fiscal year are listed below.

Name	Current Title
Susan R. Salka	Chief Executive Officer and President
Brian M. Scott	Chief Financial Officer, Chief Accounting Officer and Treasurer
Ralph S. Henderson	President, Professional Services and Staffing
Denise L. Jackson	Chief Legal Officer and Corporate Secretary

## Executive Summary

Our pay-for-performance focused executive compensation program is designed to motivate our leaders to build sustainable long-term shareholder value. Among other things, the Compensation Committee premises our executive compensation objectives on the following guiding principles:

- to align pay with performance, with variable pay constituting a significant portion of total compensation;
- to create commonality of interest between our executives and shareholders by tying realized compensation directly to changes in shareholder value;
- to support the attainment of our short- and long-term financial and strategic objectives;

- to attract, retain and motivate highly skilled and innovative executives who will lead us to be the thought leader and driver of innovation within our industry; and
- to foster a culture of integrity and ethics where team members are treated with respect and appreciation for their contributions.

To support our objectives, we have designed an executive compensation total rewards program that includes (1) base salary, (2) annual bonuses, and (3) long-term incentive awards, which constitutes a significant portion of our named executive officers total pay.

Below is a summary relating to our named executive officers' total rewards compensation program.

## What We Do

<input checked="" type="checkbox"/>	<b>Executive Compensation Philosophy.</b> We revised our Executive Compensation Philosophy in February 2018 to expressly capture our commitment to equal pay and fostering a culture of ethics.
<input checked="" type="checkbox"/>	<b>Align Pay with Performance.</b> We align our executive officers' compensation with actual total shareholder return and financial performance. In 2018, variable pay constituted 78% of our CEO's total compensation and more than 60% of the total compensation for each of our other named executive officers.
<input checked="" type="checkbox"/>	<b>Reward for Increases in Shareholder Value.</b> We grant performance restricted stock units, which we refer to as PRSUs in this CD&A, based on absolute and relative total shareholder return over a three-year performance period, which is designed to reward named executive officers for above-market stock performance (relative to companies in the Russell 2000 Index) or hold them accountable for relatively poor stock performance. We refer to these awards based on total shareholder return as TSR PRSUs.
<input checked="" type="checkbox"/>	<b>Grant PRSUs that Focus on Our Long-term Goals.</b> We grant performance restricted stock units that payout in accordance with our long-term adjusted EBITDA margin goals, which we refer to as adjusted EBITDA PRSUs in this CD&A.
<input checked="" type="checkbox"/>	<b>Ownership Guidelines.</b> We have meaningful stock ownership requirements for our named executive officers that require ownership of unrestricted shares.
<input checked="" type="checkbox"/>	<b>Cap Incentive Awards.</b> We maintain a cap on annual bonus awards for our named executive officers under our 2017 Senior Executive Management Incentive Bonus Plan, which we refer to as the Bonus Plan in this CD&A.
<input checked="" type="checkbox"/>	<b>Bonus Awards Based on Objective and Key Financial Metrics.</b> 70% of our Bonus Plan target for each named executive officer is based on achieving annual revenue and adjusted EBITDA targets, two key financial metrics for the Company. The remaining 30% is based on objective non-financial criteria such as execution on key initiatives, leadership and demonstration of our values.
<input checked="" type="checkbox"/>	<b>Independent Compensation Consultant.</b> Our Compensation Committee utilizes the services of an independent and reputable compensation consultant, Frederic W. Cook, to provide recommendations on our named executive officers' pay.
<input checked="" type="checkbox"/>	<b>Responsible Share Usage.</b> We judiciously grant shares under The AMN Healthcare 2017 Equity Plan, which we refer to as the Equity Plan in this CD&A, and our share utilization rate under our Equity Plan falls below industry norms.
<input checked="" type="checkbox"/>	<b>Appropriate Peer Group Selection.</b> We regularly review our designated peer group to ensure that our compensation program is properly aligned with the actual peers with which we compete for talent and business.
<input checked="" type="checkbox"/>	<b>"Double-trigger" Change in Control Provisions.</b> Beginning in 2019, our equity award agreements include a "double-trigger" arrangement.

## What We Don't Do

<input type="checkbox"/>	<b>No Risky Programs.</b> We do not engage in compensation programs that create undue risk.
<input type="checkbox"/>	<b>No Pledges or Hedges of, or Liens on, AMN Stock.</b> We prohibit hedging and the pledging of, or hypothecating, or otherwise placing a lien on, any of common stock or other equity interests of the Company.
<input type="checkbox"/>	<b>No Employment Contracts Other than with CEO.</b> We do not provide employment contracts other than for our CEO.
<input type="checkbox"/>	<b>No New Tax Gross-ups.</b> Ms. Salka's employment agreement, which was entered into in 2005 contains a tax gross up. We have committed to not enter into new employment or other agreements with tax gross-ups for named executive officers.
<input type="checkbox"/>	<b>No Options or SARs.</b> We have not granted equity awards in the form of options or stock appreciation rights, which we refer to as SARs, since 2010.



**2018 Financial, Operational and Stock Performance Highlights**

A long-standing principle of our executive compensation program is to link pay to performance. Accordingly, when making compensation decisions, we analyze our financial, operational and stock performance and execution on strategic initiatives.

As set forth below, the Company delivered revenue, profitability and share growth in 2018<sup>(1)</sup> and continued to make significant progress on our long-term strategic goals.

Some of our 2018 highlights include:

- The price of our common stock increased 15% in 2018 to \$56.66, the closing price on December 31, 2018.
- We ranked in the 84th percentile in total shareholder return for the three-year period ended December 31, 2018 among companies comprising the Russell 2000 Index as of December 31, 2015 with a cumulative total shareholder return for the last three years (i.e., since December 31, 2015) of 89.8%.
- Execution of our long-term strategic plan by making two significant acquisitions. In April 2018, we acquired MedPartners HIM, LLC, which we refer to as MedPartners in this CD&A. MedPartners provides case management, clinical documentation improvement, medical coding and registry services to hospitals and physician medical groups nationwide. We also acquired

Phillips DiPisa, Inc. and Leaders for Today, LLC, which we collectively refer to as PDA/LFT. PDA/LFT are affiliated companies that identify and place both permanent and interim senior leaders to some of the nation's most influential hospital systems. Collectively, we believe that the acquisitions of MedPartners and PDA/LFT will allow us to continue to diversify and scale our workforce solutions offerings to our clients, strengthening our position as the industry's most trusted workforce solutions provider.

- Increased our consolidated revenue year over year by approximately 7% from approximately \$1.99 billion to approximately \$2.14 billion.
- Increased our consolidated adjusted EBITDA<sup>(2)</sup> year over year by approximately 5%, from \$256.4 million to \$270.4 million.
- Continued to return value to our shareholders through the repurchase of approximately 1,236,000 shares of our common stock.
- Made further progress upgrading and integrating our front and back office technology platforms in order to deliver best-in-class client and healthcare professional experiences and optimize the efficiency of our business operations.
- Continued execution of our digital and analytical strategic initiatives to improve the recruitment, engagement and retention of healthcare professionals through development of mobile technology platforms and artificial intelligence.

The following charts compare our year-over-year performance on key financial metrics that we utilized in making compensation decisions for our named executive officers in 2018.



(1) For more detail regarding our financial results, please see our 2018 annual report on Form 10-K filed by us with the SEC on February 21, 2019 and provided to you concurrently with this proxy statement. We provide the summary financial information in this proxy statement solely to help you in your evaluation and review of our CD&A. It should not be used as a substitute for a review of the detailed financial information in our 2018 annual report on Form 10-K.

(2) For information on adjusted EBITDA, which means adjusted earnings before interest, taxes, depreciation and amortization, and a reconciliation of it to our 2018 net income, please see [Exhibit B](#) to this proxy statement (page B-1).

The Compensation Committee placed considerable emphasis on our total shareholder return as well as financial and operational performance over the past 12 months in determining our CEO's 2018 cash bonus as well as her 2018 equity awards. Because certain compensation information included in this proxy statement spans the last three fiscal years, we have set forth below our cumulative total shareholder return and compound annual growth rate for the one-, two- and three-year periods ended December 31, 2018.

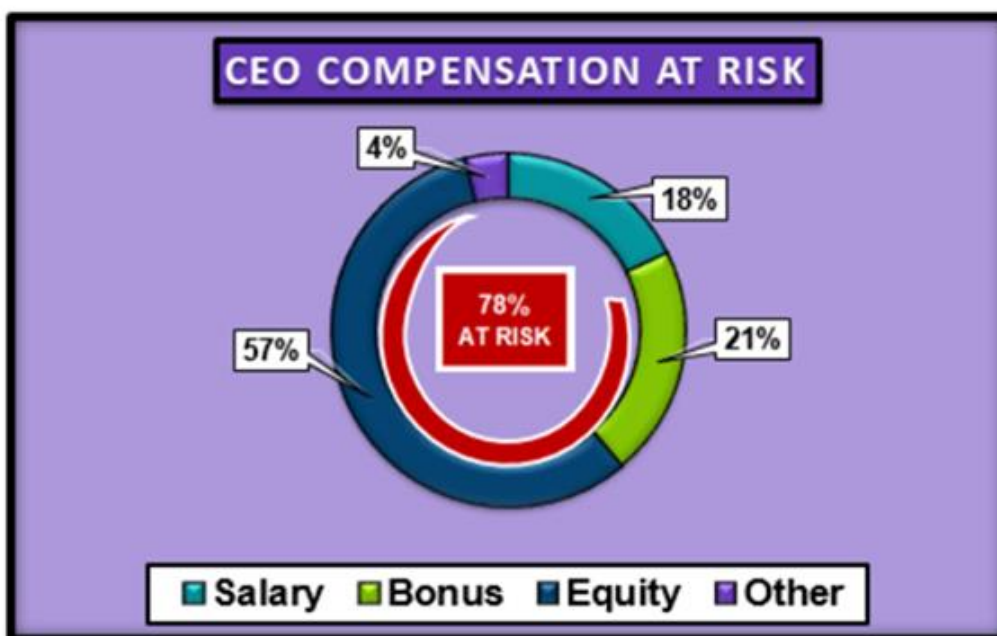
Period	Cumulative Total Shareholder Return <sup>(1)</sup>	Compound Annual Growth Rate	Common Stock Price at Beginning of Period
One-Year Period Ended December 31, 2018	23%	N/A	\$ 56.66
Two-Year Period Ended December 31, 2018	65%	21%	\$ 38.45
Three-Year Period Ended December 31, 2018	90%	22%	\$ 31.05

<sup>(1)</sup>The price of our common stock on December 31, 2018 (the last trading day of the year) was \$56.66. Unlike the total return values illustrated in the Proxy Statement Summary section above on page 1, which calculates the return using the closing price of our common stock on the first and last date of an applicable measurement period, the cumulative total shareholder return illustrated in this column is the percentage increase in the 90 day average closing price of our common stock on the trading day at the end of the relevant investment period from the 90 day average closing price of our common stock on the last trading day of the year preceding the beginning of the applicable period. We did not pay any dividends during the periods set forth in this table.

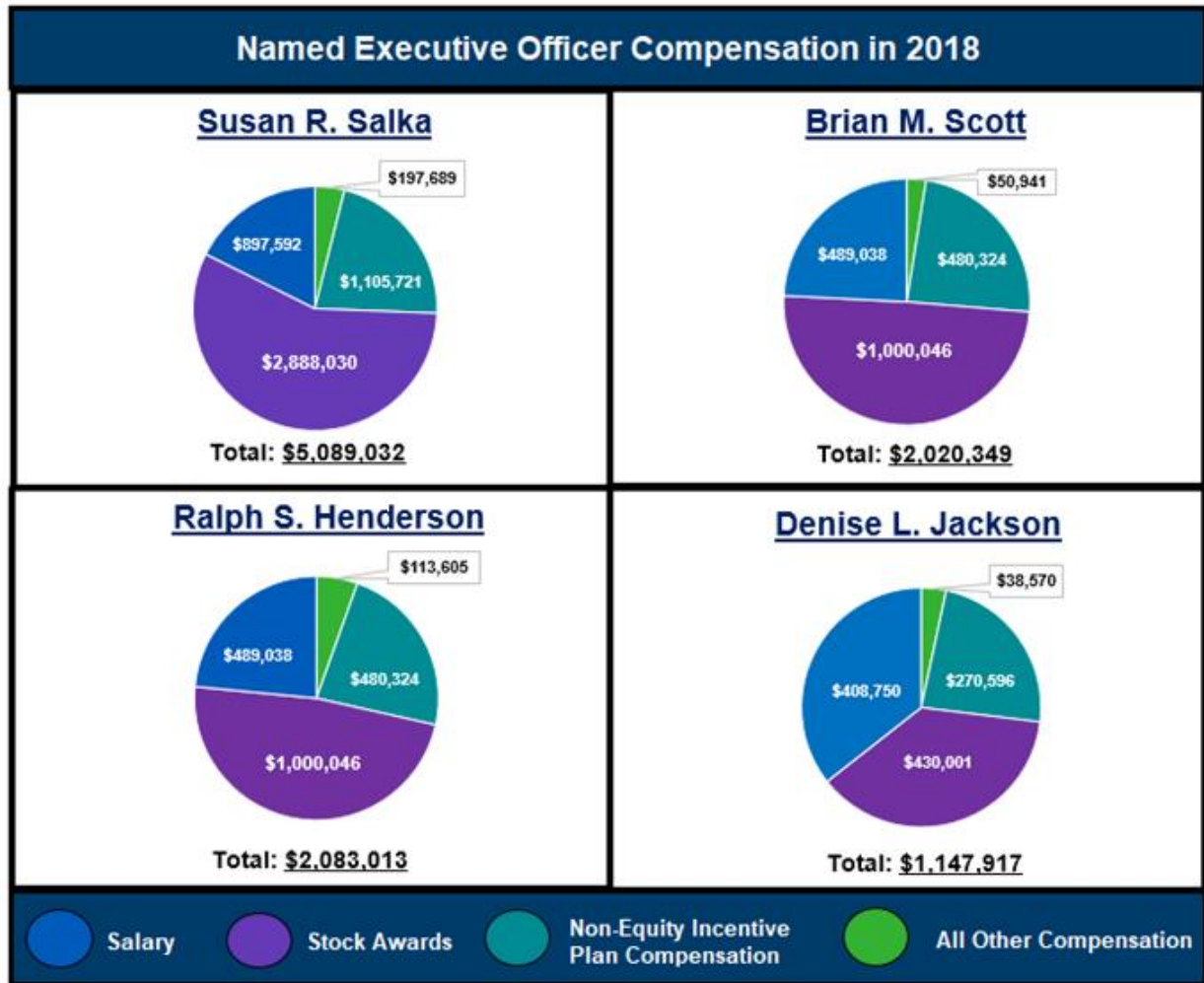
### 2018 Compensation for Our Named Executive Officers

Numerous factors played a role in our 2018 compensation decisions with the overarching goal of closely linking pay to performance. In 2018, performance-based cash incentives and equity compensation (which is inherently linked to performance) comprised 78% of our CEO's compensation, and 61% - 73% of the total compensation for each of our other named executive officers.

To illustrate this, the chart set forth below reflects the percentage breakdown of our CEO's 2018 compensation as set forth in the Summary Compensation Table.



As the Compensation Committee has consistently done throughout the past several years, it based its 2018 compensation decisions around financial goal setting for 2018 and other actions influencing executive compensation on the expectation that (1) we would achieve targeted revenue and adjusted EBITDA growth on a consolidated basis and within each of our business segments, and (2) our named executive officers would lead their teams to successfully execute our business strategy in a manner that reflected our core values. As a result of our 2018 operational performance and financial results, each named executive officer earned approximately 71% of his or her target bonus that was tied to the Company's 2018 financial performance. On the following page is a breakdown of each of our named executive officer's compensation for 2018.



## Response to 2018 Say-on-Pay Vote

At our 2018 Annual Meeting of Shareholders held on April 18, 2018, we received more than 94% support on our “say-on-pay” proposal regarding the compensation of our named executive officers identified in our 2018 proxy statement. Our compensation program has remained consistent with that set forth in our 2018 proxy statement. We believe the following four themes remain important among our investors: (1) compensation should correlate to company performance, (2) performance awards should constitute an important component of long-term incentive awards, (3) performance measures beyond total shareholder return should be considered, and (4) variable compensation should be designed to motivate, reward and retain executives.

The Compensation Committee believes that our executive compensation program in 2018 satisfied each of the four themes identified above. In 2018, the Compensation Committee took the following actions:

- (1) Continued to use performance restricted stock units tied to total shareholder return and financial goals (*i.e.*, adjusted EBITDA) over a three-year period,
- (2) Established goals of 4.9% and 5.1% year-over-year consolidated revenue and adjusted EBITDA growth, respectively, that we needed to satisfy in order for the named executive officers to receive their target bonuses,
- (3) Slightly adjusted base salaries upward to more closely align with industry and peer group pay practices and to reward strong performance,
- (4) Slightly adjusted target bonus percentages upward to more closely align with industry and peer group practices, and to more closely tie pay with performance; and
- (5) Continued to reward named executive officers for strong financial, operational and common stock performance through the use of reasonable, competitive amounts of incentive based compensation.

## Our Compensation Program Philosophy and Objectives

A guiding principle of our Executive Compensation Philosophy is that compensation realized by executives should generally reflect the individual skills and contributions of the executive in achieving the strategic, financial and operational goals of the Company and the leadership they demonstrate in promoting our values-based culture. Additionally, corporate governance best practices, input received from shareholders through our engagement discussions and the annual shareholder advisory vote on executive compensation are also considered in the design of our executives total rewards package. Our philosophy embraces the following principles, which the Compensation Committee sets forth in its Executive Compensation Philosophy, and is available in the “Corporate Governance” section under the “Investor Relations” tab of our Company’s website at [www.amnhealthcare.com](http://www.amnhealthcare.com).

- Pay-for-performance, with variable pay constituting a significant portion of total compensation,
- Create commonality of interest between our executives and shareholders by tying realized compensation directly to changes in shareholder value,

- Focus on propelling growth in the attainment of our short- and long-term financial and strategic objectives,
- Reward our executives for long-term improvement in shareholder value,
- Provide equal pay based on performance without regard to legal status and classification,
- Attract, retain and motivate highly skilled and innovative executives that embrace and promote AMN’s values-based culture that fosters innovation, diversity and inclusion,
- Build a strong talent base to reinforce our succession plan objectives,
- Be competitive with companies in our peer group,
- Maximize the financial efficiency of the overall program from, including but not limited to tax, accounting, and cash flow perspectives, and
- Ensure that corporate governance practices and the impact of our say-on-pay proposals are upheld.

With these principles as our foundation, we have designed and continually evaluate and modify, as necessary, our executive compensation program to support our strategic objectives of achieving above-market growth in revenue and profitability by (1) being the leader and innovator in healthcare workforce solutions and staffing services, (2) growing our overall revenue mix from workforce solutions and technology and (3) delivering a superior customer experience through operational excellence and agility.

The primary components of our executive compensation program - (1) base salary, (2) annual cash performance bonuses, and (3) long-term equity incentive awards - reflect the implementation of our executive compensation philosophy. The Compensation Committee is provided with benchmarking information of each of these components at the 25th percentile, the median and 75th percentile utilizing companies, including all members of our peer group, that are similar to us in terms of business type, revenue and market capitalization. The Compensation Committee considers benchmarking data as a reference point rather than determinative data. Compensation for specific individuals may vary, sometimes significantly, upward or downward from the median for individual named executive officers based on, among other things, individual performance, tenure, experience, scope of responsibilities, internal parity considerations, the recommendations of our CEO (for compensation other than her own) and succession considerations.

### BASE SALARY

We utilize base salary as an essential component of our executive compensation program. We utilize base salary to attract and retain talented executives and to provide them with a fixed base of cash compensation. As set forth below, we analyze a variety of factors in addition to peer group comparative information in setting salaries for our named executive officers.

