

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AMN HEALTHCARE SERVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

06-1500476

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

12235 EL CAMINO REAL, SUITE 200, SAN DIEGO, CA

92130

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. []

Securities Act registration file number to which this form relates (if
applicable): 333-65168

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

Common Stock, par value \$.01 per share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information required by this Item 1 is incorporated by
reference to the information set forth under "Description of Capital Stock" in
the Registrant's Registration Statement on Form S-1 (File No. 333-65168) under
the Securities Act of 1933, as amended, as filed with the Securities and
Exchange Commission on July 16, 2001, and as amended on each of August 21, 2001,
September 14, 2001 and October 19, 2001 (the "Registration Statement"). Such
information also will appear in the Registrant's prospectus that forms a part of
the Registration Statement, and such prospectus is incorporated by reference.

ITEM 2. EXHIBITS.

All of the following exhibits have been filed as exhibits to
the Registration Statement, and are hereby incorporated by reference.

EXHIBIT NUMBER

DESCRIPTION OF EXHIBIT

3.1

Amended and Restated Certificate of Incorporation of

the Registrant (incorporated by reference to exhibit 3.1 of the Registration Statement).

3.2 By-laws of the Registrant (incorporated by reference to exhibit 3.2 of the Registration Statement).

4.1 Specimen Common Stock Certificate (incorporated by reference to exhibit 4.1 of the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: October 26, 2001

AMN HEALTHCARE SERVICES, INC.

By: /s/ Steven C. Francis

Name: Steven C. Francis
Title: President and Chief Executive Officer

INDEX TO EXHIBITS

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