

**UNITED STATES
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, California 92130**
(Address, including zip code, of Registrant's principal executive offices)

AMN Healthcare Equity Plan
(Full title of the plan)

Denise L. Jackson, Esq.
Senior Vice President, General Counsel and Secretary
AMN Healthcare Service, Inc.
12400 High Bluff Drive, Suite 100
San Diego, California 92130
(866) 871-8519
(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 (1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	2,142,875 shares(2)	\$6.01	\$12,878,679	\$719

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional securities to be offered or issued from stock splits, stock dividends or similar transactions. The registrant has previously registered 3,766,025 shares of Common Stock that may be issued under the AMN Healthcare Equity Plan, as amended (the "Equity Plan"), on Registration Statement Nos. 333-133227 and 333-142187. The registration fees for the previously registered shares were paid at the time such Registration Statements were filed.
- (2) Represents 2,142,875 shares of Common Stock reserved for issuance under the Equity Plan.
- (3) Pursuant to Rules 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share was determined based on the average of the high and low prices of the Common Stock as reported by the New York Stock Exchange on April 6, 2009.
- (4) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(c) and 457(h) under the Securities Act.

EXPLANATORY NOTE

AMN Healthcare Services, Inc. (the "Company") has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act") to increase by 2,142,875 the number of shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") registered under the AMN Healthcare Equity Plan, as amended (the "Equity Plan").

Upon effectiveness of this Registration Statement, a total of 5,908,900 shares of Common Stock issuable under the Equity Plan will be registered (which represents the original authorized 723,275 shares of Common Stock, registered on April 12, 2006, as increased by 3,042,750 shares registered on April 18, 2007, and as further increased by the additional 2,142,875 shares being registered hereby (including 292,875 shares forfeited, canceled or terminated other than by exercise under the Company's Stock Option Plan from January 1, 2007 through March 31, 2009)).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Pursuant to General Instruction E to Form S-8, the contents of our Registration Statements on Form S-8 (File Nos. 333-133227 and 333-142187) previously filed by us with the Securities and Exchange Commission (the "Commission") on April 12, 2006 and April 18, 2007, respectively, with respect to the shares of Common Stock reserved for issuance under the Equity Plan are incorporated by reference into this Registration Statement.

The following documents filed with the Commission by us are also incorporated by reference in this Registration Statement:

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Commission on March 2, 2009.
2. Our Current Report on Form 8-K dated March 18, 2009, filed with the Commission on March 18, 2009.
3. The description of the Common Stock set forth in our Registration Statement on Form 8-A filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, on October 26, 2001, and any amendment or report filed for the purpose of updating any such description.

In addition, all reports and documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from the date of the filing of such documents.

Item 8. Exhibits

- 5.1 Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP as to the legality of the shares of common stock.
- 10 AMN Healthcare Equity Plan (incorporated by reference to Exhibit A-1 of AMN Healthcare Services, Inc.'s Definitive Proxy Statement on Schedule 14A filed on March 4, 2009).
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature pages hereto).

INDEX TO EXHIBITS

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- 23.1 Consent of Independent Registered Public Accounting Firm.
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- 24.1 Power of Attorney (included on signatures pages hereto).

Paul, Weis, Rifkind, Wharton & Garrison LLP

1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000 (Phone)
(212) 757-3990 (Direct Fax)

April 10, 2009

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

Ladies and Gentlemen:

We have acted as special counsel to AMN Healthcare Services, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company, filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"). You have asked us to furnish our opinion as to the legality of securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of 2,142,875 shares of common stock, par value \$0.01 per share, of the Company (the "Shares") reserved for issuance under the AMN Healthcare Equity Plan, as amended (the "Plan").

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. the Registration Statement;
2. the Plan and the forms of award agreements (collectively, the "Agreements") relating to awards to acquire Shares granted under the Plan;
3. the Amended and Restated Certificate of Incorporation of the Company, included as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Commission on March 18, 2002; and
4. the Sixth Amended and Restated By-laws of the Company, included as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on February 18, 2009.

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including copies of resolutions of the board of directors of the Company relating to the issuance of the Shares, certified by the Company and (ii) such other certificates, agreements and documents that we deemed relevant and necessary as a basis for the opinions expressed below. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents and upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

Based upon the above, and subject to the stated qualifications, we are of the opinion that, when issued in accordance with the terms of the Plan and any applicable Agreement, the 2,142,875 Shares so issued in respect of the Plan will be duly authorized, validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations, orders and applicable judicial and regulatory determinations under those laws, that are currently in effect.

We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Paul, Weiss, Rifkind, Wharton & Garrison LLP
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
AMN Healthcare Services, Inc.:

We consent to the use of our reports dated February 27, 2009, with respect to the consolidated balance sheets of AMN Healthcare Services, Inc. and subsidiaries (the Company) as of December 31, 2008 and 2007, 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, 2008, and the related financial statement schedule of valuation and qualifying accounts, and the effectiveness of internal control over financial reporting as of December 31, 2008, incorporated herein by reference.

Our report refers to the Company's adoption of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109*, effective January 1, 2007.

/s/ KPMG LLP

San Diego, California
April 9, 2009