

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No.    )\***

**AMN Healthcare Services, Inc.**  
(Name of Subject Company (Issuer))

**AMN Healthcare Services, Inc.**  
(Name of Filing Person (Offeror))

**OPTIONS TO PURCHASE COMMON STOCK, par value \$0.01 per share  
STOCK APPRECIATION RIGHTS**  
(Title of Class of Securities)

**001744101**  
(CUSIP Number of Class of Securities (Underlying Common Stock))

**Denise L. Jackson, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**AMN Healthcare Services, Inc.**  
**12400 High Bluff Drive, Suite 100**  
**San Diego, California 92130**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of Filing Person)

*Copy to:*

**John C. Kennedy, Esq.**  
**Paul, Weiss, Rifkind, Wharton & Garrison LLP**  
**1285 Avenue of the Americas**  
**New York, New York 10019-6064**  
**(212) 373-3000**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
N/A	N/A

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

**Amount Previously Paid:** N/A

**Filing Party:** N/A

**Form or Registration No.:** N/A

**Date Filed:** N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.  
 Issuer tender offer subject to Rule 13e-4.  
 Going-private transaction subject to Rule 13e-3.  
 Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

On October 16, 2009, AMN Healthcare Services, Inc. (the "Company") filed with the Securities and Exchange Commission (the "SEC") a Preliminary Proxy Statement in connection with a Special Meeting of Stockholders. The Preliminary Proxy Statement and Special Meeting relate to a proposal to be submitted to the Company's stockholders to approve an equity exchange program (the "Equity Exchange"). The Preliminary Proxy Statement does not constitute an offer to holders of the Company's outstanding equity awards to exchange such awards. The proposed Equity Exchange will only be consummated, if at all, if the Company's stockholders approve the proposal relating to the Equity Exchange at the Special Meeting.

**The Equity Exchange has not yet commenced. The Equity Exchange will be made only pursuant to a Tender Offer Statement on Schedule TO, including an Offer to Exchange and other related materials (the "Offering Materials"), which the Company intends to file with the SEC upon commencement of the Equity Exchange. Persons who may be eligible to participate in the Equity Exchange should read the Offering Materials when they become available because they will contain important information about the Equity Exchange, including the various terms and conditions of the Equity Exchange. The Company's stockholders and equity award holders will be able to obtain the written materials described above and other documents filed by the Company with the SEC free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov).**

**ITEM 12. EXHIBITS.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Preliminary Proxy Statement for Special Meeting of Stockholders (incorporated herein by reference to the Preliminary Proxy Statement on Schedule 14A filed with the SEC on October 16, 2009).
99.2	E-mail communication to executive team and eligible employees, dated October 16, 2009.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 16, 2009

**AMN HEALTHCARE SERVICES, INC.**

By: /s/ Susan R. Nowakowski  
\_\_\_\_\_  
Susan R. Nowakowski  
President and Chief Executive Officer

## INDEX OF EXHIBITS

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## FORM OF E-MAIL COMMUNICATION

**From:** Susan Nowakowski  
**Sent:** Friday, October 16, 2009  
**Subject:** Proxy being filed today

Dear executive team:

I have some very good news to share. Later today AMN will be filing a preliminary proxy with the SEC to begin the process to request shareholder approval for an equity (options & SARs) exchange offering. The following formal notification will be sent to all eligible equity holders to apprise them of the filing. There will of course be many questions from individuals and you should refrain from providing your opinion or attempting to translate the process. Most questions can be answered by reading the proxy document itself. There will be additional information provided to participants as the process progresses.

Thank you for your strong leadership and commitment to our clients, our team members and our shareholders, Susan

Today, AMN filed with the Securities and Exchange Commission (the "SEC") a Preliminary Proxy Statement in connection with a Special Meeting of our Stockholders. The Preliminary Proxy Statement and Special Meeting relate to a proposal to be submitted to AMN's stockholders to approve an equity exchange program (the "Equity Exchange").

To enhance long-term stockholder value, we need to maintain competitive employee compensation and incentive programs. We believe the Equity Exchange will provide us with an opportunity to restore for Eligible Employees the ability to participate economically in our future growth and success.

The Preliminary Proxy Statement does not constitute an offer to holders of the Company's outstanding equity awards to exchange such awards. The proposed Equity Exchange will only be consummated, if at all, if the Company's stockholders approve the proposal relating to the Equity Exchange at the Special Meeting.

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*Susan Nowakowski*  
*President & CEO*  
*AMN Healthcare, Inc. (NYSE: AHS)*