# 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	
hours per response:	0.5

1. Name and Address of Reporting Person* SALKA SUSAN R			2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [ AMN ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 8840 CYPRESS WATERS BLVD., SUITE 300		. ,	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2018	X	Officer (give title below) President and (	Other (specify below) CEO		
(Street) COPPELL			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	X Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)			Person			

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (	Transaction Disposed Of (D) (Ins Code (Instr. 5)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/15/2018		A <sup>(1)</sup>		44,076	A	\$0.00	249,425	D	
Common Stock	02/15/2018		F <sup>(2)</sup>		17,343	D	\$53.9	232,082	D	
Common Stock	02/15/2018		<b>M</b> <sup>(3)</sup>		9,873	A	\$0.00	241,955	D	
Common Stock	02/15/2018		F <sup>(2)</sup>		3,885	D	\$53.9	238,070	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	02/15/2018		М			9,873	(5)	(6)	Common Stock	9,873	\$0.00	20,044	D	
Deferred Restricted Stock Units	(4)	02/15/2018		М			11,377	(7)	(6)	Common Stock	11,377	\$0.00	11,042	D	

#### Explanation of Responses:

1. The acquisition of Common Stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 5, 2015. The ultimate number of PRSUs that could have been earned and vested under this award depended on the Company achieving or exceeding, on a consolidated basis, a certain specified adjusted earnings before interest, taxes, depreciation and amortization, divided by gross revenue and expressed as a percentage ("Adjusted EBITDA Margin") as of December 31, 2017 for the one-year period beginning on January 1, 2017 and ended December 31, 2017. The maximum amount of PRSUs for this award were deemed earned and vested.

2. Number of shares withheld for tax purposes.

3. Common Stock acquired on the vesting of Restricted Stock Units ("RSUs").

4. The RSUs identified in this row were granted pursuant to the AMN Healthcare Equity Plan. Each RSU represents a contingent right to receive one share of Common Stock.

5. The RSUs identified in this row were granted on December 5, 2016 and vest on the third anniversary of the grant date, provided, however, the RSUs 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.

6. RSUs do not have an expiration date

7. The deferred RSUs identified in this row were granted on December 9, 2015 and vest on the third anniversary of the grant date, provided, however, the RSUs 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 EBITDA target for the 2016 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 2017 fiscal year.

#### Remarks:

/s/ Susan R. Salka

02/20/2018

\*\* 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 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.

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.