SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number: 32 Estimated average burder			
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:			
or Section 30(h) of the Investment Company Act of 1940				

1. Name and Address of Reporting Perso <u>Hagan Mark Christopher</u> (Last) (First)		•	2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [AMN] 3. Date of Earliest Transaction (Month/Day/Year) 02/02/0024		ationship of Reporting P (x all applicable) Director Officer (give title below) Chief Information	10% Owner Other (specify below)	
12400 HIGH B (Street) SAN DIEGO	0 HIGH BLUFF DRIVE, SUITE 500	02/22/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	Chief Information and Digital vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication			lan that is intended to	

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	02/22/2024		A ⁽¹⁾		5,154	A	\$ <mark>0</mark>	29,928	D		
Common Stock	02/22/2024		F ⁽²⁾		1,879	D	\$59.16	28,049	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

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 Deriv Secu Acqu (A) o Dispe of (D	vivative (Month/Day/Year) icurities quired) or sposed (D) str. 3, 4		Expiration Date Amount of			8. Price of Derivative Security (Instr. 5)	rity Securities	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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 4, 2021. The ultimate number of PRSUs that could have been earned and vested under this award depended on the Company achieving or exceeding, annual year-over-year performance targets based, on a consolidated basis, a certain specified adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") over a three-year period beginning on January 1, 2021 and ended December 31, 2023. As a result, 134% of the target amount of PRSUs for this award were deemed earned and vested.

2. Number of shares withheld for tax purposes.

Remarks:



02/26/2024

** Signature of Reporting Person E

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.

ם Date