### CASH INCENTIVE PERFORMANCE BONUS

The principles associated with our performance-based compensation reflect a balance of objectives. Our annual cash incentive consists of (1) a financial performance component that we base solely on our annual operational results as measured against certain financial metrics, which we refer to as the Financial Component in this CD&A, and (2) a non-financial component (the "**RP/Leadership Component**") that is based on, among other things, (A) our performance relative to our direct competitors and (B) individual leadership contributions. We focus the Financial Component on the achievement of financial targets set out in our annual operating plan that we set with the goal of achieving what we believe

constitutes above market performance in the healthcare workforce solutions industry. Because we base our annual operating plan on goals related to the execution of our operational and business strategies, the annual cash incentive plan supports the achievement of our strategic goals. The RP/Leadership Component of our annual cash incentive focuses on incentivizing both superior performance over our direct competitors as measured against certain financial metrics, achievement of a significant strategic and operational goals and effective leadership in line with our core values and executive leadership competencies. The Compensation Committee also considers relative and total shareholder return in determining our CEO's award under the RP/Leadership Component.

### LONG-TERM EQUITY INCENTIVES

We believe our long-term incentives should consist primarily of equity. We provide such incentives through our Equity Plan, which our shareholders last approved in April 2017. The principles guiding the design of our long-term incentive plans include utilizing long-term incentives to (1) align executive and shareholder interests, (2) enhance focus on improvements in operating performance and the creation of shareholder value, (3) drive achievement of our long-term strategic objectives, (4) support long-term retention of key contributors and (5) retain and motivate potential CEO successors. We also believe that the aggregate cost of long-term incentives should be reasonable in comparison to our peer group, should avoid excessive levels of shareholder value transfer in relation to our peer group and should be reasonable in cost in light of our annual and long-term operating plans.

With the foregoing principles in mind, our long-term incentive plan utilizes three primary vehicles for all named executive officers as follows:

- ✓ **PRSUs Based on Total Shareholder Return.** We utilize TSR PRSUs, the ultimate realizable value that depends on performance against two measures: (1) a relative basis ("**Relative TSR**") against a broader market (companies in the Russell 2000 Index at the beginning of the performance period) and (2) an absolute total shareholder return basis ("**Absolute TSR**"). Because our TSR PRSU awards measure Relative TSR and Absolute TSR over a three-year period, we believe this type of award encourages longer-term strategic focus on the creation of shareholder value beyond execution of annual financial targets.

- ✓ **PRSUs Based on Annual Adjusted EBITDA Margin.** Our adjusted EBITDA PRSUs further incentivize our named executive officers to achieve certain adjusted EBITDA margin goals to support our strategic objectives.
- ✓ **Time-Vested Restricted Stock Units.** A common equity vehicle we utilize as part of our long-term incentive program to motivate our named

executive officers are time-vested restricted stock units that vest ratably over three years, with the ultimate value based on the price of our common stock. In addition to aligning the interests of our named executive officers with shareholders, we also believe these type of awards operate as a necessary and effective retention tool, which is consistent with our compensation principles and a common practice among our peers.

## Our Compensation Program Oversight

### RESPONSIBILITIES OF THE COMPENSATION COMMITTEE

The primary responsibilities of the Compensation Committee include oversight of our executive compensation programs. Specifically, they include:

- determining the compensation of our CEO and, in partnership with our CEO, establishing the compensation of all other executive officers, including salary, cash incentives and equity awards,
- designing our incentive compensation programs and administering our Equity Plan and Bonus Plan,
- establishing the financial metrics and performance targets under our incentive compensation programs, and
- as set forth more fully above (see page 24 above), analyzing the risk associated with our compensation practices.

The Compensation Committee reviews all components of compensation of the named executive officers and other senior officers that directly report to our CEO on an annual basis and will consider changes at other times if a change in the scope of an officer's responsibilities justifies such consideration. In so doing, the Compensation Committee uses the services of an independent compensation consultant, Frederic W. Cook & Co., and considers the analysis and advice of its compensation consultant in discharging its responsibilities. Representatives of Frederic W. Cook & Co. attend Compensation Committee meetings and have direct access to the Compensation Committee members without management involvement. The Compensation Committee has the sole authority to hire and terminate its compensation consultant.

The Compensation Committee generally conducts its salary and bonus structure review for a particular year in the last quarter of the previous year or early in the subject year. At that time, the Compensation Committee evaluates compensation by, among other

things, reviewing (1) peer benchmarking information relating to financial performance and compensation levels, (2) the individual's performance, duties and experience, (3) analysis and advice from its compensation consultant, (4) our financial and operational performance, and (5) the recommendations of our CEO (who does not provide a recommendation for herself). With respect to our Bonus Plan, the Compensation Committee, as the administrator, designates which participants are eligible for an award and determines the performance criteria for the award each year. Prior to or at the beginning of each fiscal year, the Board sets financial targets for our performance. Thereafter, the Compensation Committee sets the range of financial performance and corresponding targets for the named executive officers' cash incentive compensation under the Bonus Plan.

The Compensation Committee may also grant annual equity awards under our Equity Plan. In addition to annual grants, the Compensation Committee has granted equity awards to key employees upon their initial employment, promotion or as special retention awards. To further serve this purpose, the Board adopted our 2014 Employment Inducement Plan

under which we may issue up to 200,000 shares of our common stock to certain prospective employees. In the Compensation Committee's discretion, it may authorize our CEO to grant equity awards to non-officer employees within certain individual and aggregate thresholds with the effective date of each such grant generally being the effective date of the grantee's promotion or commencement of employment. The Compensation Committee reviews any awards granted by our CEO.

### OUR 2018 PEER GROUP

The duties of the Compensation Committee require specific knowledge regarding the executive compensation market. Accordingly, to understand our position within the marketplace for management talent and to assist the Compensation Committee in making compensation decisions that will help attract and retain a strong management team, the Compensation

Committee reviews (1) compensation information for companies comparable in size and industry, (2) our financial performance against our internal financial targets, our designated peer group and the Russell 2000, and (3) internal compensation comparability among senior executives.

Because the Compensation Committee compares our performance against that of our peer group as part of its oversight responsibilities, it must determine our peer group. Indeed, the Compensation Committee believes that one of the most important factors it must consider in ensuring that our compensation program remains competitive, is the proper identification and selection of our peers, as we often compete for

executive talent with such peers. Accordingly, the Compensation Committee evaluates and modifies, as appropriate, the members of our peer group annually. We select peers from the healthcare, commercial and professional services industries, and target those companies operating in the healthcare and employment services, healthcare technology and diversified support services sectors. Like us, many of our peers are in both the S&P SmallCap 600 Index and the S&P Composite 1500 Index. Our 2018 peer group as determined by our Compensation Committee was as follows:

**OUR 2018 PEER GROUP**

Allscripts Healthcare Solutions, Inc.	Korn/Ferry International
Amedisys, Inc.	LHC Group, Inc.
Cross Country Healthcare, Inc.	MEDNAX, Inc.
Healthcare Services Group, Inc.	On Assignment, Inc.
Huron Consulting Group Inc.	Premier, Inc.
Insperty, Inc.	Robert Half International Inc.
Kforce, Inc.	TrueBlue, Inc.

Our 2018 peer group ranged from approximately \$776 million to \$5.8 billion in revenues based on each peer’s most recently reported four fiscal quarters, and from approximately \$265 million to \$6.8 billion in market capitalization. For purposes of comparison, our consolidated revenue for our most recently reported last four fiscal quarters equaled \$2.14 billion and our market capitalization as of December 31, 2018 equaled approximately \$2.65 billion, placing us sixth in our 2018 peer group for revenue and eighth for market capitalization.

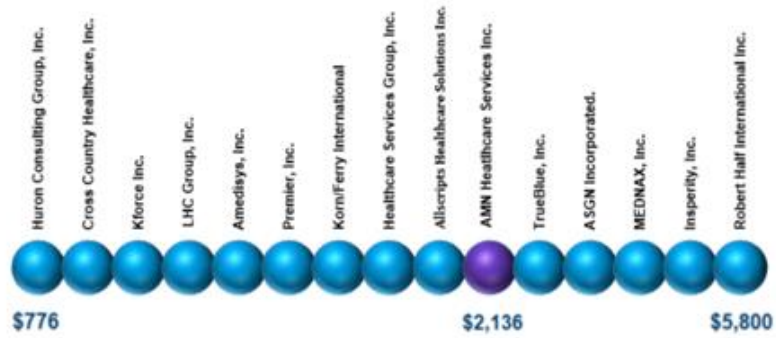
Annually, in July, the Compensation Committee evaluates our peer group for the upcoming year primarily using industry, annual revenue, market capitalization as well as competitors and other companies from whom the Company recruits talents.

During its evaluation, the Compensation Committee removed one company from our 2018 peer group, noting that Huron Consulting Group, Inc.’s revenues and market capitalization were no longer competitive because they fell below the 25th percentile of our 2018 peer group.

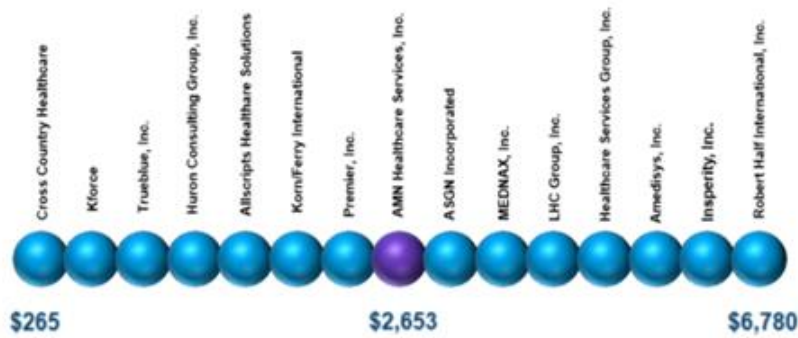
In determining an appropriate replacement, the Compensation Committee reviewed (1) our 2018 peer group, (2) peers utilized by Institutional Shareholder Services that were not in our 2018 peer group, (3) peers utilized by Glass Lewis that were not in our 2018 peer group, (4) companies that were not in our 2018 peer group that disclosed us in their proxy statement as part of their peer group, and (5) companies within our GICS code that met Institutional Shareholder Services’ recommended revenue and market capitalization band criteria. Based on its evaluation, the Compensation Committee made the following changes to our peer group effective for 2019:

Included for 2019	Removed for 2019
TriNet Group, Inc.	Huron Consulting Group, Inc.

**TRAILING TWELVE MONTHS REVENUE (\$MM)**



**MARKET CAPITALIZATION (\$MM)**



**Components of Our Compensation Program**

In line with our core value of continuous improvement, we (1) listen to our shareholders, (2) review the latest trends in executive compensation practices, (3) evaluate whether certain pay practices are viewed with disfavor by shareholders or proxy advisory services and (4) review our pay practices to ensure that we have designed and implemented compensation programs that we believe will create value for our shareholders with a balance of short- and long-term incentives. The principal components of our executive compensation program include:

- (1) base salary,
- (2) short-term or annual performance awards in the form of cash bonuses,
- (3) long-term incentive awards in the form of restricted stock units and performance restricted stock units,
- (4) a non-qualified deferred compensation plan as well as benefits generally available to all of our employees, and
- (5) for our CEO, an employment agreement with severance provisions and, for our other named executive officers, severance arrangements.



## BASE SALARY

Base salary serves as the first component of our executive compensation program. In setting base salaries, the Compensation Committee considers a number of factors, including:

- (1) the market salary for similarly situated executives within our peer group and other companies of similar revenue size and market capitalization,
- (2) our operational and financial performance,
- (3) our stock performance,
- (4) individual performance, skills, knowledge, tenure, experience and responsibilities, and
- (5) for those who report to her, the recommendations of our CEO.

We manage salary changes to fall within our annual budget. We evaluate our operational and financial performance in light of our annual internal objectives and our annual operating plan, the healthcare staffing industry performance and peer benchmarking data. We evaluate our stock performance against our peer group and the Russell 2000 Index. Our CEO bases her recommendations on the same factors the Compensation Committee considers, and her recommendations are particularly helpful for the Compensation Committee to evaluate the other executive officers' performance, knowledge, skills, experience and responsibilities.

## CASH INCENTIVE PERFORMANCE BONUS

Annual cash performance bonus opportunities serve as the second component of our executive compensation program. The Bonus Plan is the mechanism by which the Compensation Committee provides such opportunities. We intend our Bonus Plan to provide a strong incentive for our officers to achieve annual financial objectives that support our strategic objectives. Although certain details of the annual bonus incentive may change from year to year based upon the Compensation Committee's focus, a few key components comprise its general structure, including specific financial goals based on our annual operating plan. The metrics typically include financial measures such as consolidated revenue and consolidated adjusted EBITDA. The Compensation Committee sets threshold, "target" (i.e., 100%) and maximum amounts for bonuses and a weight for each metric that corresponds to the level of achievement we require to trigger a threshold, target or maximum bonus for the named executive officer under such metric.

The threshold level for each metric typically starts at a minimum performance level (e.g., 90% of the targeted

consolidated adjusted EBITDA). The maximum bonus typically requires a performance level of 110% to 120% of the target amount for each metric. We have typically used incremental hurdles (usually 1% increments for adjusted EBITDA and one-half percent increments for revenue) of performance between the threshold level and the maximum level that increase the amount of bonus that can be earned on a straight-line basis depending on the hurdle ultimately achieved. A portion of the bonuses has been based on non-financial factors, such as performance relative to direct competition, leadership, achievement of strategic objectives and total shareholder return.

In setting each named executive officer's target bonus, the Compensation Committee evaluates benchmarking data for comparable positions generally and within our peer group, the recommendations of our CEO (except with respect to her target bonus), individual performance, knowledge, experience and responsibilities, and the amount of the potential bonus under various performance scenarios. As with base salary, the Compensation Committee considers these factors in the context of each individual's total cash compensation as well as the total compensation package (i.e., equity and cash) generally.

As set forth in our Executive Compensation Philosophy, the principles governing the annual design include the following:

- (1) the metrics must be tied to key indicators of our success and our annual objectives,
- (2) the performance goal must be reasonably achievable and viewed as fair, while at the same time encouraging stretch performance,
- (3) the metrics must be simple to understand and can be influenced by the subject executive,
- (4) the portion of an individual's target annual cash compensation attributable to target annual bonus should increase with successively higher levels of responsibility, and
- (5) payouts should reflect our performance as well as the performance of the subject executive.

The Compensation Committee may amend the Bonus Plan at any time and may also amend any outstanding award granted under the Bonus Plan, provided it may not amend the Bonus Plan without the approval of our shareholders if the amendment would affect the tax deduction of payments made under it.

## LONG-TERM INCENTIVES

Long-term incentives in the form of equity awards serve as the third component of our executive compensation program. Under our Equity Plan, we grant equity awards, with various vesting parameters, typically three years in length, to named executive

officers and key employees as an incentive to have a long-term perspective in supporting and developing our strategic objectives. We also use them as an employee retention tool. We utilize PRSUs as part of our long-term incentive structure to strengthen the performance-based component of the long-term incentive program. In 2018, we utilized TSR PRSUs and adjusted EBITDA PRSUs for performance-based equity for all of our named executive officers.

In general, we believe long-term equity incentive opportunities should be targeted to approximately the market median so that when combined with base salary and target annual bonus, total compensation falls around the median of market levels.

The following principles govern the design of our long-term incentives:

- (1) performance periods should cover multiple years to create balance between short- and long-term objectives,
- (2) long-term incentives should function to (a) align executive and shareholder interests, (b) enhance focus on improvements in operating performance and the creation of shareholder value and (c) drive achievement of our long-term strategic objectives,
- (3) awards should support long-term retention of key contributors through vesting,
- (4) aggregate annual share usage should be carefully managed to avoid excessive levels of shareholder value transfer in relation to those of our peer group, and

- (5) the aggregate cost of long-term incentives should be reasonable compared to members of our peer group, and the cost implications should be supported by our annual and longer-term operating plans.

## RETIREMENT AND HEALTH PLANS

Retirement plans and other customary employee benefits serve as the fourth component of our executive compensation program. We adopted our 2005 Amended and Restated Executive Nonqualified Excess Plan, which we refer to as the Deferred Compensation Plan in this CD&A, primarily as a result of a market review that indicated that a deferred compensation plan was a significant component of executive compensation. We exclude our named executive officers from participating in our 401(k) plan, primarily to assist us in satisfying discrimination testing performed on our 401(k) plan. The Deferred Compensation Plan serves as the only retirement plan for our management, including our named executive officers. The Deferred Compensation Plan is not intended to be tax qualified. We describe the Deferred Compensation Plan more fully in the section entitled "Nonqualified Deferred Compensation" below.

We also offer healthcare insurance and other employee benefit programs to our named executive officers, which are generally the same as those programs provided to all eligible employees. We offer these plans to support our objective of attracting and retaining strong talent.

## LIMITED PERQUISITES

Consistent with our executive compensation philosophy and our commitment to align pay with performance, we have generally refrained from providing perquisites to our named executive officers. However, over the past 18 months, our CEO and President of Professional Services and Staffing have relocated to Dallas, Texas to provide increased executive leadership to our more than 600 employees located in our Dallas office. In connection with their relocations, the Company agreed to pay Ms. Salka and Mr. Henderson each a monthly housing allowance, which the Compensation Committee will review and evaluate on an annual basis. In 2018, the Company paid \$96,000 and \$62,769 in housing allowances to our CEO and President of Professional Services and Staffing, respectively. Ms. Salka's housing stipend ended as of December 31, 2018.

## EMPLOYMENT AND SEVERANCE AGREEMENTS

Severance arrangements serve as the fifth component of our executive compensation program. We are party to an employment agreement with our CEO, which contains severance provisions, and have entered into severance agreements with each member of our CEO Committee, including all of our other named executive officers. We entered into these agreements in support of our objectives regarding attraction and retention of strong management. In determining the appropriate severance levels, we considered survey data, advice from our compensation consultant and the Compensation Committee's experience. We describe the terms of these agreements more fully in the section entitled "Termination of Employment and Change in Control Arrangements" below.

## Our 2018 Compensation Program and Results

Our named executive officers' 2018 direct compensation consisted of: (1) a base salary; (2) cash incentive bonus based on performance; (3) long-term equity incentives and (4) certain other additional compensation, such as matching deferred compensation contributions, which typically ranges in the aggregate from 1%-5% of our CEO's total compensation. We discuss each component of our 2018 compensation program for our named executive officers in more detail below.

### BASE SALARY

In late 2017, the Compensation Committee reviewed annual base salary levels for the named executive officers, and after careful consideration, approved increases effective January 1, 2018 ranging from five to seven percent from the previous year, as set forth in the table immediately to the right. In December 2018, the Compensation Committee considered base

salaries of our named executive officers for 2019. In making determinations, the Compensation Committee considers, among other things, peer group benchmarking, individual and company performance.

When benchmarking Ms. Salka's 2018 base salary, it was below the median among other CEOs among our peers.

Named Executive Officer	2017 Salary (\$)	2018 Salary (\$)	Increase %
Susan R. Salka	837,400	900,000	7
Brian M. Scott	465,000	490,000	5
Ralph S. Henderson	465,000	490,000	5
Denise L. Jackson	390,000	409,500	5

### BONUS PLAN

**Target Bonus.** In January 2018, the Compensation Committee reviewed the target bonus level for each named executive officer, which we express as a percentage of annual base salary. After careful consideration of peer group data and other benchmarking information, the Compensation Committee decided to maintain the existing bonus percentage target for Ms. Jackson while increasing the target percentage for Ms. Salka and Messrs. Henderson and Scott.

The table below shows 2018 target bonus information for each named executive officer both in dollar amount and as a percentage of salary together with, for comparative purposes, the same figures for 2017.

Named Executive Officer	2017 Bonus Target (% of Salary)	2018 Bonus Target (% of Salary)	2017 Bonus Target (\$)	2018 Bonus Target (\$)
Susan R. Salka	110	120	921,140	1,080,000
Brian M. Scott	85	100	395,250	490,000
Ralph S. Henderson	85	100	395,250	490,000
Denise L. Jackson	60	60	234,000	245,700

We believe that Ms. Salka's 2018 dollar bonus target fell around the median among CEOs within our 2018 executive compensation peer group, which the Compensation Committee believed was appropriate as an incentive since Ms. Salka's base salary fell below the median.

