## SEC Form 4

# 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 3235-0287 OMB Number Estimated average burden hours per response 0.5

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1. Name and Add SALKA SU	Iress of Reporting F J <u>SAN R</u>	Person*	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 X Officer (give title Other (specify
(Last)(First)(Middle)8840 CYPRESS WATERS BLVD., SUITE 300		( )	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2019	President and CEO
(Street) COPPELL (City)	TX (State)	75019 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting 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)			4. Securities A Disposed Of (			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	03/20/2019		М		58,185	A	\$8.78	265,871	D	
Common Stock	03/20/2019		D		29,439(1)	D	\$47.32	236,432	D	
Common Stock	03/20/2019		<b>S</b> <sup>(2)</sup>		28,746	D	\$48.048 <sup>(3)</sup>	207,686	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				
Stock Appreciation Rights	\$8.78	03/20/2019		M <sup>(4)</sup>			58,185	(5)	02/02/2020	Common Stock	58,185	\$0.00	58,184	D	

#### Explanation of Responses:

1. A Stock-Settled Appreciation Right ("SSAR") entitles the Grantee to the right to receive shares of AMN's Common Stock ("Stock") having a value equal to the excess of the Fair Market Value of the closing price of the Stock on the trading day prior to the date of exercise over the Exercise Price multiplied by the number of SSARs exercised. The number set forth in this row represents the difference between the number of SSARs exercised (58,185), and the number of shares of Stock issued as a result of the exercise (28,746).

2. The sale of 28,746 shares of Stock set forth in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

3. The price reported in this row represents a weighted average price of \$48.048 per share. These shares were sold in multiple transactions at prices ranging from \$48.00 to \$48.28, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

4. The exercise of derivative securities reported in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

5. The SSARs set forth in this row were granted on February 2, 2010 pursuant to the AMN Healthcare Equity Plan and vested in three equal installments on the first, second and third anniversary of the grant date.

**Remarks:** 

<u>/s/ Susan R. Salka</u>	
** Signature of Reporting Person	

03/22/2019 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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