FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPE | ROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* Henderson Ralph | | | | AN | 2. Issuer Name and Ticker or Trading Symbol AMN HEALTHCARE SERVICES INC AMN | | | | | | | | | | all app Direct | licable) tor er (give title | Other | Owner (specify | |
|---|--|--|---------------|---|---|--|---|--------|-------------------------------------|--|--|-------------|-------|------------------|---|---|--|---|--|
| (Last) (First) (Middle) 8840 CYPRESS WATERS BLVD. SUITE 300 | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/15/2020 | | | | | | | | | A | belov Pr | , | below Svc. & Staffin | , | | |
| (Street) DALLAS (City) | S T2 | | 75019 Zip) | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | r) | | individual or Joint/Group Filing (Check Applicable ine) 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. Transa Date (Month/D | | | | | Day/Year) if a | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Transaction Dispose Code (Instr. 5) | | ities Acquired (A d Of (D) (Instr. 3, | | | 4 and Sed Bei | | ount of ties cially I Following ed | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | Code | | | v | Amount | (4 | A) or D) | Price | | Transaction(s) (Instr. 3 and 4) | | | , | |
| Common Stock | | | | 01/15/2020 | | | | | S ⁽¹⁾ | | 8,716 | 5 | D \$6 | | 20,013 | | 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) | ive Conversion Date Execution Date, or Exercise (Month/Day/Year) if any | | | ransaction of Deriv Secu Acqu (A) o Disp of (D) (Inst and | | r osed : 3, 4 | 6. Date Expiration (Month/D | n Date | • | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amount or Numbe of Title Shares | | ount | 1 | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

Explanation of Responses:

1. The sale of 8,716 shares of Common Stock set forth in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Remarks:

/s/ Ralph S. Henderson 01/17/2020

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.