For 2018, the Compensation Committee tied the Financial Component of the bonus to the achievement of financial targets in our 2018 annual operating plan. At the time we established this plan, we believed that it reflected above market growth for our three business segments on a consolidated basis.

**Structure of Our Bonus Plan.** In 2018, and consistent with previous years, the Financial Component of our bonus plan comprised 70% of our named executive officers' total target bonuses, and the RP/Leadership Component comprised the remaining 30%.

In 2018, the weighting of the performance metrics was consistent for each of our named executive officers:

Consolidated Revenue	Consolidated AEBITDA	RP/ Leadership Component
35%	35%	30%

**Rationale for Annual Bonus Performance Goals.** The Compensation Committee has continued to utilize financial, relative performance and leadership goals in its annual incentive bonus program over the last several years, including 2018, for a variety of reasons. It chose revenue because it believes it remains one of the most reliable measurements to evaluate the success of our strategy, entry into new markets and growth in our existing businesses. It also selected revenue because investors focus on revenue growth as a metric when evaluating our performance. The Compensation Committee chose adjusted EBITDA because of its widespread acceptance among management, the Board, shareholders and analysts as a measurement of our profitability and performance. Both revenue and adjusted EBITDA (along with net income) are routinely areas of focus during our earnings calls. Furthermore, the Compensation Committee believes adjusted EBITDA is an objective measure of management's performance, and it excludes items over which management has less control, such as amortization, interest expense and taxes. The Compensation Committee uses the RP/Leadership Component to, among other things, distinguish among individuals with respect to non-financial metrics, such as leadership, personal performance, contributions and execution on our strategic and operational initiatives.

The actual consolidated revenue and consolidated adjusted EBITDA targets that the Compensation Committee originally established as the basis for paying the Financial Component of the 2018 bonuses required the Company to reach the 100% target level and represented growth that the Compensation Committee believed was at or above organic growth rates in the markets we serve. The threshold for a named executive officer to receive a bonus on the

consolidated financial metrics required achievement of 90% of our 2018 annual operating plan target for each of pre-bonus adjusted EBITDA,<sup>(3)</sup> which we refer to as Pre-Bonus AEBITDA, and consolidated revenue. For information on the calculation of Pre-Bonus AEBITDA, and a reconciliation of it to our 2018 net income, please see [Exhibit B](#) to this proxy statement (page B-1). Receipt of the target bonus amount for each financial metric required the Company to meet 100% of our 2018 annual operating plan for that metric, which represented roughly 5% year-over-year growth for both consolidated revenue and adjusted EBITDA.

**2018 Bonus Plan Payouts.** The 2018 annual operating plan did not reflect the potential financial impact of any acquisitions. The Compensation Committee determined that it was appropriate to add the incremental contribution that the MedPartners and PDA/LFT acquisitions were projected to have, at the time of acquisition (i.e., April 2018), to the Company's bonus plan revenue and adjusted EBITDA target. This approach reflected the Compensation Committee's recognition that the expansion of our workforce solutions through acquisition is a key component of our growth strategy. It also served to increase the revenue and adjusted EBITDA targets in order for our named executive officers to receive their targeted bonus.

We have included a table below (\$ in thousands) that summarizes how we performed against the target financial performance metrics that we utilized (i.e., the Company's annual operating plan plus the estimated revenue and earnings before interest, taxes, depreciation and amortization contributions of the acquisitions) when determining the Financial Component portion of our named executive officers' bonuses for 2018.

Metric	2018 Target	2018 Results	\$ Variance From 2018 Target	% Variance From 2018 Target
Consolidated Revenue	2,202,000	2,136,074	(65,926)	(3)
Pre-Bonus AEBITDA	295,000	278,942	(16,058)	(5)

With respect to the RP/Leadership Component, the Compensation Committee believes our named executive officers demonstrated strong leadership in 2018 resulting in solid financial and operational results for the Company on both an absolute and relative basis compared against the Russell 2000, as we delivered a cumulative total shareholder return of 89.6%, which places our performance in the 84th percentile compared to the Russell 2000, respectively.

<sup>(3)</sup> We use Pre-Bonus adjusted EBITDA solely to determine bonuses. Pre-Bonus adjusted EBITDA excludes from Adjusted EBITDA the payment of bonuses and other extraordinary items not contemplated in our 2018 annual operating plan. Under no circumstances should Pre-Bonus adjusted EBITDA be used to substitute for any other financial metric and is used by us solely to determine bonus amounts.

Additionally, we (i) successfully acquired and integrated MedPartners and PDA/LFT, which furthered our strategic goal of expanding our workforce solutions offerings, (ii) entered into a new \$400 million secured revolving credit facility that provides us with additional liquidity on what we believe are favorable terms to pursue strategic acquisitions, and continued to expand the breadth of strategic partnerships with some of our largest clients, and (iii) continued our strategic development of mobile technology platforms and artificial intelligence aimed at improving the recruitment, engagement and retention of healthcare professionals.

Finally, recognizing that the future poses additional challenges that are distinct from the past, we completed our implementation of new front and back office enterprise information technology systems within our locum tenens segment, which we believe will more effectively align us with clients, healthcare professionals and our other business lines.

The tables below set forth metrics and summary calculations for each named executive officer's bonus amounts under the RP/Leadership Component together with the final amounts under the Financial Component, which makes up 70% of the total bonus amount.

MS. SALKKA'S BONUS METRICS								
Pre-Bonus AEBITDA				Revenue			RP/Leadership	
Levels	% of Target	Pre-Bonus AEBITDA (\$ in 1000's)	Bonus Amount (\$)	% of Target	Revenue (\$ in 1000's)	Bonus Amount (\$)	% of Target	Target (\$)
Maximum	120	354,000	756,000	110	2,422,200	756,000	200	648,000
Target	100	295,000	378,000	100	2,202,000	378,000	100	324,000
Threshold	90	265,500	189,000	90.5	1,992,810	18,900	None	N/A
MS. SALKKA'S BONUS METRICS ACHIEVED AND BONUS EARNED								
Achieved	72.8	278,942	275,184	70.1	2,136,074	264,978	85	\$ 275,400
Total Bonus Earned: \$815,562				% of Target Bonus Earned under Financial Component: 71.5%			% of Target Bonus Earned under RP/Leadership Component: 85%	

MR. SCOTT'S BONUS METRICS								
Pre-Bonus AEBITDA				Revenue			RP/Leadership	
Levels	% of Target	Pre-Bonus AEBITDA (\$ in 1000's)	Bonus Amount (\$)	% of Target	Revenue (\$ in 1000's)	Bonus Amount (\$)	% of Target	Target (\$)
Maximum	120	354,000	343,000	110	2,422,200	343,000	200	294,000
Target	100	295,000	171,500	100	2,202,000	171,500	100	147,000
Threshold	90	265,500	85,750	90.5	1,992,810	8,575	None	N/A
MR. SCOTT'S BONUS METRICS ACHIEVED AND BONUS EARNED								
Achieved	72.8	278,942	124,852	70.1	2,136,074	120,222	75	110,250
Total Bonus Earned: \$355,324				% of Target Bonus Earned under Financial Component: 71.5%			% of Target Bonus Earned under RP/Leadership Component: 75%	

MR. HENDERSON'S BONUS METRICS								
Pre-Bonus AEBITDA				Revenue			RP/Leadership	
Levels	% of Target	Pre-Bonus AEBITDA (\$ in 1000's)	Bonus Amount (\$)	% of Target	Revenue (\$ in 1000's)	Bonus Amount (\$)	% of Target	Target (\$)
Maximum	120	354,000	343,000	110	2,422,200	343,000	200	294,000
Target	100	295,000	171,500	100	2,202,000	171,500	100	147,000
Threshold	90	265,500	85,750	90.5	1,992,810	8,575	None	N/A
MR. HENDERSON'S BONUS METRICS ACHIEVED AND BONUS EARNED								
Achieved	72.8	278,942	124,852	70.1	2,136,074	120,222	75	110,250
Total Bonus Earned: \$355,324				% of Target Bonus Earned under Financial Component: 71.5%			% of Target Bonus Earned under RP/Leadership Component: 75%	

MS. JACKSON'S BONUS METRICS								
	Pre-Bonus AEBITDA			Revenue			RP/Leadership	
Levels	% of Target	Pre-Bonus AEBITDA (\$ in 1000's)	Bonus Amount (\$)	% of Target	Revenue (\$ in 1000's)	Bonus Amount (\$)% of Target	% of Target	Target (\$)
Maximum	120	354,000	171,990	110	2,422,200	171,990	200	147,420
Target	100	295,000	85,995	100	2,202,000	85,995	100	73,710
Threshold	90	265,500	42,998	90.5	1,992,810	4,300	None	N/A
MS. JACKSON'S BONUS METRICS ACHIEVED AND BONUS EARNED								
Achieved	72.8	278,942	62,604	70.1	2,136,074	60,282	100	73,710
Total Bonus Earned: \$196,596			% of Target Bonus Earned under Financial Component: 71.5%			% of Target Bonus Earned under RP/Leadership Component: 100%		

### LONG-TERM INCENTIVE COMPENSATION

In an effort to proactively address feedback received during our 2017 shareholder engagement discussions, incentivize greater performance, and to more accurately align our long-term incentive awards with standard market practices based on input from the Compensation Committee's independent consultant, the Compensation Committee implemented the following changes for grants issued in 2018:

- For TSR PRSUs, eliminated the 50% "penalty" or discount on the number of PRSUs earned if the Company's Absolute TSR is negative and its Relative TSR falls below the 50th percentile threshold,
- For time-vested restricted stock units, changed the vest schedule to a ratable three-year vest period, and
- For adjusted EBITDA PRSUs, increased the maximum number of stock units eligible to be earned from 175% to 200% of the target number of stock units based upon corresponding achievement of higher adjusted EBITDA.

In 2018, the Compensation Committee granted equity awards to each named executive officer and believes it serves as a key component of our named executive officer's compensation package. The chart below reflects the aggregate grant date fair value, which we refer to as AGD Fair Value, of each equity award type granted to each named executive officer.

Named Executive Officer	AGD Fair Value of 2018 TSR PRSU Award (\$)	AGD Fair Value of 2018 AEBITDA PRSU Award (\$)	AGD Fair Value of 2018 RSU Award (\$)	Total AGD Fair Value of 2018 Awards (\$)
Susan R. Salka	756,006	882,008	1,250,016	2,888,030
Brian M. Scott	300,029	350,009	350,009	1,000,046
Ralph S. Henderson	300,029	350,009	350,009	1,000,046
Denise L. Jackson	128,996	150,503	150,503	430,001

### TSR PRSUs

The TSR PRSU grant represented approximately 30% of the total 2018 equity grant value that was awarded to each named executive officer, based on the grant date fair value, and will be earned at the end of an approximately three-year performance period (i.e., shortly after December 31, 2020) based on the measurement of the Company's Absolute TSR and Relative TSR (the "TSR Measurement"). The number of PRSUs earned if the Company's Relative TSR exceeds the 50th percentile but its Absolute TSR is negative is capped at the target number of PRSUs granted. For each one percentile above the 25th percentile, an additional 3% of the PRSUs vest, and the maximum payout cannot exceed 175% if Absolute TSR is positive or 100% if the Absolute TSR is negative.

If we conducted the TSR Measurement on December 31, 2018: (1) Relative TSR would have measured at the 81st percentile, and (2) Absolute TSR would have been positive. Based on those results, 175% of our named executive officers' target number of TSR PRSUs granted in 2018 would have been earned. The table set forth below discloses the percentage of the 2018 target PRSUs that may be earned depending on the actual results of the Company's TSR Measurement as of December 31, 2020.(4)

Relative TSR Percentile Rank	% of 2018 TSR PRSUs Earned if Absolute TSR Is Negative(1)	% of 2018 TSR PRSUs that Are Earned if Absolute TSR Is Positive
<25.0%	0	0
25.0%	25.00	25.00
37.5%	62.50	62.50
50.0%	100.00	100.00
62.5%	100.00	137.50
75.0%	100.00	175.00

(1) For each one percentile above the 25th percentile, an additional 3% of the TSR PRSUs will be earned if Absolute TSR is positive, and the maximum payout cannot exceed 175%. If Absolute TSR is negative, for each one percentile above the 25th percentile, an additional 1.5% of the TSR PRSUs will be earned up to the 50th percentile with the maximum payout of 100%.

### Adjusted EBITDA PRSUs

In 2018, the Compensation Committee once again determined it best to dedicate a significant portion of the preferred restricted stock units to focus our named executive officers on achieving a 13.8% adjusted EBITDA margin for 2020.(5) The number of shares that could ultimately be earned ranges from 0% to 200% of the target number of adjusted EBITDA PRSUs depending on actual adjusted EBITDA margin performance for 2020.

### Time-Vested RSUs

Beginning with grants in January 2018, restricted stock unit grants, which we refer to as RSUs, vest ratably on the anniversary of the grant date over a three-year period. In addition, in December 2018 our Compensation Committee approved changes to our RSU agreements for grants to our named executive officers beginning at that time to (1) provide for "double trigger" vesting mechanics in the event of a change in control of the Company, and (2) allow for continued vesting of outstanding equity awards if a grantee terminates his or her employment at a time that he or she satisfies certain age and service time requirements, which the agreements refer to as "retirement."

As it has done historically, the Compensation Committee elected to wait to consider a grant of RSUs for Ms. Salka for 2018 until the end of 2018 when it had better visibility of our year-end financial, operational and stock performance. Based on our strong financial, operational and stock performance in 2018, the Compensation Committee granted Ms. Salka 22,187 RSUs with an aggregate grant date fair value of \$1,250,016 on December 17, 2018. This RSU grant to Ms. Salka contained the modifications described in the above paragraph. We anticipate that, commencing in October 2019, Ms. Salka will satisfy the requirements for retirement eligibility under this RSU award.

### Aggregate Grant Date Fair Value

PRSUs represented 65% of the AGD Fair Value of all 2018 equity awards for our named executive officers, other than our CEO. Due to the timing of Ms. Salka's RSU award in December 2018 (rather than January 2018), she received PRSUs that represented 57% of her total 2018 equity award value. To provide further clarity on our equity compensation practices, the chart set forth below details the change of the AGD Fair Value of all 2018 equity awards granted to our named executive officers against the AGD Fair Value of all 2017 equity awards.

The 26% increase in our CEO's AGD Fair Value in 2018 from 2017 is driven in part by the Company's strong financial, operational and stock performance in 2018, as well as peer group and other compensation benchmarking. We believe that the AGD Fair Value of her equity awards placed her below the median among CEOs within our 2018 peer group for long-term incentive compensation. On an aggregate basis, the combined AGD Fair Value of our named executive officers' equity awards increased 29% in 2018 from 2017.

(4) As set forth in the Grant of Plan-Based Awards Table, the target number of TSR PRSUs granted in 2018 for each named executive officer is as follows: (1) for Ms. Salka, 11,528; (2) for Mr. Scott, 4,575; (3) for Mr. Henderson, 4,575; and (4) for Ms. Jackson, 1,967.

(5) As set forth in the Grant of Plan-Based Awards Table, the target number of adjusted EBITDA PRSUs granted in 2018 for each named executive officer is as follows: (1) for Ms. Salka, 17,927; (2) for Mr. Scott, 7,114; (3) for Mr. Henderson, 7,114; and (4) for Ms. Jackson, 3,059.

Named Executive Officer	AGD Fair Value of 2017 Equity Awards(\$)	AGD Fair Value of 2018 Equity Awards(\$)	Variance (\$)	% Increase
Susan R. Salka	2,299,955	2,888,030	588,075	26
Brian M. Scott	699,969	1,000,046	300,077	43
Ralph S. Henderson	699,969	1,000,046	300,077	43
Denise L. Jackson	409,978	430,001	20,023	5
<b>Total</b>	<b>4,109,871</b>	<b>5,318,123</b>	<b>1,208,252</b>	<b>29</b>

**RESULTS OF OUR 2016 PERFORMANCE RESTRICTED STOCK UNIT AWARDS**

**2016 TSR PRSU Award TSR Measurement**

On January 3, 2019, the Compensation Committee performed the TSR Measurement for the 2016 TSR PRSU awards. Our Relative TSR was at the 84th percentile of the Russell 2000 Index during the measurement period from January 1, 2016 through December 31, 2018. We also yielded a positive Absolute TSR (89.55%) during such measurement period. Accordingly, each named executive officer received the maximum of his or her target amount of 2016 TSR PRSUs. Specifically, Ms. Salka, Mr. Scott, Mr. Henderson and Ms. Jackson earned 24,750,

8,486, 8,486 and 5,658 PRSUs under their 2016 TSR PRSU awards, respectively.

**2016 Adjusted EBITDA PRSU Award Measurement**

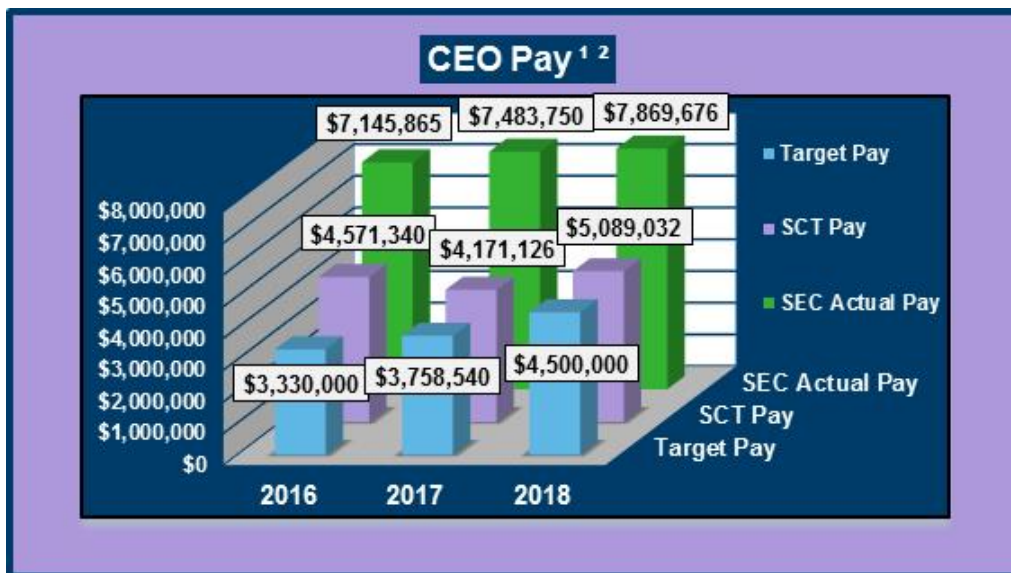
On February 19, 2019, the Compensation Committee determined that our 2018 adjusted EBITDA margin equaled 12.67%. Accordingly, each named executive officer received 77.5% of his or her target amount of 2016 adjusted EBITDA PRSUs. Specifically, Ms. Salka, Mr. Scott, Mr. Henderson and Ms. Jackson earned 15,729, 9,437, 9,437 and 23,594 PRSUs under their 2016 adjusted EBITDA PRSU awards, respectively.

**ACTUAL CEO PAY**

The difference between actual pay and the grant date valuation of our long-term incentive vehicles can be significant. Given the substantial portion of our CEO's compensation that is performance based, we believe it is critical to consider actual pay together with the performance of our Company's common stock price. We recognize that companies and proxy advisory firms have used various methodologies to calculate actual and realizable compensation, so the following chart illustrates our CEO's pay over the past three years as follows: (1) her target total direct pay as determined by the Compensation Committee, (2) her total pay as set forth in the Summary Compensation Table and (3) her "Actual Pay" based on the SEC's proposed pay versus performance disclosure rule, which we refer to as the Actual Pay Proposed Rule in this CD&A.

