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

FORM 8-K

CURRENT REPORT

**Pursuant to Sections 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 28, 2010

AMN HEALTHCARE SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-16753	06-1500476
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**12400 High Bluff Drive; Suite 100
San Diego, California 92130**
(Address of principal executive offices)

Registrant's telephone number, including area code: (866) 871-8519

NOT APPLICABLE
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into A Material Definitive Agreement.

Merger Agreement

On July 28, 2010, AMN Healthcare Services, Inc., a Delaware corporation (“AMN”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Nightingale Acquisition, Inc., a Delaware corporation and a wholly owned subsidiary of AMN (“Merger Sub”), Nightingale Acquisition, LLC, a Delaware limited liability company and a wholly owned subsidiary of AMN (“LLC Sub”), NF Investors, Inc., a Delaware corporation (“NFI”), and GSUIG, L.L.C., a Delaware limited liability company (“GSUIG”) (in its capacity as the representative of the NFI stockholders). The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into NFI, with NFI continuing as the surviving corporation (the “Merger”) and, immediately thereafter, NFI (as the surviving corporation of the Merger) will merge with and into LLC Sub, with LLC Sub continuing as the surviving company and as a wholly owned subsidiary of AMN. The Merger has been approved by the boards of directors of AMN, Merger Sub and NFI and by the sole member of LLC Sub.

Under the terms of the Merger Agreement, it is expected that NFI stockholders will receive (i) 6.3 million newly issued shares of AMN common stock (“Common Stock”), par value $0.01 per share, and (ii) approximately 5.7 million shares of newly created Series A Conditional Convertible Preferred Stock, par value $0.01 per share of AMN (the “Preferred Stock”), the terms of which are described below. The total number of shares of Preferred Stock to be issued to NFI’s stockholders is subject to adjustment to reflect any changes in NFI’s indebtedness, working capital and transaction expenses as of the closing date of the Merger. Collectively, the shares of Common Stock and Preferred Stock (assuming conversion thereof into Common Stock) to be issued in connection with the Merger will represent approximately 26% of the issued and outstanding capital stock of AMN following consummation of the Merger. The Merger is expected to close in the third quarter of 2010.

NFI has made customary representations and warranties in the Merger Agreement relating to, among other things, its (and its subsidiaries’) capital structure and organization, its financial condition and its business, operations, permits, licenses, home health activities, franchise matters and assets. Similarly, AMN has made customary representations and warranties in the Merger Agreement relating to, among other things, its capitalization, financial statements, absence of material adverse effect and AMN’s public filings with the Securities and Exchange Commission. AMN and NFI have also made customary agreements in the Merger Agreement, including, among others, agreements (i) with respect to the conduct of their respective businesses during the interim period between the execution of the Merger Agreement and consummation of the Merger and (ii) not to engage in certain transactions during such period. Under the terms of the Merger Agreement (i) NFI is prohibited from soliciting proposals or otherwise entering into an agreement with respect to the sale of its capital stock or all or any material portion of its, or its subsidiaries’ assets to any person other than AMN, (ii) AMN has agreed to use reasonably diligent efforts to arrange and obtain financing in an aggregate amount sufficient to refinance its existing credit facilities and NFI's existing credit facilities and to pay all transaction related costs of the Merger on terms and conditions reasonably satisfactory to AMN in its sole good faith discretion (the "AMN Financing") and (iii) AMN has agreed to use commercially reasonable efforts, including filing a proxy statement with the Securities Exchange Commission, to obtain, following the consummation of the Merger, AMN's stockholders approval of the conversion and voting features of the Preferred Stock (as described below).

Each party's obligation to consummate the Merger is subject to customary conditions, including (i) regulatory clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "HSR Act") and (ii) the absence of certain laws, judgments, injunctions or orders of governmental authorities or courts of competent jurisdictions prohibiting the closing.

Additionally, AMN's obligation to close the Merger is conditioned upon, among others, (i) AMN having obtained and received the proceeds from the AMN Financing (ii) NFI's indebtedness at closing not being less than $127,000,000 and not greater than $132,000,000 and (iii) obtaining all consents and providing all notifications, primarily related to NFI's home health business, that are necessary to consummate the Merger, as reasonably determined by AMN.

Under the terms of the Merger Agreement, NFI is obligated to indemnify AMN for all losses resulting from (i) breaches of NFI's representations and warranties, (ii) NFI's breach or failure to perform its covenants under the Merger Agreement and (iii) any exercise or purported exercise of appraisal rights by NFI stockholders. Similarly, AMN is obligated to indemnify NFI for all losses resulting from (i) breaches of AMN's representations and warranties and (ii) AMN's breach or failure to perform its covenants under the Merger Agreement. The total amount of each of NFI's and AMN's indemnification liability will not exceed $16,000,000, with claims required to be asserted within 24 months following the closing.

