

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/15/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [AHS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,040,638	I	See footnotes ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Conditional Convertible Preferred Stock	12/15/2010 ⁽³⁾	09/01/2020 ⁽³⁾	Common Stock 3,423,709	(3)	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Restricted Stock Units	(5)	(5)	Common Stock 6,275	0 ⁽⁶⁾	I	See footnotes ⁽¹⁾⁽⁵⁾⁽⁶⁾
Stock Appreciation Rights	(7)	08/31/2020	Common Stock 5,397	4.55	I	See footnotes ⁽¹⁾⁽⁷⁾

1. Name and Address of Reporting Person*
GOLDMAN SACHS GROUP INC
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GOLDMAN SACHS & CO
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GSUIG, L.L.C.
 (Last) (First) (Middle)
200 WEST STREET
 (Street)
NEW YORK NY 10282
 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. See Exhibit 99.1.
2. See Exhibit 99.1.
3. See Exhibit 99.1.
4. See Exhibit 99.1.
5. See Exhibit 99.1.
6. See Exhibit 99.1.
7. See Exhibit 99.1.

[/s/ Kevin P. Treanor, Attorney-in-fact](#) 12/17/2010

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** 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 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley, and Anthony DeRose, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 6, 2008.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Executive Vice President and General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley, and Anthony DeRose, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 6, 2008.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Managing Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSUIG, L.L.C. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kotic, Rachel Parrish, Justine Hansen, Kevin P. Treanor and Anthony DeRose (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 8, 2009.

GSUIG, L.L.C.

By: /s/ Richard Friedman

Name: Richard Friedman

Title: Director

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSUIG, L.L.C. ("GSUIG", and together with GS Group and Goldman Sachs, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 28,184 shares of common stock, par value \$0.01 per share (the "Common Stock"), of AMN Healthcare Services, Inc. (the "Company"). Goldman Sachs and GS Group may be deemed to beneficially own indirectly 3,012,454 shares of Common Stock by reason of the direct beneficial ownership of such shares by GSUIG. GS Group is the sole member of GSUIG and Goldman Sachs serves as the investment manager for GSUIG. Goldman Sachs also holds open short positions of 356,882 shares of Common Stock.

(3) The Series A Conditional Convertible Preferred Stock (the "Preferred Stock") became convertible upon receipt of stockholder approval on December 15, 2010. Each share of Preferred Stock may be converted on any date, from time to time, at the option of the holder thereof, into the number of shares of Common Stock equal to the number obtained by dividing (x) the sum of (A) the liquidation preference (which is initially \$10 per share) plus (B) except to the extent paid in cash by the Issuer as contemplated by Section 6(c) of the Certificate of Designations filed by the Company with the Secretary of State of Delaware on August 31, 2010 (the "Certificate of Designations") at the time of the conversion, an amount per share of Preferred Stock equal to the accrued but unpaid dividends to which such holder of shares of Preferred Stock is entitled to receive pursuant to Section 4(b) of the Certificate of Designations, but excluding, the conversion date, if any, by (y) the conversion rate in effect at such time (which is initially 10). Additionally, the Preferred Stock will automatically convert into shares of Common Stock on the earlier to occur of (i) if the trading price of the Common Stock is greater than or equal to \$10.00 per share for 30 consecutive trading days and (ii) the tenth anniversary of the original issue date, which was September 1, 2010. The Certificate of Designations does not permit issuance of fractional shares upon conversion of the Preferred Stock and such fractional shares are cash settled as set forth therein.

(4) Goldman Sachs and GS Group may be deemed to beneficially own indirectly 3,423,709 shares of the Preferred Stock by reason of the direct beneficial ownership of such shares by GSUIG. On July 28, 2010, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which the Company acquired NF Investors, Inc. ("NFI") on September 1, 2010. Pursuant to the Merger Agreement, 809,140.7 shares of the Preferred Stock were issued in exchange for GSUIG's interest in NFI, but such 809,140.7 shares of Preferred Stock were held in escrow and are subject to forfeiture following the closing of the transactions contemplated by the Merger Agreement to satisfy claims arising with respect to indemnification obligations and transaction consideration adjustments. 24,363 of such shares of Preferred Stock are being released from such escrow to the Company as a consideration adjustment pursuant to Section 3.4 of the Merger Agreement; 103,396.2 of such shares of Preferred Stock are being released from such escrow to GSUIG as a consideration adjustment pursuant to Section 3.4 of the Merger Agreement; and 681,381.5 of such shares of Preferred Stock continue to be held in escrow and continue to be subject to forfeiture following the closing of the transactions contemplated by the Merger Agreement to satisfy claims arising with respect to indemnification obligations and transaction consideration adjustments.

(5) GS Group may be deemed to beneficially own 6,275 Restricted Stock Units that were granted to Martin Chavez, a former managing director of Goldman Sachs in his capacity as a director of the Company, pursuant to the AMN Healthcare Equity Plan. The Restricted Stock Units vest in the incremental amount of 33% on the earlier of the first anniversary of the grant date or the date of the Company's annual meeting of stockholders the first year following the grant; 34% on the earlier of the second anniversary of the grant date or the date of the Company's annual meeting of stockholders the second year following the grant; and 33% on the earlier of the third anniversary of the grant date or the date of the Company's annual meeting of stockholders the third year following the grant. The Restricted Stock Units do not have an expiration date. Mr. Chavez has an understanding with GS Group pursuant to which such Restricted Stock Units are held for the sole benefit of GS Group.

(6) Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.

(7) GS Group may be deemed to beneficially own 5,397 Stock Appreciation Rights that were granted to Mr. Chavez in his capacity as a director of the Company. The Stock Appreciation Rights may be exercised on and after the earlier of the Company's 2011 annual meeting of stockholders or the first anniversary of such grant date. Mr. Chavez has an understanding with GS Group pursuant to which such Stock Appreciation Rights are held for the sole benefit of GS Group.

