

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Marsh Martha H.</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [ AMN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/19/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
9769 WEXFORD CIRCLE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GRANITE BAY CA 95746</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/19/2024		M <sup>(1)</sup>		1,681	A	\$0	27,179	D	
Common Stock	04/19/2024		M <sup>(2)</sup>		6,275	A	\$0	33,454	D	
Common Stock	04/19/2024		M <sup>(3)</sup>		22,575	A	\$0	56,029	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	04/19/2024		M			1,681	(5)	(6)	Common Stock	1,681	\$0	0	D	
Restricted Stock Units	(7)	04/19/2024		M			6,275	(8)	(6)	Common Stock	6,275	\$0	0	D	
Restricted Stock Units	(9)	04/19/2024		M			22,575	(10)	(6)	Common Stock	22,575	\$0	0	D	

**Explanation of Responses:**

- AMN Common Stock acquired on the vesting of Restricted Stock Units ("RSUs").
- The acquisition of Common Stock set forth in this row resulted from the deferred release of a RSU award granted on September 21, 2010. The reporting person elected to defer receipt of these RSUs until her retirement from the Company's Board of Directors.
- The acquisition of Common Stock set forth in this row resulted from the deferred release of a RSU award granted on April 18, 2012. The reporting person elected to defer receipt of these RSUs until her retirement from the Company's Board of Directors.
- The RSUs were granted pursuant to the AMN Healthcare 2017 Equity Plan. Each RSU represents a contingent right to receive one share of AMN Common Stock.
- The RSUs identified in this row were granted on May 17, 2023 and vest on the earlier of (i) the one year anniversary of the grant date, or (ii) the date of the Company's Annual Meeting of Shareholders in 2024. Accordingly, the number of RSUs identified in this row vested on April 19, 2024.
- RSUs do not have an expiration date.
- The RSUs were granted pursuant to the AMN Healthcare Equity Plan. Each RSU represents a contingent right to receive one share of AMN Common Stock
- The Restricted Stock Units were granted on September 21, 2010 and vest in the incremental amount of 33% on the earlier of (i) April 13, 2011 or (ii) the date of the Company's 2011 Annual Meeting of Stockholders; 34% on the earlier of (i) April 13, 2012 or (ii) the date of the Company's 2012 Annual Meeting of Stockholders; and 33% on the earlier of (i) April 13, 2013 or (ii) the date of the Company's 2013 Annual Meeting of Stockholders.
- 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 RSUs were granted on April 18, 2012 and vest on the earlier of (i) the one year anniversary of the grant date, or (ii) the date of the Company's 2013 Annual Meeting of Shareholders.

**Remarks:**

/s/ Whitney M. Laughlin, as attorney-in-fact on behalf of Martha H. Marsh 04/23/2024

\*\* 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.