As illustrated in the CEO Pay chart on the following page, our annual and long-term incentive programs over the past three fiscal years are consistent with our pay-for-performance-centric executive compensation philosophy, which is that actual pay is significantly correlated to the performance of our common stock. For the one-, two- and three-year periods ended December 31, 2018, respectively, we were at the 81st, 85th and 84th percentile for cumulative total shareholder return against the companies comprising the Russell 2000 Index. Common stock performance also provided cumulative total shareholder returns of 23%, 65% and 90% for the one-, two- and three-year periods ended December 31, 2018, respectively. In turn, our CEO's actual pay exceeded her annual target total direct compensation for each of the past three years, which is consistent with our design to pay above target compensation when our Company operates at a high level and provides significant total shareholder return.





- Under the SEC's Actual Pay Proposed Rule, as applicable to our CEO's components of compensation for the years set forth in the table, actual pay equals the total compensation set forth in the Summary Compensation Table for the covered year adjusted as follows: (A) we deduct the value of stock awards and options awards set forth in the Summary Compensation Table for the covered year and (B) we add the fair value on the vesting date of all stock awards and option awards for which all applicable vesting conditions were satisfied during the covered fiscal year. For awards that vested on a certain date, but did not actually settle until it was established whether the conditions for acceleration had been met or the applicable performance test had been certified, the table reflects the value of such shares during the year of vesting but utilizes the fair market value on the date the awards were certified, which usually is in February and approximately two weeks to two months after the vesting date. Any awards deferred by Ms. Salka under our Deferred Compensation Plan are reflected in our calculations.
- For purposes of calculating target pay, this chart utilizes Ms. Salka's target bonus and target equity values preliminarily established by the Compensation Committee for the applicable year, which typically occurs in early January of the subject year or in December prior to the subject year. With respect to the equity target, the amount ultimately granted may vary from what the Compensation Committee actually targeted due to, among other things, the timing of the grant of her RSU equity award.

## Equity Ownership Requirements, Clawback and No Pledging Policies

We maintain meaningful equity ownership requirements as well as clawback and pledging policies to which our named executive officers are subject. We have set forth a summary of these requirements and policies below. Additional details are contained in the Governance Guidelines.

### EQUITY OWNERSHIP REQUIREMENTS

The Board believes that all named executive officers should maintain a meaningful personal financial stake in the Company to align their long-term interests with those of our shareholders. Accordingly, in 2018 we broadened the applicability and increased our equity ownership requirements to reflect the following:

Equity Ownership Requirements	
Level	Proposed
Board of Directors	5x Annual Cash Retainer
Chief Executive Officer	5x Base Salary
Named Executive Officers	2x Base Salary
Other CEO Committee Members	1.5x Base Salary

The value of unvested RSUs and vested or unvested SARs and options are not taken into account in determining whether a named executive officer satisfies our equity ownership requirements. Individuals subject to the equity ownership requirements above who have not met the applicable ownership requirements are required to retain 50% of net vested shares from equity awards issued subsequent to the initial assessment of ownership until they have reached the applicable ownership requirement. As of the close of business on February 20, 2019, all of our named executive officers satisfy our equity ownership requirements.

### CLAWBACK POLICY

Under the Governance Guidelines, if we are required to prepare an accounting restatement due to material noncompliance with any financial reporting requirements under the securities laws caused by misconduct, we can seek recoupment from all of our current or former executive officers who participated in the misconduct of:

- (1) all or any portion of the bonus and equity or cash incentive compensation received by such individuals during the 12-month period following the first public issuance or filing with the SEC (whichever first occurs) of the financial document embodying such defective financial statement; and
- (2) any profits realized by such individuals from the sale of securities of the Company during that 12-month period.

### NO PLEDGING POLICY

The Governance Guidelines prohibit named executive officers (and directors) from pledging, hypothecating or otherwise placing a lien on any shares of our common stock (or any other equity interests) that they own.

## Tax Deductibility of Executive Compensation

Prior to December 22, 2017, when the Tax Cuts and Jobs Act of 2017 (“**TCJA**”) was signed into law, Section 162(m) of the Internal Revenue Code (the “**Code**”) generally disallowed a tax deduction to publicly held companies for compensation paid to certain executive officers in excess of \$1 million per officer in any year that did not qualify as performance-based.

Under the TCJA, the performance-based exception has been repealed and the \$1 million deduction limit

now applies to anyone serving as the chief executive officer or the chief financial officer at any time during the taxable year and the top three other highest compensated executive officers serving at fiscal year end. The new rules generally apply to taxable years beginning after December 31, 2017, but do not apply to remuneration provided pursuant to a written binding contract in effect on November 2, 2017 that is not modified in any material respect after that date.

## Overview of Our 2019 Executive Compensation Program

Overall, the Compensation Committee believes the Company performed well during 2018. We achieved year-over-year consolidated revenue and consolidated adjusted EBITDA growth of approximately 7% and 5%, respectively. Performance of our common stock continued its strong performance in 2018, delivering a 15% price appreciation. In light of the foregoing and with its guiding principles in mind, the Compensation Committee believes it has designed the 2019 compensation structure to provide for important short- and long-term performance components that are aligned with shareholders, consistent with the market environment and tailored specifically to us.

### BASE SALARY

The Compensation Committee approved increases in the annual base salaries for the named executive officers for 2019 to maintain a pay for performance alignment, as follows:

Named Executive Officer	2018 Salary (\$)	2019 Salary (\$)	% Increase
Susan R. Salka	900,000	1,000,000	11
Brian M. Scott	490,000	505,000	3
Ralph S. Henderson	490,000	505,000	3
Denise L. Jackson	409,500	430,000	5

The base salaries of our named executive officers reflect a 3% to 11% increase and is based on their increased experience, strong individual performance and executive compensation peer group benchmarking analyses. Our CEO's salary increase for 2019 is also intended to more directly align her salary with CEO pay among our 2019 peer group, where her base salary falls near the median.

## BONUS PLAN

**Target Bonus.** In January 2019, the Compensation Committee reviewed the target bonus level for each named executive officer, which we express as a percent of annual base salary. After careful consideration, and based on peer group and other benchmarking data, the Compensation Committee determined that the 2019 bonus target as a percentage of salary should be increased for Ms. Jackson based on market data and performance. We set forth below the 2019 target bonuses for each named executive officer as a percentage of salary together with, for comparative purposes, the same figures for 2018.

Named Executive Officer	2018 Bonus Target (% of Salary)	2019 Bonus Target (% of Salary)
Susan R. Salka	120	120
Brian M. Scott	100	100
Ralph S. Henderson	100	100
Denise L. Jackson	60	75

**Structure.** After careful consideration of the factors set forth above in the subsection of this CD&A entitled “Components of Our Compensation Program — Annual Cash Incentive Performance Bonus,” the Compensation Committee decided to use the same bonus structure for each named executive officer as it did in 2018. The target goals for each of the financial metrics are consistent with the targets under our 2019 annual operating plan and generally require growth that exceeds our estimate of anticipated industry performance. For our CEO, we believe her 2019 bonus target in dollar amount falls near the median among CEOs within our 2019 peer group.

## LONG-TERM EQUITY INCENTIVES

To align with their philosophy, goals and objectives surrounding long-term incentive awards, the Compensation Committee continued to utilize a combination of (1) TSR PRSUs, (2) adjusted EBITDA PRSUs, and (3) time-vested RSUs, to strike the balance necessary to achieve its aim.

For 2019, the Compensation Committee continued to target an allocation of 30% TSR PRSUs, 35% adjusted EBITDA PRSUs and 35% time-vested RSUs (as a percentage of the AGD Fair Value of all 2019 equity awards). For each named executive officer, other than Ms. Salka, approximately 65% of the AGD Fair Value of the January 2019 equity awards consisted of PRSUs, and the remaining 35% consisted of time-vested RSUs; for Ms. Salka, all of her January 2019 equity awards were PRSUs, as the Compensation Committee will make their decision on her equity grant of time-vested RSUs in the fourth quarter of 2019 when it has better visibility of the Company's 2019 performance.

# COMPENSATION COMMITTEE REPORT

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The Compensation and Stock Plan Committee has reviewed and discussed the Compensation Discussion and Analysis with management, and has recommended to the Board that it be included in this proxy statement and our annual report on Form 10-K for the fiscal year ended December 31, 2018.

Compensation and Stock Plan Committee Members
Martha H. Marsh
R. Jeffrey Harris
Michael M.E. Johns, M.D.

# EXECUTIVE COMPENSATION DISCLOSURE

Our named executive officers for the 2018 fiscal year are listed below. We provide information regarding the business experience, qualifications and affiliations of our named executive officers who are not directors below. For Ms. Salka's experience, qualifications and affiliations, please see page 13 above.

Name Executive Officer	Position
Susan R. Salka	President and Chief Executive Officer
Brian M. Scott	Chief Financial Officer, Chief Accounting Officer and Treasurer
Ralph S. Henderson	President, Professional Services and Staffing
Denise L. Jackson	Chief Legal Officer and Corporate Secretary

## Our Non-Director Executive Officers



### ***Ralph S. Henderson***

**Age: 58**  
**President, Professional Services and Staffing**  
**Business Experience, Qualifications and Affiliations:**

Mr. Henderson joined us as President, Nurse Staffing in

September 2007. In February 2009, we appointed him President, Nurse and Allied Staffing and in February 2012, named him President, Healthcare Staffing. In January 2016, we appointed Mr. Henderson President, Professional Services and Staffing. He is responsible for leading the sales and financial performance of our nurse and allied solutions segment and our locum tenens solutions segment. Prior to September 2007, Mr. Henderson served as Senior Vice President, Group Executive for Spherion, Inc., one of the largest commercial and professional staffing companies in the United States. Mr. Henderson started with Spherion in 1995 and held several leadership positions, including Regional Vice President and General Manager, Vice President of National Accounts, and Senior Vice President, Western Division. Prior to Spherion, Mr. Henderson was employed by American Express for nine years where in his last role he served as Vice President of Sales and Account Management in the Travel Management Services Division. He also serves on the Board of Directors of Wonolo, Inc., an on-demand staffing solutions company. Mr. Henderson holds a Bachelor of Science degree in Business Administration from Northern Arizona University.



### ***Denise L. Jackson***

**Age: 54**  
**Chief Legal Officer and Corporate Secretary**  
**Business Experience, Qualifications and Affiliations:**

Ms. Jackson joined us as General Counsel and Vice President of Administration in October 2000.

Ms. Jackson is responsible for our legal, corporate governance, compliance, ethics, risk management, real estate and government affairs functions. We appointed her as our Secretary in May 2003 and Senior Vice President in November 2004. From 1995 to September 2000, Ms. Jackson worked for The Mills Corporation serving as Vice President and Senior Counsel from 1998 to 2000. Ms. Jackson serves on the Board of Tractor Supply Company, the largest retail store chain of rural lifestyle products in the United States, and is a member of its Audit and Corporate Governance Committees. Ms. Jackson holds a Juris Doctorate degree from the University of Arizona, a Masters of Public Health from The George Washington University and a Bachelor of Science in Liberal Studies from the University of Arizona. Ms. Jackson is licensed as an attorney in California, the District of Columbia, Arizona and New York.



### Brian M. Scott

**Age: 49**  
**Chief Financial Officer, Chief Accounting Officer and Treasurer**  
**Business Experience, Qualifications and Affiliations:**

Mr. Scott joined us in December 2003. We appointed him Chief

Financial Officer, Chief Accounting Officer, and Treasurer in January 2011. Prior to that time, Mr. Scott served in a variety of financial and operational roles for us including most recently as Senior Vice President of Operations, Finance and Business Development, in which capacity he oversaw our corporate financial planning and analysis, capital funding and business development activities. He has also served as President of our pharmacy staffing division and as Director, Senior Director and Vice President of

Finance, where his roles have included overseeing all accounting operations and SEC reporting. Mr. Scott started his career in San Francisco with KPMG and later became a partner in a mid-sized CPA firm. He also served as controller of a biotechnology company. Mr. Scott currently serves on the Board of PipelineRx, which delivers the health care industry's only cloud-based enterprise pharmacy platform, and Community Care Partners, a private equity-backed chain of urgent care centers in Oregon. He also serves on the non-profit boards of the YMCA of San Diego County and the RC Baker Foundation. Mr. Scott is a certified public accountant (inactive) in California, and received his bachelor's degree in accounting from California Polytechnic State University, San Luis Obispo and a Masters of Business Administration from the McCombs School of Business at the University of Texas at Austin.

## Summary Compensation Table

The following table shows the compensation earned or accrued by our named executive officers for the three fiscal years ended December 31, 2018, 2017 and 2016.

Named Executive Officer and Position	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$) <sup>(5)</sup>
Susan R. Salka PEO, <sup>(6)</sup> President & CEO	2018	897,592	—	2,888,030 <sup>(8)</sup>	1,105,721	197,689	5,089,032
	2017	835,577	—	2,299,955 <sup>(5)</sup>	548,078	197,357	3,880,967
	2016	788,077	—	2,134,921 <sup>(7)</sup>	1,518,775	129,567	4,571,340
Brian M. Scott PFO, <sup>(10)</sup> CFO, CAO & Treasurer	2018	489,038	—	1,000,046 <sup>(12)</sup>	480,324	50,941	2,020,349
	2017	464,423	—	699,969 <sup>(9)</sup>	235,174	84,643	1,484,209
	2016	448,846	—	599,107 <sup>(11)</sup>	741,094	78,062	1,867,109
Ralph S. Henderson President, Professional Services & Staffing	2018	489,038	—	1,000,046 <sup>(12)</sup>	480,324	113,605	2,083,013
	2017	464,423	—	699,969 <sup>(9)</sup>	235,174	75,587	1,475,153
	2016	448,846	—	599,107 <sup>(11)</sup>	611,719	81,149	1,740,821
Denise L. Jackson Chief Legal Officer & Corporate Secretary	2018	408,750	—	430,001 <sup>(15)</sup>	270,596	38,570	1,147,917
	2017	389,423	—	409,978 <sup>(13)</sup>	139,230	49,449	988,080
	2016	374,615	—	399,407 <sup>(14)</sup>	435,938	39,100	1,249,060

- (1) Salary includes all salary amounts deferred by the named executive officers under the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan (the "**Deferred Compensation Plan**").
- (2) This column reflects the dollar amounts for the years shown of the AGD Fair Value of RSUs and performance restricted stock units ("**PRsUs**") granted to our named executive officers. For PRsUs, which are subject to performance conditions, we report the grant date fair value based upon the probable outcome of such conditions and that value is consistent with the estimate of aggregate compensation cost to be recognized over the service period as of the grant date, excluding the effect of estimated forfeitures. For additional information on the valuation assumptions used in the calculation of these amounts, refer to notes 1(o) and 11 to the financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the SEC on February 21, 2019.
- (3) This column consists of cash awards paid to our named executive officers pursuant to the 2017 Senior Executive Management Incentive Bonus Plan (the "**Bonus Plan**") and generally sets forth bonus amounts in the year in which they are earned, although we typically pay them in the following fiscal year. In addition, as we discussed in our 2018 proxy statement, in 2017 the Compensation Committee decided to tie the RP/Leadership Component for each named executive officer in 2017 to the implementation of new front and back office enterprise information technology systems in the Company's locum tenens segment, which, at the time, the Compensation Committee expected to be completed in the first half of 2018. As a result, this amount is inclusive of the RP/Leadership Component amount achieved based on the named executive officer's satisfaction of the RP/Leadership Component criteria described in the "Our Compensation Program Philosophy and Objectives" section above on p.40 for 2018 and for the achievement of his or her 2017 RP/Leadership Component that was determined and paid in 2018.

- (4) This column consists of compensation received by our named executive officers in the form of matching contributions to the Deferred Compensation Plan and Company-paid life insurance premiums. For 2018, we paid matching contributions under the Deferred Compensation Plan as follows: (1) \$197,689 for Ms. Salka, which also includes a housing allowance of \$96,000 for her relocation to Texas, (2) \$50,941 for Mr. Scott, (3) \$113,605 for Mr. Henderson, which also includes a housing allowance of \$62,796 for his relocation to Texas and (4) \$38,570 for Ms. Jackson.
- (5) 20,429 RSUs with an AGD Fair Value of \$1,000,000, 11,829 total shareholder PRSUs ("**TSR PRSU**") with an AGD Fair Value of \$599,967 and 17,983 adjusted EBITDA PRSUs ("**AEBITDA PRSU**") with an AGD Fair Value of \$699,988, comprise the amount of Ms. Salka's 2017 stock awards. Assuming the highest level of performance conditions will be achieved for the 11,829 TSR PRSU award and the 17,983 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$805,786 and \$1,224,970, respectively.
- (6) "PEO" refers to our principal executive officer.
- (7) 29,917 RSUs with an AGD Fair Value of \$999,976, 14,143 TSR PRSUs with an AGD Fair Value of \$522,442 and 20,295 AEBITDA PRSUs with an AGD Fair Value of \$612,503, comprise the amount of Ms. Salka's 2016 stock awards. Assuming the highest level of performance conditions will be achieved for the 14,143 TSR PRSU award and the 20,295 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$746,955 and \$1,071,873, respectively.
- (8) 22,187 RSUs with an AGD Fair Value of \$1,250,016, 11,528 TSR PRSUs with an AGD Fair Value of \$756,006 and 17,927 AEBITDA PRSUs with an AGD Fair Value of \$882,008 comprise the amount of Ms. Salka's 2018 stock awards. Assuming the highest level of performance conditions will be achieved for the 11,528 TSR PRSU award and the 17,927 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$992,561 and \$1,764,017, respectively.
- (9) 6,294 RSUs with an AGD Fair Value of \$244,994, 4,140 TSR PRSUs with an AGD Fair Value of \$209,981 and 6,294 AEBITDA PRSUs with an AGD Fair Value of \$244,994 comprise the amount of Mr. Scott's and Mr. Henderson's 2017 stock awards. Assuming the highest level of performance conditions will be achieved for the 4,140 TSR PRSU award and the 6,294 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$282,012 and \$428,759, respectively.
- (10) "PFO" refers to our principal financial officer.
- (11) 6,958 RSUs with an AGD Fair Value of \$209,992, 4,849 TSR PRSUs with an AGD Fair Value of \$179,122 and 6,958 AEBITDA PRSUs with an AGD Fair Value of \$209,992 comprise the amount of Mr. Scott's and Mr. Henderson's 2016 stock awards. Assuming the highest level of performance conditions will be achieved for the 4,849 TSR PRSU award and the 6,958 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$256,077 and \$367,472, respectively.
- (12) 7,114 RSUs with an AGD Fair Value of \$350,009, 4,575 TSR PRSUs with an AGD Fair Value of \$300,029, 7,114 AEBITDA PRSUs with an AGD Fair Value of \$350,009 comprise the amount of Mr. Scott's and Mr. Henderson's 2018 stock awards. Assuming the highest level of performance conditions will be achieved for the 4,575 TSR PRSU award and the 7,114 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$393,908 and \$700,018, respectively.
- (13) 3,687 RSUs with an AGD Fair Value of \$143,516, 2,424 TSR PRSUs with an AGD Fair Value of \$122,945 and 3,687 AEBITDA PRSUs with an AGD Fair Value of \$143,516 comprise the amount of Ms. Jackson's 2016 stock awards. Assuming the highest level of performance conditions will be achieved for the 2,424 TSR PRSU award and the 3,687 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$165,120 and \$251,144, respectively.
- (14) 4,639 RSUs with an AGD Fair Value of \$140,005, 3,233 TSR PRSUs with an AGD Fair Value of \$119,427 and 4,638 AEBITDA PRSUs with an AGD Fair Value of \$139,975 comprise the amount of Ms. Jackson's 2017 stock awards. Assuming the highest level of performance conditions will be achieved for the 3,233 TSR PRSU award and the 4,638 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$170,728 and \$244,941, respectively.
- (15) 3,059 RSUs with an AGD Fair Value of \$150,502, 1,967 TSR PRSUs with an AGD Fair Value of \$128,996 and 3,059 AEBITDA PRSUs with an AGD Fair Value of \$150,503 comprise the amount of Ms. Jackson's 2018 stock awards. Assuming the highest level of performance conditions will be achieved for the 1,967 TSR PRSU award and the 3,059 AEBITDA PRSU award, the AGD Fair Value of such awards would equal \$169,346 and \$301,006, respectively.