At the closing, an amount equal to $16,000,000 (represented by 1,454,545 shares of Preferred Stock) will be deposited in escrow to satisfy any indemnification claims by AMN against NFI with respect to breaches by NFI of its representations, warranties and covenants. Additionally, $3.0 million (represented by 272,727 shares of Preferred Stock) otherwise payable to the former NFI stockholders will also be escrowed until settlement of certain post-closing purchase price adjustments and any outstanding appraisal claims by NFI stockholders.

The Merger Agreement may be terminated prior to consummation of the Merger by mutual consent of the parties. In addition, the Merger Agreement may be terminated by either AMN or NFI if (i) the Merger has not been completed by October 31, 2010 (which date will be extended to November 30, 2010 in the event all the conditions to the Merger (other than the receipt of regulatory approval under the HSR Act) have been satisfied) or (ii) the Merger is prohibited by law or by a final non-appealable governmental order. The Merger Agreement may also be terminated by either AMN or NFI if there is a material breach of the other party's representations, warranties or covenants.

Terms of the Preferred Stock

The terms, rights, obligations and preferences of the shares of Preferred Stock to be issued in connection with the Merger will be set forth in a Certificate of Designations to be executed and filed with the Secretary of State of the State of Delaware on the closing date of the Merger. The terms of the shares of Preferred Stock will include the following:

Liquidation Preference: Each share of Preferred Stock will have a liquidation preference equal to the greater of (x) $10.00 per share plus an amount equal to any accrued and unpaid dividends on such shares of Preferred Stock or (y) the value of the shares of AMN common stock that would be issued in respect thereof upon conversion of such share of Preferred Stock.

Dividend: Shares of Preferred Stock will be entitled to receive any dividends payable on AMN common stock. In addition, as of the closing date of the Merger, shares of Preferred Stock will accrue dividends at a rate of 11.0% per annum until AMN stockholder approval of the conversion and voting features of the shares of Preferred Stock; provided, however, that if AMN stockholder approval is obtained within 6 months following the closing of the Merger, all accrued dividends will be forgiven. At the option of AMN, accrued dividends can be paid in cash or added to the liquidation preference related to the Preferred Stock.

Mandatory Conversion: Shares of Preferred Stock will automatically convert into shares of AMN common stock if, following receipt of stockholder approval of the conversion feature, the trading price of the AMN common stock is greater than or equal to $10.00 per share for 30 consecutive trading days.

Conversion Rate: Each share of Preferred Stock will be convertible into 1 share of AMN common stock (subject to customary adjustments for accrued and unpaid dividends, if any, and changes in AMN’s capital structure).

Optional Redemption: In the event stockholder approval has not been obtained, AMN will have the option at any time on or following the tenth anniversary of the closing of the Merger to redeem all or portion of the outstanding shares of Preferred Stock at a value equal to the Liquidation Preference.

Voting: Shares of Preferred Stock shall be non-voting until the receipt of AMN stockholder approval. If stockholder approval of the voting provisions of the Preferred Stock is obtained, the shares of Preferred Stock will vote on an as-converted basis with the common stock of AMN, voting together as a single class.

AMN Financing

In connection with the acquisition by AMN of NFI, AMN is expected to refinance its existing Term B facility of approximately $107 million and pay off NFI's existing debt facilities totaling approximately $132 million. AMN expects to amend and extend its current Term B loan and increase its balance by an estimated $68 million to $175 million and issue a second lien term loan of $50 million. In addition, AMN expects to amend and extend its existing revolving credit facility, which is not expected to be drawn under at the closing of the Merger.

Stockholders Agreement

In connection with the execution of the Merger Agreement, AMN also entered into, on July 28, 2010, a stockholders agreement (the "Stockholders Agreement") with certain NFI stockholders (the "NFI Parties") who collectively hold approximately 85% of the issued and outstanding capital stock of NFI. Pursuant to the Stockholders Agreement, at closing of the Merger, the NFI Parties will have the right to nominate two directors to the AMN Board to serve as AMN directors until the next AMN annual meeting. Thereafter, for as long as GSUIG L.L.C. holds 10% or more of the issued and outstanding AMN capital stock, it will have the right to nominate one director to the AMN Board. The NFI Parties have agreed to vote their shares of AMN capital stock in favor of AMN's nominees for election to the AMN Board and against the removal of any of AMN's nominated directors and, with respect to any other action to be voted on (other than a business combination involving AMN), in accordance with the recommendation of the AMN Board.

