### SEC Form 4

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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

### 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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

|   | Estimated average burden |      |
|---|--------------------------|------|
|   | hours per response:      | 0.5  |
| l |                          | <br> |

| 1. Name and Address of Reporting Person*   |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>AMN HEALTHCARE SERVICES INC [ | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                                   |                       |  |  |  |  |
|--|---------|----------|---|--|-----------------------------------|-----------------------|--|--|--|--|
| <u>SALKA SUSAN R</u>   |         |          | AHS   | X  | Director                          | 10% Owner             |  |  |  |  |
| (Last) (First) (Middle)<br>12400 HIGH BLUFF DRIVE                                |         | (Middle) |   | x  | Officer (give title below)        | Other (specify below) |  |  |  |  |
|  |         | (mudic)  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/05/2016                      |  | President and CEO                 |                       |  |  |  |  |
| (Street)   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            | 6. Indiv<br>Line)  | idual or Joint/Group Filing       | (Check Applicable     |  |  |  |  |
| SAN DIEGO  | CA      | 92130    |   | X  | Form filed by One Repo            | rting Person          |  |  |  |  |
| (City)   | (State) | (Zip)    |   |  | Form filed by More than<br>Person | One Reporting         |  |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |         |          |   |  |                                   |                       |  |  |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | Owned Following                                  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|-----------------------------|---|---|---------------|-------|--|---|---|
|                                 |  | Code                        | v | Amount  | (A) or<br>(D) | Price | - Reported<br>Transaction(s)<br>(Instr. 3 and 4) |   | (11150.4)   |

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of     |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)    | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock<br>Units                        | (1)   | 12/05/2016                                 |   | A                            |   | 29,917 |     | (2)  | (3)                | Common<br>Stock   | 29,917                                 | \$0.00  | 29,917   | D  |  |

### Explanation of Responses:

1. The Restricted Stock Units were granted pursuant to the AMN Healthcare Equity Plan. Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.

The Restricted Stock Units were granted on December 5, 2016 and vest on the third anniversary of the grant date, provided, however, the Restricted Stock Units shall vest on an accelerated basis thirteen months after the grant date, in the incremental amount of 33% should the Company achieve or exceed a certain specified earnings before interest, taxes, depreciation and amortization (EBITDA) target for the 2017 fiscal year, and on the second anniversary of the grant date in the amount of 34% should the Company achieve or exceed the specified EBITDA target for the 2018 fiscal year.
 Restricted Stock Units do not have an expiration date.

#### **Remarks:**

### <u>/s/ Susan R. Salka</u>

\*\* Signature of Reporting Person

12/07/2016

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).

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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Unit represents a contir