## Grants of Plan-Based Awards

The following table contains information concerning grants of plan-based awards to our named executive officers under our cash and equity plans during the year ended December 31, 2018.

Name and Type of Equity Award	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(1)</sup>			All Other Stock Awards: # of Shares of Stock or Units	Grant Date Fair Value of Stock Awards (\$) <sup>(8)</sup>
		Threshold (\$) <sup>(2)</sup>	Target (\$) <sup>(3)</sup>	Maximum (\$) <sup>(4)</sup>	Threshold (#) <sup>(5)</sup>	Target (#) <sup>(6)</sup>	Maximum (#) <sup>(7)</sup>		
<b>Susan R. Salka</b>		189,000	1,080,000	2,160,000					
TSR PRSU	1/5/2018				2,882	11,528	20,174		756,006
AEBITDA PRSU	1/5/2018				4,482	17,927	35,854		882,008
RSU	12/17/2018							22,187 <sup>(9)</sup>	1,250,016
<b>Brian M. Scott</b>		85,750	490,000	980,000					
TSR PRSU	1/5/2018				1,144	4,575	8,006		300,029
AEBITDA PRSU	1/5/2018				911	7,114	14,228		350,009
RSU	1/5/2018							7,114 <sup>(9)</sup>	350,009
<b>Ralph S. Henderson</b>		85,750	490,000	980,000					
TSR PRSU	1/5/2018				1,144	4,575	8,006		300,029
AEBITDA PRSU	1/5/2018				1,779	7,114	14,228		350,009
RSU	1/5/2018							7,114 <sup>(9)</sup>	350,009
<b>Denise L. Jackson</b>		42,998	245,700	491,400					
TSR PRSU	1/5/2018				492	1,967	3,442		128,996
AEBITDA PRSU	1/5/2018				765	3,059	6,118		150,503
RSU	1/5/2018							3,059 <sup>(9)</sup>	150,503

- (1) The columns comprising the "Estimated Future Payouts Under Equity Incentive Plan Awards" set forth information regarding PRSUs granted to our named executive officers in 2018: (1) TSR PRSUs based on total shareholder return over a three-period ending on December 31, 2020 and (2) AEBITDA PRSUs based on our 2020 AEBITDA margin. The ultimate number of PRSUs that vest under these awards depends on the results of the TSR Measurement or our AEBITDA margin, each of which will be calculated approximately three years after the date of grant. All equity awards reflected in this table were granted under the AMN Healthcare 2017 Equity Plan (the "Equity Plan").
- (2) The amount set forth in this column represents the minimum amount that a named executive officer would receive under our Bonus Plan if we met our 2018 AEBITDA bonus funding threshold (which we set just above our actual 2017 AEBITDA) and the threshold for 2018 pre-bonus adjusted EBITDA ("Pre-Bonus AEBITDA"). For information on the calculation of Pre-Bonus AEBITDA, and a reconciliation of it to our 2018 net income, please see Exhibit B to this proxy statement (page B-1). We describe the Bonus Plan, including the 2018 metrics utilized for each named executive officer, in our Compensation Discussion & Analysis ("CD&A") above. There is no minimum threshold for a named executive officer's RP/Leadership Component under the Bonus Plan, which is why we have not factored in that Component in determining a threshold in this table.
- (3) The amount set forth in this column represents the amount that a named executive officer would receive under our Bonus Plan if the named executive officer met the target of each metric upon which his or her bonus is based.
- (4) The Compensation Committee set the maximum bonus for 2018 under the Bonus Plan at 200% of the target amount for each named executive officer. The amount set forth in this column represents the amount that a named executive officer would receive under our Bonus Plan if all financial metrics to which he or she is subject exceeded our target for each metric by 10% to 20% (depending on the metric) and the individual, in the sole discretion of the Compensation Committee, demonstrated superior leadership, made exceptional individual contributions to our success in 2018 and our performance or the performance of the applicable division surpassed that of our direct competitors such that the Compensation Committee awarded him or her the maximum bonus for the RP/Leadership Component.
- (5) For TSR PRSUs awards, the number of shares set forth in this column assumes that under the TSR Measurement, our relative TSR percentile rank equaled at least 25%, which establishes the minimum amount of performance that we must achieve for our named executive officers to earn a portion of the award. We describe Relative TSR in our CD&A above. For AEBITDA PRSU awards, the number of shares set forth in this column assumes that our 2020 AEBITDA margin will equal 12.8%.
- (6) For TSR PRSUs, the number of PRSUs set forth in this column assumes that under the TSR Measurement, our relative TSR percentile rank equaled at least 50%. For AEBITDA PRSU awards, the number of shares set forth in this column assumes that the 2020 AEBITDA margin will equal 13.8%.
- (7) The number of TSR PRSUs set forth in this column assumes that under the TSR Measurement each of the following conditions has been satisfied: (1) Relative TSR percentile equals at least 75% and (2) Absolute TSR exceeds zero. For AEBITDA PRSU awards, the number of shares set forth in this column assumes that our 2020 AEBITDA margin will equal or exceed 14.8%.
- (8) This column represents the grant date fair value, calculated in accordance with SEC rules, of each equity award. For PRSUs, which are subject to performance conditions, we report the grant date fair value based upon the probable outcome of such conditions and that value is consistent with the estimate of aggregate compensation cost to be recognized over the service period as of the grant date, excluding the effect of estimated forfeitures. These amounts do not necessarily correspond to the actual value that will be realized by our named executive officers. For additional information on the valuation assumptions used in the calculation of these amounts, refer to notes 1(o) and 10 to the financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the SEC on February 21, 2019.
- (9) The RSUs underlying this award vest in three tranches on each of the first, second and third anniversaries of the Grant Date.



## Outstanding Equity Awards at Fiscal Year End

The following table represents equity interests held by the named executive officers as of December 31, 2018, which is comprised of SARs, RSUs and PRSUs awards.

Name	OPTION AWARDS (1)				STOCK AWARDS (2)				
	Option Grant Date	Number of Securities Underlying Unexercised Options Exercisable	Option Exercise Price (\$)	Option Expiration Date	RSU or PRSU Award Grant Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested (\$ (3))	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (3)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$ (3))
Susan R. Salka	2/2/2010	193,949	8.78	2/2/2020	1/5/2016 (4)			24,750 (5)	1,402,335
					1/5/2016 (6)			15,729 (7)	891,205
					12/5/2016 (8)	20,044	1,135,693		
					1/4/2017 (9)			20,701 (10)	1,172,919
					1/4/2017 (11)			17,983 (12)	1,018,917
					12/19/2017 (13)	20,429	1,157,507		
					1/5/2018 (14)			20,174 (15)	1,143,059
					1/5/2018 (16)			4,482 (17)	253,950
					12/17/2018 (18)	22,187	1,257,115		
Brian M. Scott					1/5/2015 (21)			38,486 (22)	2,180,617
					1/5/2016 (4)			8,486 (5)	480,817
					1/5/2016 (6)			9,437 (7)	534,700
					1/5/2016 (19)	2,296	130,091		
					1/4/2017 (9)			7,245 (10)	410,502
					1/4/2017 (11)			6,294 (12)	356,618
					1/4/2017 (20)	4,217	238,935		
					1/5/2018 (14)			8,006 (15)	453,620
Ralph S. Henderson					1/5/2018 (16)			1,779 (17)	100,798
					1/5/2018 (13)	7,114	403,079		
					1/5/2015 (21)			38,486 (22)	2,180,617
					1/5/2016 (4)			8,486 (5)	480,817
					1/5/2016 (6)			9,437 (7)	534,700
					1/5/2016 (19)	2,296	130,091		
					1/4/2017 (9)			7,245 (10)	410,502
					1/4/2017 (11)			6,294 (12)	356,618
Denise L. Jackson					1/4/2017 (20)	4,217	238,935		
					1/5/2018 (14)			8,006 (15)	453,620
					1/5/2018 (16)			1,779 (17)	100,798
					1/5/2018 (13)	7,114	403,079		
					1/5/2016 (4)			5,658 (5)	320,582
					1/5/2016 (6)			3,594 (7)	203,636
					1/5/2016 (19)	1,531	86,746		
					1/4/2017 (9)			4,242 (10)	240,352
				1/4/2017 (11)			3,687 (12)	208,905	
				1/4/2017 (20)	2,470	139,950			
				1/5/2018 (14)			4,242 (15)	240,352	
				1/5/2018 (16)			922 (17)	52,241	
				1/5/2018 (13)	3,059	173,323			

(1) These columns reflect SARs.

(2) These columns consist of RSUs and PRSUs granted under the Equity Plan.

(3) The market value of stock awards and the equity incentive plan awards represents (1) the number of shares that had not vested as of December 31, 2018 as set forth in the applicable column, multiplied by (2) \$56.66, the closing price of our Common Stock on December 31, 2018 (the last trading day of the year). For PRSUs, the number of shares set forth in the applicable column may be more than the target amount granted under the award as detailed in the footnotes below, and the amount ultimately received for each award may be different than the number of shares identified.

- (4) These PRSUs vested on January 5, 2019.
- (5) The Compensation Committee performed the TSR Measurement for this award for the measurement period ended December 31, 2018 on January 3, 2019. Relative TSR measured at the 84th percentile and Absolute TSR was positive. Based on those results, the number of PRSUs set forth in this column for this award, which was the maximum amount that could have been received under the award, vested on January 5, 2019.
- (6) The AEBITDA PRSUs underlying this award vested on January 5, 2019 and settled on February 19, 2019 when the Compensation Committee determined the Company's 2018 AEBITDA margin.
- (7) Because the number of shares earned under this award was based on the Company's 2018 AEBITDA margin, we set forth the number of shares actually earned. Based on the Company's 2018 AEBITDA margin of 12.7%, 77.5% of the target amount for this award was awarded.
- (8) The RSUs underlying this award vest on the third anniversary of the grant date, subject to certain accelerated vesting if we were to achieve our AEBITDA targets in 2017 or 2018. We achieved our 2017 AEBITDA target, and, as a result 33% of the RSUs vested on January 5, 2017 (and are not reflected as unvested in this row). We also achieved our 2018 AEBITDA target; accordingly 34% of the original number of RSUs comprising the award vested on the second anniversary of the grant date but did not settle until February 19, 2019, when it was determined that the conditions to acceleration had been met. For purposes hereof, we reflect such shares as vested and do not include them in this row. The remaining unvested amount set forth in this row will vest on December 5, 2019.
- (9) The TSR PRSUs underlying this award vest on the date on which the Compensation Committee performs the TSR Measurement, which shall occur within 30 days after December 31, 2019. We describe the TSR Measurement in detail in the CD&A section above.
- (10) The ultimate number of TSR PRSUs that vest under this award depends on the results of the TSR Measurement. The target amount for each of Ms. Salka, Mr. Scott, Mr. Henderson and Ms. Jackson for his or her equity incentive plan award granted on January 4, 2017 is 11,829, 4,140, 4,140 and 2,424, respectively. For the target amount of TSR PRSUs to be earned, Relative TSR under the TSR Measurement would need to equal the 50th percentile and Absolute TSR would have to exceed zero. The range of TSR PRSUs that may be earned by the identified named executive officer under this award is zero to an amount equal to the product of (1) the target amount for such executive, multiplied by (2) 1.75. The threshold amount equals 12.5% of the target amount. If we were to have conducted the TSR Measurement on December 31, 2018 (1) Relative TSR would have measured at the 71st percentile, and (2) Absolute TSR would have been positive. Based on those results, TSR PRSUs equal to 175% of the target amount (i.e., 20,701, 7,245, 7,245 and 4,242 for Ms. Salka, Mr. Scott, Mr. Henderson and Ms. Jackson, respectively) would have been earned.
- (11) The AEBITDA PRSUs underlying this award vest on January 4, 2020. The settlement date and the determination of the amount of shares actually vested under the award reflected in this row will take place when the Compensation Committee determines our 2019 AEBITDA margin, which we believe will occur in February 2020.
- (12) Pursuant to the instructions set forth to Item 402(f)(2) of Regulation S-K, which provides that the number of shares reported in this column shall be based on achieving target performance goals because our 2018 AEBITDA margin of 12.7% exceeds the 2019 threshold AEBITDA margin of 12.5% but falls below the target AEBITDA margin of 13.5%, we set forth the number of shares representing the target amount for the award in this column.
- (13) The RSUs underlying this award 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, but are still reflected on this table as unvested because they remained unvested as of December 31, 2018.
- (14) The TSR PRSUs underlying this award vest on the date on which the Compensation Committee performs the TSR Measurement, which shall occur within 30 days after December 31, 2020. We describe the TSR Measurement in detail in the CD&A section above.
- (15) The ultimate number of TSR PRSUs that vest under this award depends on the results of the TSR Measurement. The target amount for each of Ms. Salka, Mr. Scott, Mr. Henderson and Ms. Jackson for his or her equity incentive plan award granted on January 5, 2018 is 11,528, 4,575, 4,575 and 2,424, respectively. For the target amount of TSR PRSUs to be earned, Relative TSR under the TSR Measurement would need to equal the 50th percentile. The range of TSR PRSUs that may be earned by the identified named executive officer under this award is zero up to an amount equal to the product of (1) the target amount for such executive, multiplied by (2) 1.75. The threshold amount equals 25% of the target amount. If we were to have conducted the TSR Measurement on December 31, 2018, Relative TSR would have measured at the 81st percentile. Based on those results, TSR PRSUs equal to 175% of the target amount (i.e., 20,174, 8,006, 8,006 and 4,242 for Ms. Salka, Mr. Scott, Mr. Henderson and Ms. Jackson, respectively) would have been earned.
- (16) The AEBITDA PRSUs underlying this award vest on January 5, 2021. The settlement date and the determination of the amount of shares actually vested will take place when the Compensation Committee determines our 2020 AEBITDA margin, which we believe will occur in February 2021.
- (17) Pursuant to the instructions set forth to Item 402(f)(2) of Regulation S-K, which provides that the number of shares reported in this column shall be based on achieving the threshold performance goal because our 2018 AEBITDA margin of 12.7% does not exceed the 2020 threshold AEBITDA margin of 12.8%, we set forth the number of shares representing the threshold amount for the award.
- (18) The RSUs underlying this award 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, but are still reflected on this table as unvested because they remained unvested as of December 31, 2018.
- (19) The RSUs underlying this grant settled on January 5, 2019.
- (20) The RSUs underlying this award vest on the third anniversary of the grant date, subject to certain accelerated vesting if we were to achieve our AEBITDA targets in 2017 and 2018. We achieved our 2017 AEBITDA target, and, as a result 33% of the RSUs vested on February 5, 2018 (and are not reflected as unvested in this row). We also achieved our 2018 AEBITDA target; accordingly 34% of the original number of RSUs comprising the award vested on the second anniversary of the grant date but did not settle until February 19, 2019, when it was determined that the conditions to acceleration had been met.
- (21) The RSUs underlying this award settled on January 5, 2019.
- (22) This row reflects a grant that had time-based and performance-based components pursuant to which 19,243 shares of our Common Stock will settle on January 5, 2019, and an additional 19,243 shares also settled on such date since the average closing price of our Common Stock during December 2018 exceeded \$29.20 per share. Pursuant to the instructions set forth to Item 402(f)(2) of Regulation S-K, which provides that the number of shares reported in this column shall be based on achieving target performance goals (which includes both components) because the average closing price of our Common Stock during December 2018 exceeded the \$29.20 per share Common Stock price target that must be met in December 2018 to receive the target amount, we set forth the number of shares representing the target amount for the award in this column.

## Option Exercises and Stock Vested

The following table shows information regarding exercises of option awards to purchase our Common Stock and vesting of stock awards held by our named executive officers during 2018, as of December 31, 2018.

Name	OPTION AWARDS		STOCK AWARDS	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#) (1)	Value Realized on Vesting (\$) (2)
Susan R. Salka	—	—	107,592	5,742,640
Brian M. Scott	—	—	59,766	3,052,273
Ralph S. Henderson	—	—	59,766	3,052,273
Denise L. Jackson	—	—	25,488	1,330,276

(1) The amount for Ms. Salka in this column includes 22,419 shares of Common Stock underlying vested equity awards that she deferred in 2018.

(2) We calculate the "Value Realized on Vesting" by multiplying (A) the gross number of shares acquired on vesting prior to shares being withheld to cover taxes and (B) the closing price of our Common Stock on the applicable vest dates.

## Nonqualified Deferred Compensation

We adopted and maintain our Deferred Compensation Plan, which provides our executives, including our named executive officers, with the opportunity to defer up to 80% of their base salary and up to 90% of their bonus. The Deferred Compensation Plan also permits executives to defer the settlement date of their RSUs or PRSUs. Our named executive officers are excluded from participating in our 401(k) plan. In 2018, we matched up to 50% of the first 6% and 100% of the next 4% of the executive's eligible compensation for a maximum match of 7% of the executive's cash compensation. The Deferred Compensation Plan credits deferrals (other than deferrals of RSUs or PRSUs) with earnings or losses based upon the executive's selection of 12 publicly traded mutual funds, which may change from time to time. The measurement funds are: Vanguard VIF Total Bond Market Index, Fidelity VIP Investment Grade Bond, PIMCO VIT Real Return Portfolio, MFS VIT Value, Dreyfus Stock Index, American Funds IS Growth, JPMorgan IT Mid Cap Value, Janus Henderson VIT Enterprise, DFA VA U.S. Targeted Value, Vanguard VIF Small Company Growth, American Funds IS International and NVIT Government Money Market.

Executives may change their election of measurement funds on a daily basis. Additionally, beginning in 2014, the Deferred Compensation Plan permitted executives to invest in a Deferred Compensation Fixed Rate Fund, which provides an annual fixed rate of return that is generally set by the Company on January 1 of each year at 120% of the long-term Applicable Federal Rate. For 2018, the Company set the rate of return at 3.1% per annum. In 2019, the Company changed the rate of return to 3.9% per annum.

Benefits under the Deferred Compensation Plan are payable in a lump sum or in annual installments for a period of up to ten years beginning six months after the named executive officer's separation from service. Executives may also select at the time of deferral to be paid upon a change in control or a fixed distribution date, which must be at least two years after the date of deferral. Benefits under the Deferred Compensation Plan are also payable if the executive experiences an unforeseen financial emergency. Deferrals of RSUs or PRSUs are settled in shares upon a fixed date selected by the executive or upon a separation from service or change in control.

The following table reflects contributions made by the named executive officers and matching contributions made by us under the Deferred Compensation Plan in fiscal year 2018 as well as the named executive officers' aggregate earnings, withdrawals and balance information.

## NONQUALIFIED DEFERRED COMPENSATION TABLE

Name	Executive Contribution in Last FY (\$) (1)	Registrant Contributions in Last FY (\$) (2)	Aggregate Earnings in Last FY (\$) (3)	Aggregate Withdrawals or Distributions (\$)	Aggregate Balance at FYE (\$) (4)
Susan R. Salka	1,513,070 (5)	101,197	(184,903)	—	12,137,590 (6)
Brian M. Scott	84,921	50,695	(81,622)	—	1,110,309
Ralph S. Henderson	127,382	50,695	(34,111)	—	1,475,784
Denise L. Jackson	62,198	38,359	(126,932)	—	1,414,754

- (1) The 2018 "Salary" and 2017 "Non-Equity Incentive Compensation" columns of the Summary Compensation Table include the contributions, as applicable, of the named executive officers set forth in this table.
- (2) We include the matching contributions made by us set forth in this column in the 2018 "All Other Compensation" column of the Summary Compensation Table.
- (3) Aggregate earnings are not reflected in the Summary Compensation Table. Additionally, any changes in the value of Common Stock underlying deferred vested awards are not included in this column.
- (4) To the extent our named officers made contributions or we made matching contributions to our named executive officers for the periods set forth in the Summary Compensation Table, such amounts are included (subject to increases or decreased earnings on such amounts) in this column.
- (5) This amount includes the fair market value as of the date of vest of Ms. Salka's deferral of 22,419 shares of Common Stock underlying equity awards that vested in 2018. Ms. Salka's total cash contribution equaled \$240,642.
- (6) This amount includes \$8,121,588 representing the value of 143,339 shares of Common Stock underlying Ms. Salka's deferred vested equity awards in her deferred compensation account, which is calculated based on our Common Stock price of \$56.66 per share, the closing price on December 31, 2018.

