SEC Form 4	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person [*] Scott Brian M.			<u> </u>	2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [AMN]							ationship of Reportin k all applicable) Director Officer (give title	10% (ssuer Owner (specify
(Last) (First) (Middle) 12400 HIGH BLUFF DRIVE, SUITE 100				3. Date of Earliest Transaction (Month/Day/Year) 01/03/2021						below) below) CFO/CAO			
(Street) SAN DIEGO CA 92130 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indi Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
1. Title of Security (Instr. 3) Date			2. Transactio	on	uired, Disposed of, or Benefic 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)			(A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock			01/03/20)21		M ⁽¹⁾		2,096	Α	\$0.00	43,805	D	
Common Stock			01/03/20	021		F ⁽²⁾		859	D	\$68.25	42,226	D	
Common Stock			01/05/20)21		M ⁽¹⁾		2,348	Α	\$0.00	44,574	D	
Common Stock			01/05/20)21		F ⁽²⁾		805	D	\$68.92	43,769	D	

01/05/2021 **F**⁽²⁾ 2.769 D \$68.92 49.006 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

A⁽³⁾

8 006

Α

\$0.00

51 775

(e.g., puts, calls, warrants, options, convertible securities) 9. Number of 1. Title of 3A. Deemed 6. Date Exercisable and 8. Price of 10. 11. Nature 3. Transaction 5. Number of 7. Title and Conversion Expiration Date (Month/Day/Year) Amount of Securities Underlying Derivative Date Execution Date, Transaction Derivative Derivative derivative Ownership of Indirect Security (Instr. 3) or Exercise Price of if any (Month/Day/Year) Security (Instr. 5) Form: Direct (D) (Month/Day/Year) Code (Instr. Securities Securities Beneficial 8) Acquired (A) Beneficially Ownership or Disposed of (D) (Instr. 3, 4 and 5) Derivative **Derivative Security** Owned or Indirect (Instr. 4) Following Security (Instr. 3 and 4) (I) (Instr. 4) Reported Transaction(s) Amount (Instr. 4) Number Date Expiration Date of Code v (A) (D) Exercisable Title Sharoe Restricted Commo (4) 01/03/2021 (5) (6) 2,096 Μ 2,090 \$0.00 2,160 D Stock Stock Units Restricted Commo 9,890 Stock (4) 01/04/2021 A 9,890 (7)(6) \$0.00 9,890 D Stock Units Restricted Commor (4) (8) (6) 2 348 01/05/2021 м 2 348 \$0.00 0 D Stock Stock

Explanation of Responses:

Units

Common Stock

Common Stock

1. Common Stock acquired on the vesting of Restricted Stock Units (RSUs).

2. Number of shares withheld for tax purposes

3. The acquisition of Common Stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 5, 2018. The ultimate number of PRSUs that could have been earned and vested under this award depended on (1) the total shareholder return for the Company relative to the companies in the Russell 2000 Index as of December 31, 2017 for the 3-year period beginning on January 1, 2018 and ended December 31, 2020 ("Relative TSR") and (2) whether the Company's absolute total shareholder return for the same period was positive or negative (collectively, the "TSR Measurement"). The Compensation Committee performed the TSR Measurement for this award on January 4, 2021. The Company's Relative TSR measured in the 78th percentile and its absolute total shareholder return for the period was positive. Based on these results, the maximum amount of PRSUs for this award were deemed earned and vested

4. The RSUs identified in this row were granted pursuant to the AMN Healthcare 2017 Equity Plan. Each RSU represents a contingent right to receive one share of AMN Common Stock.

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

6. RSUs do not have an expiration date.

7. The RSUs identified in this row were granted on January 4, 2021 and vest in three tranches on each of the first, second and third anniversaries of the grant date and the grantee's provision of three periods of credited service

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

Remarks:

/s/ Brian M. Scott

01/05/2021 ** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v)

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

01/05/2021

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

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