

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 3 TO  
SCHEDULE TO

TENDER OFFER STATEMENT  
UNDER SECTION 14(D)(1) OR 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

AMN HEALTHCARE SERVICES, INC.  
(Name of Subject Company and Filing Person)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

OPTIONS TO PURCHASE COMMON STOCK  
(Title of Class of Securities)

001744101  
(CUSIP Number of Class of Securities)

NONE  
(CUSIP Number of Class of Securities)

DONALD R. MYLL  
CHIEF ACCOUNTING OFFICER AND CHIEF FINANCIAL OFFICER  
AMN HEALTHCARE SERVICES, INC.  
12400 HIGH BLUFF DRIVE, SUITE 100  
SAN DIEGO, CALIFORNIA 92130  
(858) 792-0711

WITH A COPY TO:  
JOHN C. KENNEDY, ESQ.  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019  
(212) 373-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Bidder)

CALCULATION OF FILING FEE

TRANSACTION VALUATION(1)	AMOUNT OF FILING FEE(2)
\$180,000,000	\$14,562

(1) AMN Healthcare Services, Inc. intends to purchase, for cash, up to \$175.0 million of its common stock, par value \$0.01 per share, and up to \$5.0 million of certain vested and exercisable options to purchase its common stock.

(2) Previously paid.

Check 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: None      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:

This Amendment No. 3 ("Amendment No. 3") to Tender Offer Statement on Schedule TO relates to the offer by AMN Healthcare Services, Inc., a Delaware corporation (the "Company"), to purchase an aggregate of \$180.0 million of its securities consisting of (1) up to \$175.0 million of its common stock, par value \$0.01 per share ("Shares"), at a price of \$18.00 per Share, net to the seller in cash, without interest and (2) up to \$5.0 million of certain vested and exercisable options ("Options") to purchase Shares at a price equal to \$18.00, less the applicable exercise price of such Option, net to the seller in cash, without interest, in each case, upon the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase, dated September 19, 2003, and the related Letter of Transmittal, as amended. This Amendment No. 3 amends and supplements the Schedule TO filed by the Company on September 4, 2003 and amended on each of September 19, 2003 and October 2, 2003. This Amendment No. 3 is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934.

ITEM 12. EXHIBITS.

EXHIBIT NUMBER -----	DESCRIPTION -----
(a)(1)(U)	Press Release, dated as of October 9, 2003, by the Company.

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 9, 2003

AMN HEALTHCARE SERVICES, INC.

By: /s/ Donald R. Myll

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Donald R. Myll  
Chief Financial Officer and  
Chief Accounting Officer

EXHIBIT INDEX

EXHIBIT NUMBER

DESCRIPTION

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(a)(1)(U)

Press Release, dated as of October 9, 2003,  
by the Company.

## PRESS RELEASE

Contact: Donald R. Myll or Joseph F. Marino  
(866) 861-3229

AMN HEALTHCARE SERVICES, INC. ANNOUNCES  
PRELIMINARY RESULTS OF SELF TENDER OFFER

San Diego, CA (October 9, 2003) - AMN Healthcare Services, Inc. (NYSE: AHS) today announced the preliminary results of its tender offer, which expired yesterday at 12:00 midnight, Eastern Time. In the tender offer, AMN offered to purchase up to an aggregate of \$180.0 million of securities, consisting of \$175.0 million of shares of its common stock, par value \$0.01 per share, and \$5.0 million of vested and exercisable employee stock options with exercise prices of less than \$18.00 per share. The purchase price for common stock in the tender offer was \$18.00 per share, and the purchase price for stock options was equal to \$18.00 per option less the applicable exercise price of such option, in each case, net to the seller in cash, without interest.

Based on a preliminary count by Mellon Investor Services LLC, the depository for the tender offer, 32,296,646 shares of common stock, representing an aggregate purchase price of approximately \$581.3 million, were properly tendered and not withdrawn, and an additional 7,076,734 shares of common stock, representing an aggregate purchase price of approximately \$127.4 million, were tendered through notice of guaranteed delivery. AMN expects that a portion of the shares tendered through notice of guaranteed delivery will ultimately not be delivered to the depository and therefore will not represent validly tendered shares. In addition, stock options to purchase 1,249,809 shares of common stock, representing an aggregate purchase price of approximately \$15.8 million, were properly tendered and not withdrawn. AMN expects to accept for purchase approximately 9,722,222 shares of common stock for an aggregate purchase price of approximately \$175.0 million and stock options to purchase approximately 376,029 shares of common stock for an aggregate purchase price of approximately \$5.0 million.

The shares of common stock expected to be purchased represent approximately 25.7% of AMN's 37,842,562 shares of common stock authorized and issued as of October 8, 2003. The stock options to be purchased represent approximately 12.0% of the 3,138,030 stock options eligible to be tendered as of September 2, 2003. As a result of the completion of the tender offer, immediately following payment for the tendered shares of common stock and stock options, AMN expects that 28,120,340 shares of its common stock will be authorized and issued, and that, of the stock options eligible to be tendered, stock options to purchase approximately 2,762,001 shares of its common stock will remain authorized and issued.

Payment for shares of common stock and stock options accepted for purchase will be made after the final results of the tender offer have been determined.

## ABOUT AMN

AMN is the largest nationwide provider of travel healthcare staffing services. AMN recruits nurses and allied health professionals nationally and internationally and places them on temporary assignments, typically for 13 weeks, at acute-care hospitals and healthcare facilities throughout the United States.

## CAUTIONARY STATEMENT

This press release contains certain "forward-looking statements." AMN has tried, whenever possible, to identify these forward-looking statements using words such as "anticipates," "believes," "estimates," "projects," "expects," "plans," "intends" and similar expressions. Similarly, statements herein that describe AMN's business strategy, outlook, objectives, plans, intentions or goals are also forward-looking statements. Accordingly, such forward-looking statements involve known and unknown risks, uncertainties and other factors which could cause AMN's actual results, performance or achievements to differ materially from those expressed in, or implied by, such statements. These risks and uncertainties may include, but are not limited to: AMN's ability to continue

to recruit and retain qualified temporary healthcare professionals and ability to attract and retain operational personnel; AMN's ability to enter into contracts with hospitals and other healthcare facility clients on terms attractive to AMN and to secure orders related to those contracts; the attractiveness to hospitals and healthcare facility clients of AMN's services; changes in the timing of hospital and healthcare facility clients' orders for and AMN's placement of temporary healthcare professionals; the general level of patient occupancy at AMN's hospital and healthcare facility clients' facilities; the overall level of demand for services offered by temporary healthcare providers; AMN's ability to successfully implement its acquisition and integration strategies; the effect of existing or future government regulation of the healthcare industry, and AMN's ability to operate in compliance with these regulations; the impact of medical malpractice and other claims asserted against AMN; and AMN's ability to carry out its business strategy, including adapting to an increasingly competitive environment. These statements reflect AMN's current beliefs and are based upon information currently available to it. Be advised that developments subsequent to this release are likely to cause these statements to become outdated with the passage of time.