## Termination of Employment and Change in Control Arrangements

## MS. SALKA'S EMPLOYMENT AGREEMENT

We are party to an employment agreement with Ms. Salka dated May 4, 2005, as amended February 6, 2008. The employment agreement provides that Ms. Salka will serve as our President and CEO. For her services in that capacity, Ms. Salka (1) receives a base salary that we may increase annually at our discretion, (2) is eligible to receive an annual bonus subject to meeting certain performance-based criteria, and (3) is eligible to participate in our equity plans, employee benefit plans and other benefits programs provided in the same manner and to the same extent as our other senior management. The term of Ms. Salka's employment agreement ends May 4, 2020 and automatically renews unless a party gives notice 120 days prior to the expiration date that such party does not wish to extend the term of the employment agreement.

The employment agreement provides that Ms. Salka will receive severance benefits under the following three circumstances:

- (1) **Death or Disability.** In the event of her disability or death, Ms. Salka or her estate, as applicable, would be entitled to a severance payment equal to the sum of (A) two times her then-current annual base salary (payable not later than 30 days following termination of employment), and (B) an amount equal to the average of bonuses earned for the three most recent fiscal years

("Average Bonus") by her (payable when bonuses are paid to our other executive officers).

- (2) **Termination for Reason Other than for Cause or Resignation for Good Reason.** If we terminate Ms. Salka's employment for any reason other than for "cause," (7) or if she terminates her employment for "good reason," (8) Ms. Salka would be entitled to receive from us, not later than 30 days following termination of employment, a lump sum amount equal to the sum of (A) two times her then-current annual base salary, and (B) two times her Average Bonus.
- (3) **Change in Control.** If, within one year following a "change in control," (9) we terminate Ms. Salka for any reason other than for cause, or if she terminates her employment for good reason, she would be entitled to receive, as soon as reasonably practicable following her termination, a lump sum amount equal to the sum of (A) three times her then-current annual base salary, and (B) three times her Average Bonus. In addition, any unvested shares of RSUs, PRSUs, unvested options or other equity-based compensation awards held by Ms. Salka would automatically become 100% vested upon any "change in control" (as defined in Ms. Salka's equity award agreements and the Equity Plan).

Additionally, under each of the above scenarios, Ms. Salka and her eligible dependents are entitled to continue to participate for two years in our medical, life, dental and disability insurance plans to the extent such plans permit continued participation (with Ms. Salka continuing to pay premiums in respect of such coverage that she was paying prior to termination).

Under some circumstances, amounts payable under Ms. Salka's employment agreement are subject to a full "gross-up" payment to make her whole if she is deemed to have received "excess parachute payments" under Section 4999 of the Code. The

employment agreement has not been amended in recent years; however, in 2009, we committed to cease entering into employment agreements with tax gross-ups. Payment of all or a portion of the amounts set forth above may be delayed six months following her termination, if necessary to comply with the requirements of Section 409A of the Code. The employment agreement requires Ms. Salka to release any claims against us. The employment agreement also contains a confidentiality provision and a provision requiring Ms. Salka not to solicit our employees during its term and for a period of two years thereafter.

- (7) "Cause" is defined in the employment agreement as a termination of employment by us due to Ms. Salka's (i) commission of an act of fraud or embezzlement against us or any of our subsidiaries or conviction in a court of law, or guilty plea or no contest plea, of any charge involving an act of fraud or embezzlement; (ii) conviction in a court of law, or guilty plea or no contest plea, to a felony charge; (iii) willful misconduct as our employee or as an employee for any of our subsidiaries that is reasonably likely to result in injury or financial loss to us or our subsidiaries; (iv) willful failure to render services to us or any of our subsidiaries in accordance with her employment duties, which amounts to a material neglect of duties to us and does not result from physical illness, injury or incapacity, and which failure is not cured promptly after adequate notice; or (v) material breach of certain covenants of the employment agreement, if not cured within 30 days after written notice.
- (8) "Good Reason" is defined in the employment agreement as (i) a material breach by us of the employment agreement with the exception of certain provisions thereto not cured within 30 days after the Board's receipt of written notice of such non-compliance; (ii) the assignment to Ms. Salka without her consent of duties materially and adversely inconsistent with her position, duties or responsibilities, or a change in her title or office, or any removal of her from any of such positions, titles or offices, or any failure to elect or reelect her as a member of the Board or any removal of her as such a member, subject to certain exceptions; or (iii) the relocation of our corporate headquarters from San Diego, California of more than 50 miles without her approval.
- (9) "Change in control" is defined in the employment agreement as occurring upon: (1) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of a majority of the combined voting power of our then outstanding voting securities entitled to vote generally in the election of directors; (2) our dissolution or liquidation; (3) the sale of all or substantially all of our business or assets; or (4) the consummation of a merger, consolidation or similar form of corporate transaction involving the Company that requires the approval of our shareholders, whether for such transaction or the issuance of securities in the transaction (a "Business Combination"), if immediately following such Business Combination: (x) a Person is or becomes the beneficial owner, directly or indirectly, of a majority of the combined voting power of the outstanding voting securities eligible to elect directors of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation), or (y) our shareholders cease to beneficially own, directly or indirectly, in substantially the same proportion as they owned the then outstanding voting securities immediately prior to the Business Combination, a majority of the combined voting power of the outstanding voting securities eligible to elect directors of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation). "Surviving Corporation" means the corporation resulting from a Business Combination, and "Parent Corporation" means the ultimate parent corporation that directly or indirectly has beneficial ownership of a majority of the combined voting power of the then outstanding voting securities of the Surviving Corporation entitled to vote generally in the election of directors.

## TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENTS FOR CHIEF EXECUTIVE OFFICER

The following table sets forth illustrative examples of the payments and benefits Ms. Salka would have received if any of the circumstances described above occurred as of December 31, 2018.

Termination Reason	Cash Severance (\$)	Bonus (\$)	Benefits (\$) <sup>(1)</sup>	Value of Accelerated Equity Awards (\$) <sup>(2)</sup>	TOTAL (\$)
Termination of Employment by Us without Cause or by Ms. Salka for Good Reason Absent a Change in Control	1,800,000	2,115,049	50,048	—	3,965,097
Death or Disability	1,800,000	1,057,525	25,875	—	2,883,400
Termination of Employment by Us without Cause or by Ms. Salka for Good Reason with a Change in Control	2,700,000	3,172,574	50,048	12,424,405	18,347,027

- (1) Under the terms of Ms. Salka's employment agreement, she and her eligible dependents may continue to participate for two years in our medical, life, dental and disability insurance plans to the extent such plans permit continued participation (with Ms. Salka continuing to pay premiums in respect of such coverage that she was paying prior to termination). For purposes of this column, we assume that all plans would permit continued participation and that Ms. Salka (or her eligible dependents in the event of her death) would continue to participate. We value the benefit at our estimated cost of two years of her and her dependents' continued participation in the applicable plans.
- (2) We computed the value of accelerated equity awards using a share price of \$56.66, the closing price of our Common Stock on December 31, 2018, the last trading day of the year. This column does not reflect awards that had already vested as of December 31, 2018. As set forth in the applicable equity award agreements, for TSR PRSUs, we have utilized the number of shares Ms. Salka would have received if the applicable TSR Measurements were performed on December 31, 2018; for AEBITDA PRSUs we have utilized the target number underlying the awards based on 2019 or 2020 AEBITDA margin and for the award based on 2018 AEBITDA margin we have utilized the amount she would have received based on our 2018 AEBITDA margin.

## EXECUTIVE OFFICER SEVERANCE AGREEMENTS

As of December 31, 2018, we were party to executive severance agreements with (1) Ms. Jackson, dated May 4, 2005, as amended on March 8, 2006 and February 6, 2008, (2) Mr. Henderson, dated September 4, 2007, as amended February 6, 2008, and (3) Mr. Scott, dated January 24, 2011. The severance agreements are virtually identical and provide that the applicable named executive officer will receive severance benefits if we terminate his or her employment without “cause,” or relocate his or her position to a locale beyond a 50-mile radius of our current corporate headquarters in San Diego, California (in either case, an involuntary termination). If an involuntary termination occurs, but not within one year of a “change in control” (defined as in Ms. Salka’s employment agreement, see footnote 9, above), benefits include a cash payment equal to the applicable named executive officer’s then-current annual base salary, payment of a prorated portion of his or her Average Bonus and reimbursement for the COBRA health coverage for his or her health insurance for a one-year period (or until he or she becomes eligible for comparable coverage under another employer’s health plans, if earlier), less his or her share of premiums. If an involuntary termination occurs within one year of a change in control, the applicable named executive officer’s severance payment equals two times the sum of (A) his or her then-current annual base salary, plus (B) an amount equal to his or her Average Bonus. Each severance agreement contains a requirement that the named executive officer execute a general release in our favor as a condition to receiving the severance payments.

On February 19, 2019, we entered into new severance agreements with each of Ms. Jackson, Mr. Henderson and Mr. Scott (collectively, the “**New Severance Agreements**”). The New Severance Agreements contain substantially the same terms set forth in the severance agreements for Ms. Jackson, Mr. Henderson and Mr. Scott that are described in the paragraph immediately above (the “**Prior Severance Agreements**”), except that the applicable named executive officer can now resign his or her employment for “good reason<sup>(10)</sup>” and receive the same severance benefits as were applicable under the Prior Severance Agreements.

(10) In the New Severance Agreements, the term “good reason” means, without the named executive officer’s express written consent, the Company’s relocation of the named executive officer’s principal place of employment to a locale that is more than fifty (50) miles from his or her principal place of employment as of the effective date of the agreement, provided, however, that our relocation of the named executive officer’s principal place of employment to our headquarters (as designated in its filings with the Securities and Exchange Commission) shall not be considered “good reason.” On and after a “change in Control,” “good reason” means the occurrence of any of the following events without the named executive officer’s express written consent: (i) a material reduction in his or her base salary or target annual bonus compensation as in effect on the date immediately prior to a change in control, (ii) the Company’s assignment to the named executive officer without his or her consent of duties materially and adversely inconsistent with the named executive officer’s position, duties or responsibilities as in effect immediately before the change in control, including, but not limited to, any material reduction in such position, duties or responsibilities, or a change in the named executive officer’s title or office, as then in effect, or any removal of the named executive officer from any of such positions, titles or offices, or (iii) our relocation of the named executive officer’s principal place of employment to a locale that is more than fifty (50) miles from his or her principal place of employment immediately prior to the change in control.

The following table sets forth illustrative examples of the payments and benefits Mr. Scott, Mr. Henderson and Ms. Jackson would have received if any of the circumstances described above occurred as of December 31, 2018.

### TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENTS OTHER EXECUTIVE OFFICERS

<b>BRIAN M. SCOTT</b>					
Termination Reason	Cash Severance (\$)	Bonus (\$)	Benefits (\$)	Value of Accelerated Equity Awards (\$) <sup>(1)</sup>	TOTAL (\$)
Involuntary Absent a Change in Control	490,000	485,531	17,442	—	992,973
Involuntary Within One Year of a Change in Control	980,000	971,061	17,442	4,843,807	6,812,310
<b>RALPH S. HENDERSON</b>					
Termination Reason	Cash Severance (\$)	Bonus (\$)	Benefits (\$)	Value of Accelerated Equity Awards (\$) <sup>(1)</sup>	TOTAL (\$)
Involuntary Absent a Change in Control	490,000	442,406	18,119	—	950,525
Involuntary Within One Year of a Change in Control	980,000	884,811	18,119	4,843,807	6,726,737
<b>DENISE L. JACKSON</b>					
Termination Reason	Cash Severance (\$)	Bonus (\$)	Benefits (\$)	Value of Accelerated Equity Awards (\$) <sup>(1)</sup>	TOTAL (\$)
Involuntary Absent a Change in Control	409,500	281,921	9,300	—	700,721
Involuntary Within One Year of a Change in Control	819,000	563,843	9,300	1,474,690	2,866,833

(1) Pursuant to the terms of the equity award agreements with our named executive officers, upon a change in control of the Company, all of their unvested equity awards become vested and exercisable regardless of whether there is a termination of employment. We have included the value of accelerated vesting of each named executive officer's equity awards in the table above. For this purpose, we used \$56.66, the closing price of our Common Stock on December 31, 2018. This column does not reflect awards that had already vested as of December 31, 2018. As set forth in the applicable equity award agreements, for TSR PRSUs, we have utilized the number of shares the named executive officers would have received if the applicable TSR Measurements were performed on December 31, 2018; for AEBITDA PRSUs we have utilized the target number underlying the awards based on 2019 or 2020 AEBITDA margin and for the award based on 2018 AEBITDA margin we have utilized the amount the executive would have received based on our 2018 AEBITDA margin. For the Special Equity Awards, we utilized the number of shares of Common Stock set forth for such Awards in the table entitled "Outstanding Equity Awards at Fiscal Year End."

## CEO Pay Ratio

At AMN, we are committed to internal pay equity and equal pay based on role, qualifications, experience and merit, without regard to any legally-protected classifications. We design our compensation programs to be consistent and internally equitable to motivate employees to continue to perform in ways that enhance shareholder value. To this end, our Compensation Committee monitors the relationship between the pay of our executive officers and the pay of our non-executive employees and takes into consideration the substantial amount of variable compensation that is tied to the Company's performance. In 2018, 78% of our CEO's compensation was at risk in the form of performance-based incentive cash and equity. For more details surrounding our executive compensation practices, please visit the subsection titled "Compensation Program Philosophy and Objectives" within the Compensation Discussion and Analysis or in the Company's Executive Compensation Philosophy posted on the Company's website at <http://amnhealthcare.investorroom.com/governance-guidelines>.

In August 2015, the SEC adopted rules implementing the "CEO pay ratio" disclosure requirements that were mandated by Congress pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "**Dodd-Frank Act**"). The new rules require registrants to disclose the ratio of the median employee's annual total compensation to the CEO's annual total compensation. Our CEO pay ratio is calculated in accordance with the SEC's final rules regarding the CEO pay ratio disclosure requirements promulgated pursuant to Item 402(u) of Regulation S-K.

In 2017, we identified our employee population for the purposes of calculating our CEO pay ratio as of October 27, 2017. On this date, we had approximately 2,879 corporate employees. During the fourth quarter of 2017, we had an average of (1) 9,234 nurses, allied and other clinical healthcare professionals, (2) 384 executive and clinical leadership interim staff, and (3) 349 medical coding professionals and case managers contracted to work for us. This does not include our locum tenens, all of whom are independent contractors and not our employees.

To identify our median employee, we examined the 2017 total cash and equity compensation for all full-time, part-time, temporary and seasonal employees, excluding our CEO and including the healthcare professionals mentioned above, as of October 27, 2017. Wages were annualized for full-time corporate employees that were not employed by us for the entire calendar year. Compensation for our healthcare professionals was not annualized. Other than the foregoing, we did not make any assumptions, adjustments or estimates with respect to our

employees' total cash and equity compensation and used this consistently applied compensation measure to identify our median employee.

After identifying the median employee, we calculated his/her annual total compensation using the same SEC rules we use for calculating the annual total compensation of our named executive officers, as set forth in the Summary Compensation Table of the Executive Compensation Disclosure section above.

Pursuant to SEC rules, we are permitted to calculate our 2018 CEO pay ratio using the same median employee that we identified in 2017 because we do not believe there have been any changes to our employee population or employee compensation arrangements during 2018 that would have a significant impact on our pay ratio disclosure. However, since the median employee identified in 2017 is no longer employed by Company, we substituted a different employee whose compensation was substantially similar to the median employee that we identified in 2017 as our median employee for purposes of calculating our ratio in 2018, as permitted by SEC guidance.

In 2018, the annual total compensation of our median employee was \$51,140.47, and our CEO's annual total compensation was \$5,089,032, of which \$3,993,751 was variable compensation based on the performance of the Company. The resulting ratio of the total annual compensation of our median employee compared to the total annual compensation of our CEO in 2018 is 100:1.

The SEC rules do not allow for companies to annualize compensation paid to temporary employees. Our healthcare professionals, who comprise roughly 75% of our workforce, are temporary employees. Since we are unable to annualize these healthcare professionals' compensation, we do not believe that the above ratio accurately reflects our pay practices relative to the compensation of our CEO. We believe that measuring the compensation paid to our median corporate employee more accurately reflects our pay practices relative to the compensation of our CEO. In 2018, the ratio of the total annual compensation of our median corporate employee compared to the total annual compensation of our CEO is 80:1.

The pay ratio was calculated in accordance with SEC rules based upon our reasonable judgment and assumptions. The SEC rules do not specify a single methodology for identification of the median employee or calculation of the pay ratio, and other companies may use assumptions and methodologies that are different from those used by us in calculating their pay ratio. Accordingly, the pay ratio disclosed by other companies may not be comparable to the Company's pay ratio as disclosed above.



## PROPOSAL 2

# ADVISORY VOTE ON EXECUTIVE COMPENSATION

Section 14A of the Exchange Act, as amended by the Dodd-Frank Act, enables our shareholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules. As previously disclosed, the Board has determined that it will hold an advisory vote on executive compensation on an annual basis, and the next shareholder advisory vote will occur at our 2019 Annual Meeting of Shareholders.

As described in detail in the Compensation Discussion and Analysis section above, we design our executive compensation programs to, among other things, attract, motivate, and retain our named executive officers, who are critical to our success. Under these programs, we reward our named executive officers for the Company's successful performance, the achievement of specific annual, long-term and strategic goals, and the realization of increased value for our shareholders. The executive compensation packages paid to our named executive officers are substantially tied to our key business objectives and total shareholder return, to align with the interests of our shareholders. The Board maintains oversight over our executive pay programs and adheres to the highest level of corporate governance with their design. To this end, they closely monitor evolving best practices, including the compensation programs and pay levels of executives at peer companies to ensure that our compensation programs do not fall outside of the normal range of relevant market practices.

We have two shareholder approved incentive plans that we use to motivate, retain and reward our executives. These cash and equity plans make up a majority of the pay we provide to our executives. As a result of this pay-for-performance focused structure, our named executive officers generally realized an

amount significantly above their target compensation from 2016 - 2018. During this three-year period, our

Common Stock price appreciated 83% on a cumulative basis during the three-year period ended December 31, 2018, and we delivered strong financial and operational results. We believe our performance pay structure appropriately incentivizes executives without excessive risk. In 2018, the Compensation Committee continued to emphasize its philosophy of pay for performance by utilizing TSR PRSUs and AEBITDA PRSUs.

We ask that you support the compensation of our named executive officers as disclosed in our Compensation Discussion and Analysis and the accompanying tables contained in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, we ask our shareholders to vote "FOR" the following resolution at the Annual Meeting:

"RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's proxy statement for the 2019 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, Summary Compensation Table and the other related tables and narrative disclosure."

Because your vote is advisory, it will not bind us, the Compensation Committee, or our Board. However, our Board and our Compensation Committee value the opinions of our shareholders and will review the voting results and take them into consideration when making future decisions regarding our executive compensation programs and policies.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE  
APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS,  
AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE  
COMPENSATION DISCLOSURE RULES OF THE SEC.**

# REPORT OF THE AUDIT COMMITTEE

Management is responsible for the Company's financial reporting process, including establishing and maintaining disclosure controls and procedures, establishing and maintaining internal control over financial reporting, evaluating the effectiveness of disclosure controls and procedures, evaluating and expressing an opinion on the effectiveness of internal control and the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America.

KPMG LLP ("**KPMG**") is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of America, as well as expressing an opinion on the effectiveness of internal control over financial reporting. The Audit Committee's responsibility is to monitor, evaluate and oversee these processes. The Audit Committee members are not employees of the Company, and are not professional accountants or auditors. The Audit Committee's primary purpose is to assist the Board to fulfill its oversight responsibilities by reviewing the financial information provided to shareholders and others, the systems of internal controls that management has established to preserve the Company's assets and the audit process. It is not the Audit Committee's duty or responsibility to conduct auditing or accounting reviews or procedures or to determine that the Company's financial statements are complete and accurate and in accordance with accounting principles generally accepted in the United States of America. The Audit Committee has reviewed and discussed the audited financial statements with management. In giving the Audit Committee's recommendation to the Board, it has relied on management's representations that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States of America and on the representations of the independent registered public accounting firm, KPMG, included in its report on the Company's consolidated financial statements.

