

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): September 26, 2019**

**AMN HEALTHCARE SERVICES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-16753**  
(Commission  
File Number)

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

**12400 High Bluff Drive, Suite 100  
San Diego, California 92130**  
(Address of principal executive offices) (Zip Code)

**(866) 871-8519**  
(Registrant's Telephone Number, Including Area Code)

**NOT APPLICABLE**  
(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.001 per share</b>	<b>AMN</b>	<b>NYSE</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On September 26, 2019, AMN Healthcare Services, Inc. (the “Company”) announced the proposed unregistered offering (the “Notes Offering”) by AMN Healthcare, Inc. (the “Issuer”) of \$300 million aggregate principal amount of senior unsecured notes due 2027.

The Company is disclosing under Item 7.01 the information attached as Exhibit 99.1, which information is incorporated by reference herein. This information, which has not been previously reported, is included in a preliminary offering memorandum that is being disseminated in connection with the Notes Offering.

This information shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

Exhibits.

99.1 [Certain Supplemental Financial Information.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

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

**AMN Healthcare Services, Inc.**

Date: September 26, 2019

By: /s/ Susan R. Salka

Susan R. Salka

*President & Chief Executive Officer*

### Certain Supplemental Financial Information

#### Introduction

Our historical financial statements do not reflect amounts attributable to any acquired entity for dates prior to such entity's acquisition. We completed our acquisitions of Silversheet Inc. on January 30, 2019 and Advanced Medical Personnel Services, Inc. on June 14, 2019 (the "acquired entities"). Accordingly, our historical consolidated financial data for the twelve months ended June 30, 2019 do not reflect amounts attributable to the acquired entities. As part of our preliminary offering memorandum that is being disseminated in connection with the Notes Offering, we are providing Further Adjusted EBITDA for the twelve months ended June 30, 2019 to give effect to the impact of our acquisitions of such acquired entities.

	For the Twelve Months Ended June 30, 2019
(dollars in thousands)	
Further Adjusted EBITDA	\$ 283,283

The following table shows the reconciliation of our Further Adjusted EBITDA to net income:

	For the Twelve Months Ended June 30, 2019
(dollars in thousands)	
<b>Net Income</b>	<b>\$ 126,522</b>
Income tax expense	40,328
Interest expense, net & other	16,170
Depreciation and amortization	47,173
<b>EBITDA(a)</b>	<b>230,193</b>
Acquisition and integration costs	10,617
Share-based compensation	13,558
Legal settlement accrual increases	12,140
<b>Adjusted EBITDA(a)</b>	<b>266,508</b>
EBITDA attributable to 2019 acquisitions(b)	16,775
<b>Further Adjusted EBITDA(a)</b>	<b>\$ 283,283</b>

- (a) EBITDA represents net income plus interest expense (net of interest income) and other, income tax expense and depreciation and amortization costs. Adjusted EBITDA represents EBITDA plus acquisition and integration costs, share-based compensation and legal settlement accrual increases. Further Adjusted EBITDA represents Adjusted EBITDA plus EBITDA attributable to acquisitions consummated during the twelve months ended June 30, 2019 for the portion of such period prior to the consummation of such acquisitions. Management believes that EBITDA, Adjusted EBITDA and Further Adjusted EBITDA provide an effective measure of the Company's results, as they exclude certain items that management believes are not indicative of the Company's operating performance. In addition, Further Adjusted EBITDA is a measure used in credit facilities. EBITDA, Adjusted EBITDA and Further Adjusted EBITDA are not intended to represent cash flows for the period, nor have they 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 EBITDA, Adjusted EBITDA and Further Adjusted EBITDA are not indicative of the Company's operating performance, these items do impact the statement of comprehensive income, and management therefore utilizes EBITDA, Adjusted EBITDA and Further Adjusted EBITDA as operating performance measures in conjunction with GAAP measures such as net income.
- (b) Under the terms of our term loan facility and revolving facility, we include EBITDA from our acquisitions, net of dispositions, in each fiscal year for the period prior to the applicable acquisition. We believe this provides our lenders with a more meaningful view of our EBITDA across all periods by making the information more comparable. For the twelve months ended June 30, 2019, we are including EBITDA attributable to our acquisitions of Silversheet Inc. and Advanced Medical Personnel Services, Inc. prior to our acquisitions thereof on January 30, 2019 and June 14, 2019, respectively. This amount is based on good faith estimates of management derived entirely from financial information provided by the management of the respective companies acquired in the relevant acquisition prior to our ownership and control of such companies. Accordingly, although we believe such information to be accurate, such information cannot be independently verified by our management, nor has such information been independently reviewed or audited by our auditors. We cannot assure you that the financial statements of companies we have acquired or will acquire would not be materially different if such statements were reviewed or audited by our auditors.