

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 WASHINGTON, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**AMN HEALTHCARE SERVICES, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
 (State or other jurisdiction of  
 incorporation or organization)

**06-1500476**  
 (IRS Employer  
 Identification No.)

**12400 High Bluff Drive, Suite 100**  
**San Diego, California 92130**  
 (Address, including zip code, of Registrant's principal executive offices)

**AMN Healthcare Equity Plan, As Amended and Restated**  
 (Full title of the plan)

**Denise L. Jackson, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**AMN Healthcare Services, Inc.**  
**12400 High Bluff Drive, Suite 100**  
**San Diego, California 92130**  
**(866) 871-8519**  
 (Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*  
**John C. Kennedy, Esq.**  
**Paul, Weiss, Rifkind, Wharton & Garrison LLP**  
**1285 Avenue of the Americas**  
**New York, New York 10019-6064**  
**(212) 373-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	3,435,052 shares(2)	\$5.97	\$20,507,260.44	\$2350.13

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions. The registrant has previously registered 5,908,900 shares of Common Stock that may be issued under the AMN Healthcare Equity Plan, as Amended and Restated (the "Equity Plan"), on registration statement Nos. 333-133227, 333-142187 and 333-158523. The registration fees for the previously registered shares were paid at the time such registration statements were filed.
- (2) Represents 3,435,052 shares of Common Stock reserved for issuance under the Equity Plan.
- (3) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share was determined based on the average of the high and low prices of the Common Stock as reported by the New York Stock Exchange on April 16, 2012.
- (4) Estimated solely for computing the registration fee in accordance with Rule 457(c) and 457(h) under the Securities Act.

## EXPLANATORY NOTE

AMN Healthcare Services, Inc. (the “Company,” “we,” “us,” or “our”) has prepared this Registration Statement on Form S-8 (the “Registration Statement”) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), to increase by 3,435,052 the number of shares of our common stock, par value \$0.01 per share (the “Common Stock”), registered under the AMN Healthcare Equity Plan, as Amended and Restated (the “Equity Plan”).

Upon the effectiveness of this Registration Statement, a total of 9,343,952 shares of Common Stock issuable under the Equity Plan will be registered (which represents the original authorized 723,275 shares of Common Stock, registered on April 12, 2006, as increased by 3,042,750 shares registered on April 18, 2007, as increased by the additional 2,142,875 registered on April 10, 2009, as further increased by the additional 3,435,052 shares being registered hereby (including 1,035,052 shares forfeited, canceled or terminated other than by exercise under the Company’s Stock Option Plan from April 1, 2009 through March 31, 2012)).

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### **Item 3. Incorporation of Documents by Reference**

Pursuant to General Instruction E to Form S-8, the contents of our Registration Statements on Form S-8 (File Nos. 333-133227, 333-142187 and 333-158523) previously filed by us with the Securities and Exchange Commission (the “Commission”) on April 12, 2006, April 18, 2007 and April 10, 2009, respectively, with respect to the shares of Common Stock reserved for issuance under the Equity Plan are incorporated by reference into this Registration Statement. The following documents filed with the Commission by us are also incorporated by reference in this Registration Statement:

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Commission on March 9, 2012, including portions of our proxy statement for the 2012 annual meeting of stockholders, filed on March 9, 2012, to the extent specifically incorporated by reference therein.
2. Our Current Report on Form 8-K dated February 24, 2012, filed with the Commission on February 27, 2012.
3. Our Current Report on Form 8-K dated April 5, 2012, filed with the Commission on April 9, 2012.
4. Our Current Report on Form 8-K dated April 18, 2012, filed with the Commission on April 20, 2012.
5. The description of the Common Stock set forth in our Registration Statement on Form 8-A filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on October 26, 2001, and any amendment or report filed for the purpose of updating any such description.

In addition, all reports and documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from the date of the filing of such documents.

For purposes of clarity, any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein and to be a part hereof shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed amendment to this Registration Statement or in any document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded to constitute a part of this Registration Statement.

### **Item 8. Exhibits**

- 5.1 Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP as to the legality of the shares of Common Stock.\*
- 10.1 AMN Healthcare Equity Plan, as Amended and Restated (incorporated by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K dated April 18, 2012, filed with the Commission on April 20, 2012).
- 23.1 Consent of Independent Registered Public Accounting Firm.\*
- 23.2 Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1).\*
- 24.1 Power of Attorney (included on signature page hereto).\*

\* Filed herewith.



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## INDEX TO EXHIBITS

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- 23.1 Consent of Independent Registered Public Accounting Firm.\*
- 23.2 Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1).\*
- 24.1 Power of Attorney (included on signature page hereto).\*

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\* Filed herewith.

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

1285 Avenue of the Americas  
New York, NY 10019-6064  
(212) 373-3000 (Phone)  
(212) 757-3990 (Direct Fax)

April 20, 2012

AMN Healthcare Services, Inc.  
12400 High Bluff Drive, Suite 100  
San Diego, California 92130

Ladies and Gentlemen:

We have acted as special counsel to AMN Healthcare Services, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company, filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"). You have asked us to furnish our opinion as to the legality of securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of 3,435,052 shares of common stock, par value \$0.01 per share, of the Company (the "Shares") reserved for issuance under the AMN Healthcare Equity Plan, as Amended and Restated (the "Plan").

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. the Registration Statement;
2. the Plan and the forms of award agreements (collectively, the "Agreements") relating to awards to acquire Shares granted under the Plan;
3. the Amended and Restated Certificate of Incorporation of the Company, included as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Commission on March 18, 2002; and
4. the Seventh Amended and Restated By-laws of the Company, included as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, filed with the Commission on July 30, 2010.

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including copies of resolutions of the board of directors of the Company relating to the issuance of the Shares, certified by the Company and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinions expressed below. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents and upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated qualifications, we are of the opinion that, when issued in accordance with the terms of the Plan and any applicable Agreement, the 3,435,052 Shares so issued in respect of the Plan will be duly authorized, validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Paul, Weiss, Rifkind, Wharton & Garrison LLP  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
AMN Healthcare Services, Inc.:

We consent to the use of our reports dated March 9, 2012, with respect to the consolidated balance sheets of AMN Healthcare Services, Inc. (the Company) and its subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity and comprehensive loss, and cash flows for each of the years in the three-year period ended December 31, 2011, and the related financial statement schedule of valuation and qualifying accounts, and the effectiveness of internal control over financial reporting as of December 31, 2011, incorporated herein by reference.

/s/ KPMG LLP

San Diego, California  
April 20, 2012