The Audit Committee is responsible for the appointment, subject to shareholder ratification, of the Company's independent registered public accounting firm. The members of the Audit Committee are independent as defined by Section 303A of the NYSE Listed Company Manual.

In this context, the Audit Committee has reviewed and discussed with management management's report on the effectiveness of the Company's internal control over financial reporting as well as KPMG's report related to its audit of (i) the consolidated financial statements; and (ii) the effectiveness of internal control over financial reporting. The Audit Committee has discussed with KPMG the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees). In addition, the Audit Committee has received from KPMG the written disclosures and the letter from the independent registered accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, and has discussed with KPMG its independence. The Audit Committee also considered whether KPMG's provision of non-audit services to the Company is compatible with KPMG's independence. KPMG advised the Audit Committee that KPMG was and continues to be independent accountants with respect to the Company.

The Audit Committee discussed with KPMG the overall scope and plans for its audits. The Audit Committee has met with KPMG, with and without management present, to discuss the results of its audits, the evaluations of the Company's internal controls and the overall quality of the Company's financial reporting.

Based upon the Audit Committee's discussions with management and KPMG, the Audit Committee's review of the representations of management and the report of KPMG to the Audit Committee, the Audit Committee recommended that the Board include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC.

## Audit Committee Members

<b>Mark G. Foletta</b> Financial Expert
<b>Paul E. Weaver</b> <b>(not standing for re-election)</b> Financial Expert
<b>Andrew M. Stern</b> Financially Literate
<b>Daphne E. Jones</b> Financially Literate

# PROPOSAL 3

## RATIFICATION OF THE SELECTION OF OUR INDEPENDENT PUBLIC ACCOUNTING FIRM

The Audit Committee appointed KPMG LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2019. The Board proposes and recommends that the shareholders ratify this appointment.

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

KPMG served as our principal independent registered public accounting firm for 2018. We expect representatives from KPMG to be present at the Annual Meeting. They will be given the opportunity to make a statement if they so desire and are expected to be available to respond to any appropriate questions. The following sets forth the fees paid or accrued for audit services and the fees paid for audit-related, tax and all other services rendered by KPMG for each of the last two years:

#### Audit Fees

KPMG billed \$2,204,925 and \$1,733,953 for audit fees in 2018 and 2017, respectively. Audit fees consist of fees for professional services rendered in connection with the (i) annual audits of our consolidated financial statements, and the effectiveness of internal control over financial reporting and (ii) reviews of the interim consolidated financial statements included in quarterly reports.

#### Audit-Related Fees

KPMG billed \$48,968 and \$142,256 for audit-related services in 2018 and 2017, respectively. Audit-related fees consist principally of fees not reported under the "Audit Fees" heading, including fees in respect of accounting consultations.

#### Tax Fees

KPMG billed (1) \$412,974 in 2018 for professional services rendered primarily relating to consultations in connection with an audit of the Company by the California State Franchise Tax Board, research and development credits and state sales and use tax compliance, and (2) \$462,035 in 2017 for professional services rendered primarily relating to consultations in connection with an audit of the Company by the Internal Revenue Service and tax consultations related to research and development credits.

#### All Other Fees

We did not incur any other fees billed by KPMG in 2018 or 2017.

Pursuant to the Audit Committee Charter, it is the policy of the Audit Committee to review in advance, and grant any appropriate pre-approvals of all auditing services to be provided by the independent registered public accounting firm and all non-audit services to be provided by the independent registered public accounting firm as permitted by Section 10A of the Exchange Act, and in connection therewith, to approve all fees and other terms of engagement. In 2017 and 2018, the Audit Committee approved all fees billed by KPMG prior to the engagement.

**THE BOARD RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.**

# PROPOSAL 4

## SHAREHOLDER PROPOSAL

The Company has been advised that Mr. John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278, who has indicated he is a beneficial owner of at least \$2,000 in market value of AMN's Common Stock, intends to submit the following proposal at the Annual Meeting.

**AMN is not responsible for the accuracy or content of this shareholder proposal, which is presented as received from the proponent in accordance with SEC rules.**

### "Proposal 4 - Enhance Shareholder Proxy Access

RESOLVED: Stockholders ask the board of directors to amend its proxy access bylaw provisions and any associated documents, to including the following change:

A shareholder proxy access director candidate shall not need to obtain a specific percentage vote in order to qualify as a shareholder proxy access director candidate at any future shareholder meeting.

This proposal is important because a shareholder proxy access candidate might not get a 25%-vote even if he or she is the most qualified candidate to join our Board of Directors. Shareholders may simply believe that at the time of the annual meeting that the company is not ripe for a proxy access candidate and hence may vote against the candidate simply because the timing is not right. A year later a majority of shareholders might determine that the timing is right and hence they should not be deprived of voting for a highly qualified candidate.

A shareholder proposal on another topic received strong support at our 2018 annual meeting. The 2018 shareholder proposal to enable 10% of shareholder to call a special meeting won 44% support. If all shareholders has access to proxy voting advice that was independent of our management, this 44%-support would likely have been near 51% or higher.

Please vote yes:

**Enhance Shareholder Proxy Access – Proposal 4"**

### The Board of Director's Statement in Opposition

The Board has considered the proponent's proposal to modify the proxy access provisions of the Company's Bylaws to eliminate the renomination restriction for director candidates failing to achieve at least 25% voting support. The Board does not find this proposal to be in the best interests of our shareholders for the following reasons: (1) our Board proactively adopted proxy access in 2017, the mechanics of which were informed through discussions with many of our shareholders, and (2) requiring proxy access director candidates to achieve at least 25% voting support or wait two years to be renominated appropriately balances the (i) important and meaningful opportunity for shareholders to nominate directors with (ii) prudent use of the Company's resources, and would create a financial and administrative burden on our Board, the majority of our shareholders and the Company.

Over the past three years, we have formally engaged with our shareholders to discuss our corporate governance practices, including proxy access, to ensure that we are implementing those best practices that drive shareholder value. During our discussions, we engaged with our shareholders regarding proxy access and the potential terms of proxy access provisions that our shareholders would view as appropriate. The Board then amended our Bylaws to proactively implement proxy access with features that were informed by our shareholders. Since then, we have consistently received positive feedback regarding our proactive adoption of proxy access and our adopted proxy access mechanics. We believe our proxy access provisions are consistent with market practice and strike the appropriate balance between providing shareholders with meaningful proxy access rights while protecting against waste and abuse.

The Board believes that its deliberations with respect to this proposal reflect the outcomes of the Company's discussions with shareholders. Your Board recommends that you vote **AGAINST** Proposal 4.

### Our shareholders currently have a meaningful ability to nominate director candidates

As demonstrated by its proactive adoption of proxy access, the Board supports shareholders' right to nominate director candidates and values shareholder input, which is why our Bylaws currently require proxy access director candidates who fail to achieve minimum voting support of 25% to wait two years to be renominated. This threshold was carefully considered by our Board and is designed to strike a balance between providing a meaningful right for shareholders to nominate director candidates via the Company's proxy materials and protecting against the risk that the Company be required to incur significant expenses and administrative burdens by continually accommodating director candidates that our shareholders overwhelmingly do not support.

Our Board does not believe that expending the resources necessary to repeatedly renominate a candidate that is opposed by 75% or more of the votes cast is a valid use of Company resources.

### The Company is committed to upholding corporate governance best practices

We strive to be a leader in corporate governance best practices and implemented a formal outreach program where we regularly elicit the views of investors on topics such as this (see "Overview of Our Corporate Governance Program" on page 17 and "Our Shareholder Outreach Summary" on page 19 of this Proxy Statement for further details).

The Board believes that the Company's commitment to ongoing and consistent dialogue with shareholders, combined with the Board's practice of continually assessing its composition to most effectively align with the Company's strategic objectives, sufficiently serves to accommodate AMN's shareholders without the unnecessary burden and expenses associated with eliminating the proxy access renomination voting support threshold.

Among other things, as described in the "Overview of Our Corporate Governance Program" section above, the Company recently added Ms. Daphne E. Jones to the Board to leverage her thought leadership and extensive experience in digital technology. The Board's addition of Ms. Jones was driven, in part, as a result of our discussions with investors on the topic of Board composition. We continue to believe that the composition of our current Board collectively possesses the necessary experience, skills and knowledge, as well as a high level of engagement, to serve the best interests of our shareholders.

The Board's position is underpinned by the Company's commitment to, and maintenance of, the highest corporate governance QualityScore ranking available under the "Shareholder Rights" pillar designed by Institutional Shareholder Services to assist investors in reviewing quality and risk factors.

We also note that of the largest U.S. public companies based on revenue and market capitalization having adopted proxy access, more than half have adopted proxy access mechanics that include renomination restrictions equal to or more restrictive than the Company's. A recent study shows that approximately 69% of over 550 companies surveyed had a renomination threshold, and that approximately 70% of such companies set that threshold at 25%, the same as the Company's. Thus, our current proxy access renomination mechanics are consistent with prevailing market practice.

For all the above reasons, among others, the proponent's proposed elimination of the two year renomination restriction for proxy access director candidates that fail to achieve at least 25% voting support is neither necessary nor in shareholders' best interest.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "AGAINST"  
THE SHAREHOLDER PROPOSAL**

# SECURITY OWNERSHIP AND OTHER MATTERS

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 20, 2019 (the “**Record Date**”) regarding (i) each person known by us to be the beneficial owner of more than 5% of the outstanding shares of our Common Stock, (ii) each director and director nominee of the Company, (iii) the named executive officers and (iv) all executive officers and directors as a group. Except as otherwise indicated, each person has sole voting and dispositive power with respect to such shares.

Beneficial ownership includes shares for which a person, directly or indirectly, has or shares voting or investment power, or both, and also includes shares that each such person or group had the right to acquire within 60 days following the Record Date, including upon the exercise of options or warrants. Where applicable, we calculate the percentage of Common Stock beneficially owned by including the number of shares of Common Stock deemed to be beneficially owned by reason of the right to acquire such shares within 60 days following the Record Date in both the numerator and the denominator.

Name	Number of Shares of Common Stock Beneficially Owned	Percent of Class
BlackRock, Inc. (1)	6,781,263	14.47%
The Vanguard Group (2)	4,936,398	10.53%
Susan R. Salka (3) (4)	304,986	*
R. Jeffrey Harris (4) (5)	108,181	*
Dr. Michael M.E. Johns (8)	92,861	*
Andrew M. Stern (7)	91,774	*
Paul E. Weaver (4) (6)	86,632	*
Martha H. Marsh (4) (9)	85,209	*
Brian M. Scott (10)	61,256	*
Ralph S. Henderson (10)	47,328	*
Douglas D. Wheat (11)	40,256	*
Mark G. Foletta (12)	33,640	*
Denise L. Jackson (10)	23,325	*
Daphne E. Jones (13)	1,608	*
All directors, director nominees and executive officers as a group	977,056	2.07%

\* Less than 1%.

- (1) Of the 6,781,263 shares of Common Stock BlackRock, Inc. beneficially owns, it has sole voting power over 6,638,689 shares of Common Stock and sole dispositive power over 6,781,263 shares. BlackRock, Inc.'s address is 55 East 52nd Street, New York, NY 10055. Ownership amount and other information contained in this table and accompanying footnote for BlackRock, Inc., including voting power and dispositive power information, are based solely on information contained in the Schedule 13G/A (Amendment No. 11) filed by BlackRock, Inc. with the SEC on January 24, 2019.
- (2) Of the 4,936,398 shares of Common Stock The Vanguard Group (“Vanguard”) beneficially owns, it has sole voting power over 95,668 shares, shared voting power over 7,117 shares, sole dispositive power over 4,837,913 shares and shared dispositive power over 94,485 shares. Vanguard's address is 100 Vanguard Blvd., Malvern, Pennsylvania 19355. Ownership amount and other information contained in this table and accompanying footnote for Vanguard, including voting power and dispositive power information, are based solely on information contained in the Schedule 13G/A (Amendment No. 5) filed by Vanguard with the SEC on February 11, 2019.
- (3) Includes (A) 207,686 shares of Common Stock owned directly by Ms. Salka and (B) 97,300 shares of Common Stock deemed to be beneficially owned by reason of the right to acquire such shares within 60 days following the Record Date, which are shares she had a right to receive on the Record Date if she exercised all 116,369 of her vested SARs on the Record Date. Ms. Salka also has 101,243 vested RSUs that are deferred until her separation from service. Under the terms of the applicable award agreements, if Ms. Salka is a “specified employee” within the meaning of Section 409A of the Code, which she is, the distribution of her Common Stock would be delayed six months and one day. Accordingly, we have not included her 101,243 deferred vested RSUs and PRSUs in the table above because she would have no right to receive such shares within 60 days of the Record Date even if her employment with us terminated on the Record Date. If we were to include such amounts, the number of shares beneficially owned by her as set forth in this table would be increased by the corresponding amount.

(4) Certain named executive officers and directors have vested equity awards in the form of SARs. Under our SARs, grantees have the right to acquire an amount of our Common Stock equal in value to the difference between the fair value of our Common Stock on the date of exercise less the grant price. This table reflects the gross number of shares of Common Stock that the applicable named executive officer or director had the right to acquire on the Record Date based on (A) the fair value of our Common Stock on the Record Date, which equaled \$53.55, and (B) the presumed exercise of all SARs that have vested or will vest within 60 days of the Record Date for such individual. The range of grant prices of our outstanding SARs for our named executive officers and our directors is \$6.00 to \$8.83 (the "SAR Grant Price Range"). The number of vested SARs held by our directors (no director has unvested SARs) and their respective SAR Grant Price Range are as follows:

Director	# of Vested SARs on the Record Date	SAR Grant Price Range (\$)
R. Jeffrey Harris	8,224	8.83
Paul E. Weaver	16,448	6.00 to 8.83

Additionally, in accordance with our policy, directors and named executive officers are not permitted to pledge, hypothecate or otherwise place liens on any equity securities of the Company that they own (or to engage in any hedging transactions involving our equity securities). Accordingly, no shares of Common Stock identified as beneficially owned in this table by our named executive officers and directors are pledged as security.

- (5) Includes (A) 64,227 shares of Common Stock owned directly by Mr. Harris and (B) 43,954 shares of Common Stock deemed to be beneficially owned by reason of the right to acquire such shares within 60 days following the Record Date, which 43,954 shares consist of (i) 7,063 shares of Common Stock that he has a right to receive on the Record Date if he exercised all 8,224 of his vested SARs on the Record Date, (ii) 34,738 shares of Common Stock underlying vested RSUs for which receipt has been deferred until his separation from service and (iii) 2,153 shares of Common Stock underlying RSUs that will vest within 60 days of the Record Date.
- (6) Includes (A) 38,022 shares of Common Stock owned directly by Mr. Weaver and (B) 48,610 shares of Common Stock deemed to be beneficially owned by reason of the right to acquire such shares within 60 days following the Record Date, which 48,610 shares consist of (i) 14,497 shares of Common Stock that he has a right to receive on the Record Date if he exercised all 16,448 of his vested SARs on the Record Date, (ii) 31,960 shares of Common Stock underlying vested RSUs for which receipt has been deferred until his separation from service and (iii) 2,153 shares of Common Stock underlying RSUs that will vest within 60 days of the Record Date.
- (7) Includes (A) 4,668 shares of Common Stock owned directly by Mr. Stern and (B) 87,106 shares of Common Stock deemed to be beneficially owned by reason of the right to acquire such shares within 60 days following the Record Date, which 87,106 shares consist of (i) 84,953 shares of Common Stock underlying vested RSUs for which receipt has been deferred until his separation from service and (ii) 2,153 shares of Common Stock underlying RSUs that will vest within 60 days of the Record Date.
- (8) Includes (A) 46,418 shares of Common Stock owned directly by Dr. Johns and (B) 46,443 shares of Common Stock deemed to be beneficially owned by Dr. Johns by reason of the right to acquire such shares within 60 days following the Record Date, which 46,443 shares consist of (i) 44,290 shares of Common Stock underlying vested RSUs for which receipt has been deferred until his separation from service and (ii) 2,153 shares of Common Stock underlying RSUs that will vest within 60 days of the Record Date.
- (9) Includes (A) 54,206 shares of Common Stock owned directly by Ms. Marsh and (B) 31,003 shares of Common Stock deemed to be beneficially owned by reason of the right to acquire such shares within 60 days following the Record Date, which 31,003 shares of Common Stock consist of (i) 28,850 shares of Common Stock underlying vested RSUs for which receipt has been deferred until her separation from service and (ii) 2,153 shares of Common Stock underlying RSUs that will vest within 60 days of the Record Date.
- (10) All shares of Common Stock reflected in this row are owned directly by the named executive officer.
- (11) Includes (A) 3,365 shares of Common Stock owned directly by Mr. Wheat and (B) 36,891 shares of Common Stock deemed to be beneficially owned by Mr. Wheat by reason of the right to acquire such shares within 60 days following the Record Date, which 36,891 shares consist of (A) 34,738 shares of Common Stock underlying vested RSUs for which receipt has been deferred until his separation from service and (B) 2,153 shares of Common Stock underlying RSUs that will vest within 60 days of the Record Date.
- (12) Includes (A) 6,890 shares of Common Stock owned directly by Mr. Foletta and (B) 26,750 shares of Common Stock deemed to be beneficially owned by Mr. Foletta by reason of the right to acquire such shares within 60 days following the Record Date, which 26,750 shares consist of (i) 24,597 shares of Common Stock underlying vested RSUs for which receipt has been deferred until his separation from service and (ii) 2,153 shares of Common Stock underlying RSUs that will vest within 60 days of the Record Date.
- (13) Includes 1,608 shares of Common Stock underlying RSUs that were granted to Ms. Jones in connection with her appointment to the Board and will vest within 60 days of the Record Date.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act generally requires our directors, executive officers and persons who own more than 10% of our Common Stock to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Directors, executive officers and shareholders who own greater than 10% of our

Common Stock are required by SEC rules to furnish us with copies of Section 16(a) forms they file. We believe that all of our directors, named executive officers and greater than 10% beneficial owners complied with all filing requirements applicable to them in 2018.

## Shareholder Proposals for the 2020 Annual Meeting of Shareholders

From time to time, shareholders present proposals, which may be proper subject for inclusion in the proxy statement and for consideration at the next annual meeting of shareholders. Any shareholder who desires to bring a proposal at our 2020 Annual Meeting of Shareholders without including such proposal in our proxy statement must deliver written notice to our Secretary not before December 18, 2019 and not later than January 17, 2020. We must receive shareholder proposals intended to be included in the 2020 proxy statement no later than November 7, 2019.

The shareholder proposals must comply with the requirements of Rule 14a-8 promulgated by the SEC under the Exchange Act.

If a shareholder proposal is not properly submitted for inclusion in the 2020 proxy statement pursuant to the requirements described above (but otherwise complies with the advanced notice provisions of our Bylaws), management will be permitted to vote proxies in its discretion if it advises shareholders in the 2020 proxy statement about the nature of the matter and how management intends to vote on such matter.

## Annual Report

Shareholders will receive with this proxy statement a copy of our Annual Report including the financial statements set forth in our annual report on Form 10-K, as filed with the SEC for the fiscal year ended December 31, 2018 and certain exhibits thereto.

Shareholders may request additional copies by sending a written request to AMN Healthcare Services, Inc., 12400 High Bluff Drive, Suite 100, San Diego, California 92130, Attn: Denise L. Jackson, Chief Legal Officer and Corporate Secretary.

## Delivery of Proxy Statement, Annual Report or Notice of Internet Availability

We may satisfy SEC rules regarding delivery of our proxy materials, including our proxy statement, or delivery of the Notice of Internet Availability of Proxy Materials (the "**Notice**") by delivering a single copy of these documents to an address shared by two or more shareholders. This process is known as "householding." To the extent we have done so, we have delivered only one set of proxy materials or one Notice, as applicable, to shareholders who share an address with another shareholder, unless contrary instructions were received prior to the mailing date.

