

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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, CA 92130****(866) 871-8519**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

AMN Healthcare Services, Inc. Stock Option Plan

(Full title of the plan)

Denise L. Jackson, General Counsel**AMN Healthcare Services, Inc.****12400 High Bluff Drive, Suite 100****San Diego, CA 92130**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPY 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****CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$.01 per share	2,000,000 shares(1)	\$14.57(2)	\$29,140,000(2)	\$3,692.04

- (1) Represents additional shares of common stock reserved for issuance under AMN Healthcare Services, Inc. Stock Option Plan. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended. The Proposed Maximum Offering Price Per Share was determined by averaging the high and low prices of the common stock par value as reported on the New York Stock Exchange composite tape on July 23, 2004.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, the registrant, AMN Healthcare Services, Inc., Inc. (the "Registrant"), is filing this registration statement with respect to the issuance of an additional 2,000,000 shares of its common stock, par value \$.01 per share (the "Common Stock") under its 2001 Stock Option Plan (the "Plan"). On November 16, 2001, the Registrant filed a registration statement (the "Original Registration Statement") on Form S-8 (File No. 333-73482) with respect to the issuance of shares of Common Stock under the Plan. On May 18, 2004, at the annual meeting of shareholders, the shareholders approved the amendment and restatement of the Company's 2001 Stock Option Plan to (i) change its name from AMN Healthcare Services, Inc. 2001 Stock Option Plan to AMN Healthcare Services, Inc. Stock Option Plan and (ii) increase the total number of shares authorized for issuance from 2,178,013 to 4,178,013. The contents of the Original Registration Statement are hereby incorporated in this registration statement by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on July 27, 2004.

AMN HEALTHCARE SERVICES, INC.
(Registrant)

By: /s/ Steven C. Francis
Steven C. Francis
Chief Executive Officer

POWER OF ATTORNEY

The officers and directors of AMN Healthcare Services, Inc. whose signatures appear below hereby constitute and appoint Steven C. Francis and Donald R. Myll, and each of them (with full power to each of them to act alone), their true and lawful attorneys-in-fact, with full powers of substitution and resubstitution, to sign and execute on behalf of the undersigned any and all amendments, including any post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and each of the undersigned does hereby ratify and confirm all that said attorneys-in-fact shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below on July 27, 2004, by the following persons in the capacities indicated.

<u>Signature</u>	<u>Titles</u>
<u>/s/ Steven C. Francis</u> Steven C. Francis	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Donald R. Myll</u> Donald R. Myll	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Robert B. Haas</u> Robert B. Haas	Chairman of the Board of Directors
<u>/s/ Douglas D. Wheat</u> Douglas D. Wheat	Director
<u>/s/ Susan R. Nowakowski</u> Susan R. Nowakowski	Director

INDEX TO EXHIBITS

Exhibits

- 4.1 Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to the Registrant's Form 10-K filed with the Commission on March 18, 2002 (SEC File No. 1-16753)).
- 4.2 Amended and Restated By-laws of the Registrant (incorporated herein by reference to the Registrant's Form 10-K filed with the Commission on March 11, 2004 (SEC File No. 1-16753)).
- 4.3 Registrants' Stock Option Plan (incorporated herein by reference to the Registrant's Proxy Statement, Schedule 14A filed with the Commission on April 14, 2004 (SEC File No. 1-16753)).
- 5.1* Opinion of Denise L. Jackson, Esq. regarding the legality of the Common Stock being registered.
- 23.1* Consent of KPMG LLP
- 23.2* Consent of Denise L. Jackson, Esq. (included in Exhibit 5.1)
- 24.1* Power of Attorney (included on signature page).

* Filed herewith.

[Letterhead of AMN Healthcare Services, Inc.]

July 27, 2004

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

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 (the "Registration Statement") of AMN Healthcare Services, Inc., a Delaware corporation (the "Company"), filed today with the Securities and Exchange Commission (the "Commission") in accordance with the Securities Act of 1933, as amended (the "Act"), and the rules and regulations under the Act (the "Rules"), as General Counsel of the Company, I have been requested by the Company to furnish my opinion as to the legality of up to 2,000,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Shares"), registered for issuance under the Registration Statement. All of the Shares are reserved for issuance under the Company's Stock Option Plan, which was formerly known as the Company's 2001 Stock Option Plan (the "Plan").

In connection with this opinion, I have examined originals or copies, certified or otherwise identified to my satisfaction, of the following documents (collectively, the "Documents"): (i) the Registration Statement, (ii) the Amended and Restated Certificate of Incorporation of the Company (the "Charter"), (iii) the By-laws of the Company, (iv) the Plan, (v) the form of stock option agreement related to the Plan provided to me by the Company and (vi) those corporate records, agreements and other instruments of the Company, and all other certificates, agreements and documents, that I have considered relevant and necessary as a basis for the opinion expressed in this letter.

In my examination of the Documents, I have assumed, without independent investigation: (a) the genuineness of all signatures, (b) the enforceability of the Documents against each party to them, (c) the legal capacity of all individuals who have executed any of the Documents, (d) the authenticity of all documents submitted to me as originals, (e) the conformity to original documents of all documents submitted to me as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, (f) the authenticity of all these latter documents (including, without limitation, that there has been no oral or written modification or waiver to any of the documents reviewed) and (g) that the Shares will not be issued or transferred in violation of any restriction or limitation contained in the Charter. As to certain matters of fact (both express and implied), I have relied on representations, statements or certificates of officers of the Company.

Based upon the above, and subject to the stated assumptions, I am of the opinion that, when issued in accordance with the terms of the Plan and any applicable stock option agreements, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

My opinion expressed above is limited to the laws of the State of California and the General Corporation Law of the State of Delaware. My opinion is rendered only with respect to the laws and the rules, regulations and orders under them, which are currently in effect. Please be advised that I am not admitted to practice law in the State of Delaware.

I consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to my name under the caption "Legal Matters" in (i) the prospectus to be distributed to participating employees as required by Rule 428(b)(1) under the Act and (ii) the prospectus included in the Registration Statement. In giving this consent, I do not agree or admit that I come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Denise L. Jackson

Denise L. Jackson
General Counsel

[Letterhead of KPMG LLP]**Consent of Independent Registered Public Accounting Firm**

The Board of Directors
AMN Healthcare Services, Inc.:

We consent to the use of our reports dated February 27, 2004, with respect to the consolidated balance sheets of AMN Healthcare Services, Inc. and subsidiaries (the Company) as of December 31, 2003 and 2002, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2003, and the related financial statement schedule, incorporated herein by reference. Our report on the consolidated financial statements refers to a change in the Company's method of accounting for goodwill in 2002.

/s/ KPMG LLP

San Diego, California
July 26, 2004