We undertake to deliver promptly upon written or oral request a separate copy of our proxy statement, our annual report and/or our Notice, as requested, to a shareholder at a shared address to which a single copy of these documents was delivered. To make such a request, please contact our Secretary at the address

set forth in the section immediately above entitled "Annual Report" or by calling our offices at 866-871-8519. If your Common Stock is held by a brokerage firm or bank and you prefer to receive separate copies of our proxy statement, our annual report or the Notice, either now or in the future, please contact your brokerage or bank. If your brokerage or bank is unable or unwilling to assist you, please contact us as indicated above.

Shareholders sharing an address who are receiving multiple copies of proxy materials and who want to receive a single copy of our annual reports, proxy statements and/or our Notices may do so by contacting our Secretary at the address set forth in the section immediately above entitled "Annual Report" or by calling our offices at 866-871-8519.

## Other Business

The Board does not know of any other matter that will come before the Annual Meeting other than those described in this proxy statement. If any other matters properly come up before the Annual Meeting, the persons named in the form of proxy intend to vote all proxies in accordance with their judgment on such matters.



# GENERAL INFORMATION

## When and where is the Annual Meeting?

Our 2019 Annual Meeting will be held at our offices located at 8840 Cypress Waters Boulevard, Suite 300, Dallas, Texas 75019 on Wednesday, April 17, 2019, at

8:30 a.m. Central Time, or at any subsequent time that may be necessary by any adjournment or postponement of the Annual Meeting.

## What is "Notice and Access" and why does AMN use it?

We are making the proxy solicitation materials available to our shareholders electronically via the Internet under the Notice and Access rules and regulations of the SEC. On or about March 7, 2019, we will mail to our shareholders the Notice in lieu of mailing a full set of proxy materials. Accordingly, our proxy materials are first being made available to our shareholders on or about March 7, 2019. The Notice includes information on how to access and review the proxy materials and how to vote online. All shareholders will have the ability to access the proxy materials on the website referred to in the Notice or request a printed set of the proxy materials.

Instructions on how to access the proxy materials on the Internet or to request a printed copy may be found

in the Notice. In addition, shareholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. Electronic delivery decreases costs, expedites distribution, and reduces our environmental impact. Environmental stewardship is a component of our Corporate Social Responsibility Program, and we encourage shareholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of the Annual Meeting. Shareholders who received the Notice but would like to receive a printed copy of the proxy materials in the mail should follow the instructions in the Notice for requesting such materials.

## Why am I receiving these proxy materials?

We are providing these proxy materials in connection with the solicitation of proxies on behalf of our Board for use at the Annual Meeting. This proxy statement includes information that we are required to provide under SEC rules and is designed to assist you in voting your shares.

Proxies in proper form received by us at or before the time of the Annual Meeting will be voted as specified. You may specify your choices by marking the appropriate boxes on your proxy card. If a proxy card

is dated, signed and returned without specifying choices, the proxies will be voted in accordance with the recommendations of the Board set forth in this proxy statement, and, in their discretion, upon such other business as may properly come before the Annual Meeting. Business transacted at the Annual Meeting will be confined to the purposes stated in the Notice of Annual Meeting. Shares of our Common Stock, cannot be voted at the Annual Meeting unless the holder is present in person or represented by proxy.

## How can I get electronic access to the proxy materials?

The Notice will provide you with instructions on how to (1) view our proxy materials for the Annual Meeting on the Internet, and (2) instruct us to send proxy materials to you by email. The proxy materials are also available under the "Investor Relations" tab on our website at

[www.amnhealthcare.com](http://www.amnhealthcare.com). Choosing to access our proxy materials electronically will save us the cost of printing and mailing documents to you, and will reduce the impact of our annual meetings on the environment.

## What is included in the proxy materials?

Our proxy materials include:

- Our Notice of Annual Meeting of Shareholders,
- This proxy statement, and

- Our 2018 Annual Report including the financial statements set forth in our annual report on Form 10-K ("**2018 Annual Report**").

If you receive a paper copy of these materials by mail, the proxy materials will also include a proxy card.

## Who pays the cost of soliciting proxies for the Annual Meeting?

Proxies will be solicited on behalf of the Board by mail, telephone, email or other electronic means or in person, and we will pay the solicitation costs. We have retained MacKenzie Partners, Inc., a proxy

solicitation firm, to assist us in soliciting proxies and have agreed to pay them a fee of \$9,000 for these services, plus reasonable out-of-pocket expenses.

## Who is entitled to vote at the Annual Meeting?

In accordance with Bylaws, the Board has fixed the close of business on February 20, 2019, as the record date for determining the shareholders entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement thereof. At the close of business on the Record Date, the outstanding

number of our voting securities was 46,865,131 shares. Each shareholder is entitled to one vote for each share of Common Stock he or she held as of the Record Date. Shares cannot be voted at the Annual Meeting unless the holder is present in person or represented by proxy.

## What matters will be addressed at the Annual Meeting?

At the Annual Meeting, shareholders will be asked:

- To elect the eight directors nominated by the Board and named in this proxy statement,
- To approve, by non-binding advisory vote, the compensation of our named executive officers,

- To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019, and
- To transact such other business, including consideration of a shareholder proposal, if properly presented, as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

## What is the vote required for each proposal and what are my choices?

Proposal	Vote Required	Broker Discretionary Voting Allowed
<b>Proposal 1:</b> Election of eight directors	Majority of the votes cast	No
<b>Proposal 2:</b> Advisory vote on executive compensation	Majority of the shares entitled to vote and present or represented by proxy	No
<b>Proposal 3:</b> Ratification of auditors for fiscal year 2019	Majority of the shares entitled to vote and present or represented by proxy	Yes
<b>Proposal 4:</b> Shareholder Proposal - Enhance Shareholder Proxy Access	Majority of the shares entitled to vote and present or represented by proxy	No

With respect to Proposal 1, the election of directors, you may vote FOR, AGAINST or ABSTAIN. Our Bylaws require that in an election where the number of director nominees does not exceed the number of directors to be elected, each director will be elected by the vote of the majority of the votes cast (in person or by proxy). A "majority of votes cast" means that the number of shares cast "FOR" a director's election exceeds the number of votes cast "AGAINST" that director's election. In accordance with our Bylaws, the following do not count as votes cast: (a) a share whose ballot is marked as withheld, (b) a share otherwise present at the meeting, but for which an ABSTAIN vote was cast, and (c) a share otherwise present at the meeting as to which a shareholder gives no authority or direction. In an uncontested election, a nominee who does not receive a majority of the votes cast will not be elected.

An incumbent director who is not elected because he or she does not receive a majority of the votes cast will continue to serve as a holdover director, but will tender his or her resignation to the Board. Within 90 days after the date of the certification of the election results, the Governance and Compliance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken, and the Board will act on the Governance and Compliance Committee's recommendation and publicly disclose its decision and rationale.

With respect to Proposals 2, 3 and 4 (or on any other matter to be voted on at the Annual Meeting), you may vote FOR, AGAINST or ABSTAIN. If you ABSTAIN from voting on Proposals 2, 3 or 4, the ABSTAIN vote will have the same effect as an AGAINST vote.

## How does the Board recommend that I vote?

The Board recommends that you vote:

- **FOR:** the election of the eight directors nominated by the Board and named in this proxy statement,
- **FOR:** the approval, on a non-binding advisory basis, of the compensation of our named executive officers,
- **FOR:** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019, and
- **AGAINST:** the shareholder proposal to eliminate the voting support threshold necessary for proxy access director candidates to avoid re-nomination restrictions.

## How do I vote my shares?

- **ONLINE:** by following the Internet voting instructions included in the proxy package sent to you (or by going to [www.proxyvote.com](http://www.proxyvote.com) and following the instructions) at any time up until 11:59 p.m. Eastern Time, on the day before the date of the Annual Meeting.
- **CALL:** by following the telephone voting instructions included in the proxy package sent to you (*i.e.*, by calling 1 (800) 690-6903 and following the instructions) at any time up until 11:59 p.m. Eastern Time on the day before the date of the Annual Meeting.
- **MAIL:** if you have elected to receive a printed copy of the proxy materials from us, by marking, dating, and signing your proxy card in accordance with the instructions on it and returning it by mail in the pre-addressed reply envelope provided with the proxy materials. The proxy card must be received prior to the Annual Meeting.
- **IN PERSON:** in person at the meeting. Even if you plan to attend the Annual Meeting, we encourage you to vote in advance by Internet, telephone or mail so your vote will be counted if you later decide not to attend the Annual Meeting.

If you are a beneficial owner and your shares are held through a broker, you should follow the instructions in the Notice provided by your broker, or your broker should provide instructions for voting your shares. In these cases, you may vote by Internet, telephone or mail, as applicable. You may vote your shares beneficially held through your broker in person if you attend the Annual Meeting and you obtain a valid proxy card from your broker giving you the legal right to vote the shares at the Annual Meeting.

## What is the difference between shareholder of record and beneficial owner?

**Shareholder of Record.** You are a shareholder of record if at the close of business on the Record Date your shares were registered directly in your name with American Stock Transfer & Trust Company, LLC, our transfer agent.

**Beneficial Owner.** You are a beneficial owner if at the close of business on the Record Date your shares were held by a brokerage firm or other nominee and

not in your name. Being a beneficial owner means that, like most of our shareholders, your shares are held in “street name.” As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares by following the voting instructions your broker or other nominee provides. If you do not provide your broker or nominee with instructions on how to vote your shares, your broker or nominee will be able to vote your shares as described below.

## What will happen if I do not vote my shares?

**Shareholders of Record.** If you are the shareholder of record and you do not vote by proxy card, telephone, Internet or in person at the Annual Meeting, your shares will not be voted at the Annual Meeting.

**Beneficial Owners.** If you are the beneficial owner and you do not direct your broker or nominee on how to vote your shares, your broker or nominee may vote

your shares only on those proposals for which it has discretion to vote. Under the rules of the NYSE, your broker or nominee does not have discretion to vote your shares on non-routine matters such as Proposals 1, 2 and 4. We believe that Proposal 3 — ratification of our auditor — is a routine matter for which brokers and nominees can vote on behalf of their clients when voting instructions are not furnished by their clients.

## What is the effect of a broker non-vote?

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Brokers or other nominees who hold shares for a beneficial owner have the discretion to vote on routine proposals when they have not received voting instructions from the beneficial owner at least ten days prior to the Annual Meeting. A broker non-vote occurs when a broker or other nominee does not receive voting instructions from the beneficial owner and does not have the discretion to direct the voting of the shares. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the

Annual Meeting, but will not be counted for purposes of determining the number of votes present in person or represented by proxy and entitled to vote with respect to certain proposals. Accordingly, a broker non-vote will not impact our ability to obtain a quorum nor will it impact any vote that requires a majority of the votes cast (Proposal 1) or any proposal that requires the majority of the shares entitled to vote and present or represented by proxy (Proposals 2, 3 and 4).

## May I revoke my proxy or change my vote?

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Yes, you may revoke a proxy you have given at any time before it is voted at the Annual Meeting by (1) sending our Corporate Secretary a letter revoking the proxy, which must be received prior to the Annual Meeting, or (2) attending the Annual Meeting and voting in person. Attendance at the Annual Meeting does not, standing alone, constitute your revocation of a proxy.

You may change your vote at any time prior to the voting of your shares at the Annual Meeting by (a) casting a new vote by telephone or over the Internet by 11:59 p.m. Eastern Time on the date before the day of the Annual Meeting, or (b) sending a new proxy card with a later date that is received prior to the Annual Meeting.

## How can I find the results of the Annual Meeting?

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We will announce preliminary results at the Annual Meeting. We will publish final results in a current report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting.

If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

# EXHIBIT A TO PROXY STATEMENT

## Information Required to Have a Nominee of a Shareholder Considered by the Corporate Governance and Compliance Committee for Election at the 2020 Annual Meeting of Shareholders

To have a nominee considered by the Corporate Governance and Compliance Committee for election at the 2020 Annual Meeting of Shareholders, a shareholder must submit the recommendation with the information set forth below in writing to our Secretary at our corporate headquarters no later than January 17, 2020 and no sooner than December 18, 2019.

- The name and address of the candidate; and
- A brief biographical description of the candidate, including the candidate's occupation for at least the last five years, and a statement of the qualifications of the candidate taking into account the qualifications requirements set forth in our Governance Guidelines as well as:
  - (1) the name and address, as they appear on our books, of the shareholder and the name and address of any beneficial owner on whose behalf a nomination is being made and the names and addresses of their affiliates,
  - (2) the class and number of shares of stock held of record and beneficially by such shareholder, and any such beneficial owner or affiliate, and the date such shares were acquired,
  - (3) a description of any agreement, arrangement or understanding regarding such nomination between or among such shareholder, beneficial owners, affiliates or any other persons (including their names) acting in concert with any of the foregoing, and a representation that the shareholder will notify us in writing of any such agreement, arrangement or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed,
  - (4) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions and borrowed or loaned shares) that has been entered into as of the date of the notice of nomination by, or on behalf of, such shareholder, beneficial owners or affiliates the effect or intent of which is to mitigate loss to, manage risk or benefit from share price changes for, or increase or decrease the voting power of such shareholder, beneficial owners or affiliates with respect to shares of our capital stock and a representation that the shareholder will notify us in writing of any such agreement, arrangement

or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed,

- (5) a description in reasonable detail of any proxy (including revocable proxies), contract, arrangement, understanding or other relationship pursuant to which such shareholder, beneficial owners or affiliates have a right to vote any shares of our capital stock,
- (6) a representation that the shareholder is a holder of record of our capital stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose such nomination,
- (7) all information regarding each shareholder nominee that would be required to be set forth in a definitive proxy statement filed with the SEC pursuant to Section 14 of the Exchange Act, and the written consent of each shareholder nominee to being named in a proxy statement as a nominee and to serve if elected,
- (8) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such shareholder, beneficial owners, affiliates or others acting in concert therewith, including all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if such shareholder, beneficial owner or any person acting in concert therewith, were the "registrant" for purposes of such rule and the shareholder nominee were a director or executive of such registrant,
- (9) a statement of whether the shareholder nominee agrees to tender a resignation if he or she fails to receive the required vote for re-election, in accordance with the Governance Guidelines and Section 3.3 of the Bylaws, and
- (10) all other information that would be required to be filed with the SEC if the shareholder, beneficial owner or affiliate were a participant in a solicitation subject to Section 14 of the Exchange Act or any successor statute thereto.

We may require any shareholder nominee to furnish such other information as we may reasonably require to determine the eligibility of the shareholder nominee to serve as one of our directors.

# EXHIBIT B TO PROXY STATEMENT

## Non-GAAP Reconciliation for Consolidated AEBITDA For Purposes of 2018 Bonus Achievement

	Year Ended December 31,
(in thousands)	2018
Revenue	
Nurse and allied solutions	\$ 1,306,516
Locum tenens solutions	393,366
Other workforce solutions	436,192
	<b>\$ 2,136,074</b>
Segment operating income <sup>(1)</sup>	
Nurse and allied solutions	\$ 183,427
Locum tenens solutions	41,348
Other workforce solutions	104,541
	329,316
Unallocated corporate overhead <sup>(2)</sup>	58,938
<b>AEBITDA <sup>(3)</sup></b>	<b>\$ 270,378</b>
Depreciation and amortization	41,237
Share-based compensation	10,815
Acquisition and integration costs	3,358
Legal settlement accrual increases <sup>(4)</sup>	12,140
Interest expense, net, and other	16,143
Income from operations before income tax	186,685
Income tax expense	44,944
<b>Net income</b>	<b>\$ 141,741</b>

	Year Ended December 31,
(in thousands)	2018
AEBITDA	\$ 270,378
Adjustments <sup>(5)</sup>	8,564
<b>Pre Bonus AEBITDA <sup>(6)</sup></b>	<b>\$ 278,942</b>

- (1) Segment operating income represents net income plus interest expense (net of interest income) and other, income tax expense, depreciation and amortization, unallocated corporate overhead, acquisition and integration costs, legal settlement accrual increases and share-based compensation expense.
- (2) Please note that the amount set forth in this line item excludes the amounts set forth in the line items below entitled "acquisition and integration costs" and "legal settlement accrual increases." Acquisition and integration costs and legal settlement accrual increases are subsets of unallocated corporate overhead.
- (3) AEBITDA represents net income plus interest expense (net of interest income) and other, income tax expense, depreciation and amortization, acquisition and integration costs, legal settlement accrual increases and share-based compensation expense. Management believes that AEBITDA provides an effective measure of our results, as it excludes certain items that management believes are not indicative of our operating performance and considers measures used in credit facilities. AEBITDA is not intended to represent cash flows for the period, nor has it been presented as an alternative to income from operations or net income as an indicator of operating performance. Although management believes that some of the items excluded from AEBITDA are not indicative of our operating performance, these items do impact the statement of comprehensive income, and management therefore utilizes AEBITDA as an operating performance measure in conjunction with GAAP measures such as net income.
- (4) This item represents legal accruals established in connection with settlement agreements entered into during 2018 in two class actions related to wage and hour claims. Since the settlements are largely unrelated to our operating performance, we excluded their impact in the calculation of AEBITDA.
- (5) The amount represents the adjustments to AEBITDA decided by the Compensation Committee for bonus calculation and payout only. In establishing Pre-Bonus Adjusted EBITDA targets at the beginning of the year, the Compensation Committee excludes from AEBITDA, the payout of bonuses and other extraordinary items not contemplated in the Company's 2018 annual operating plan that should be excluded for bonus purposes.
- (6) Pre-bonus AEBITDA represents the adjustments made to AEBITDA decided by the Compensation Committee.



**AMN HEALTHCARE SERVICES, INC.**  
**12400 HIGH BLUFF DRIVE, SUITE 100**  
**SAN DIEGO, CA 92130**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on April 16, 2019. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on April 16, 2019. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E65191-P18346

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

AMN HEALTHCARE SERVICES, INC.

The Board of Directors recommends you vote FOR the election of each of the eight director nominees listed below:

1. Election of Directors

Nominees:

- 1a. Mark G. Foletta
- 1b. R. Jeffrey Harris
- 1c. Michael M.E. Johns, M.D.
- 1d. Daphne E. Jones
- 1e. Martha H. Marsh
- 1f. Susan R. Salka
- 1g. Andrew M. Stern
- 1h. Douglas D. Wheat

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR proposals 2 and 3.

- 2. To approve, by non-binding advisory vote, the compensation of the Company's named executive officers.  For  Against  Abstain
- 3. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.  For  Against  Abstain

The Board of Directors recommends you vote AGAINST the following proposal:

- 4. A shareholder proposal entitled: "Enhance Shareholder Proxy Access"  For  Against  Abstain

**NOTE:** In their discretion, the proxies are authorized to vote upon such other business as may come before the Annual Meeting or any adjournment or postponement of the Annual Meeting. This communication also serves as notice, which is hereby given, that the 2019 Annual Meeting of Shareholders of AMN Healthcare Services, Inc. will be held at the time, date and location set forth on the reverse side.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date



**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice & Proxy Statement and Annual Report/10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

E65192-P18346

**AMN HEALTHCARE SERVICES, INC.  
Annual Meeting of Shareholders  
April 17, 2019 at 8:30 AM CDT  
This proxy is solicited by the Board of Directors**

The undersigned, revoking all previous proxies, hereby appoints Douglas D. Wheat, Andrew M. Stern and Mark G. Foletta, or any of them, as attorneys and proxies with full power of substitution and resubstitution to represent the undersigned and to vote all shares of Common Stock of AMN HEALTHCARE SERVICES, INC. (the "Company") that the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held at 8:30 AM Central Time on April 17, 2019, at the Company's offices located at 8840 Cypress Waters Blvd., Suite 300, Dallas, Texas 75019, or at any adjournment or postponement thereof, with all powers which the undersigned would possess if personally present.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.**

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Continued and to be signed on reverse side