The NFI Parties are prohibited from transferring any shares of AMN capital stock received in connection with the Merger for six months following closing of the Merger. Thereafter, the NFI Parties will be able to dispose of the shares of AMN capital stock received by them in connection with the Merger to unaffiliated third parties as follows: up to 20% of the stock of AMN received by them every 6 months (with each additional 20% increment being cumulative and in addition to the amount such NFI Party was otherwise permitted to sell but did not sell in the previous 6-months period).

Pursuant to the terms of the Stockholders Agreement, until the fifth anniversary of the closing date, the NFI Parties will be prohibited from (i) acquiring additional shares of Common Stock (or securities convertible or exercisable into shares of Common Stock), (ii) entering into an agreement relating to a change of control transaction or other extraordinary transaction involving AMN and (iii) taking certain actions relating to the voting of AMN securities.

Registration Rights Agreement

In connection with the execution of the Merger Agreement, AMN agreed to enter into, at the closing of the Merger, a customary registration rights agreement with respect to the shares of AMN common stock to be issued to NFI's stockholders under the Merger Agreement. The agreement provides for (i) two demand registrations, (ii) "piggy-back" registration rights and (iii) Form S-3 shelf registration rights. The registration rights are subject to certain dollar thresholds and other limitations, including (if applicable) holdbacks at the request of underwriters.

Severance and Non-Competition Agreement

In connection with the transaction, AMN Healthcare Inc., a wholly owned subsidiary of AMN (“AMNH”) entered into a Severance and Non-Competition Agreement (the “Severance Agreement”) with Robert Livonius, the Chief Executive Officer of Nursefinders, Inc., a wholly owned subsidiary of NFI. Under the terms of the Severance Agreement, in the event that AMNH terminates Mr. Livonius’ employment without “cause” (as defined in the Severance Agreement) or Mr. Livonius resigns due to a relocation, AMNH will continue to pay his base salary for 18 months, and will also pay him a prorated portion of his “Average Bonus” (as such term is defined in the Severance Agreement). In addition, AMNH will continue to pay AMNH’s portion of group health care premiums during the applicable COBRA period.

In the event that Mr. Livonius is terminated without cause within one year following a change in control, Mr. Livonius will be entitled to receive a lump sum payment equal to two-times the sum of his annual base salary plus his Average Bonus. Mr. Livonius’ severance payment will be reduced to avoid “parachute” excise taxes under Section 4999 of the Internal Revenue Code, unless the net after-tax amount payable to Mr. Livonius (taking account of excise taxes) would be greater than such maximum. Mr. Livonius is not entitled to any tax “gross-up” payment from AMNH.

Mr. Livonius must execute a release of claims to receive the severance benefits, and he will be subject to certain restrictive covenants, including non-competition and non-solicitation of customers and employees for 18 months following any termination of Mr. Livonius’ employment (two years in the event of a change in control termination).

The foregoing description is qualified in its entirety by reference to the Merger Agreement (which includes a form of the Registration Rights Agreement and the Certificate of Designations with respect to the Preferred Stock), the Stockholder Agreement and the Severance and Non-Competition Agreement, copies of which will be filed with the Securities and Exchange Commission within the applicable deadline.

Item 3.02. Unregistered Sales of Equity Securities

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 3.02 by reference.

The issuance and sale of the shares of AMN common stock and Preferred Stock at the closing of the merger is expected to be exempted from the registration requirements of the Securities Act pursuant to Section 4(2) of the Securities Act and/or Regulation D promulgated under the Securities Act (“Regulation D”). Prior to the issuance of the shares of AMN common stock and Preferred Stock, each of NFI’s stockholders will be required to make certain representations to AMN as required by Regulation D. AMN has not and will not engage in general solicitation or advertising with regard to the issuance and sale of the AMN common stock and Preferred Stock and has not and will not offer securities to the public in connection with the issuance and sale of AMN securities pursuant to the Merger Agreement.

Item 8.01. Other Events

On July 28, 2010, AMN issued a press release relating to the Merger, which is filed as Exhibit 99.1 to this Current Report on Form 8–K and is incorporated herein by reference.

Forward–Looking Statements

Except for historical information contained herein, the statements made in this Form 8-K constitute "forward–looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. These forward–looking statements may include, but are not limited to, statements about AMN's plans, objectives, expectations and intentions. Actual results may differ materially from the results discussed in the forward–looking statements because such statements involve certain risks and uncertainties. Additional information on these risks can be found in AMN's filings with the SEC.

Important Information

AMN intends to file a proxy statement and other relevant materials with the SEC to obtain shareholder approval of (i) the convertibility of the preferred stock to be issued to Medfinders' shareholders in the acquisition into shares of AMN common stock and (ii) the voting rights of such preferred stock (the "Stockholder Approval"). **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE STOCKHOLDER APPROVAL.** The proxy statement, any amendments or supplements to the proxy statement and other relevant documents filed by AMN with the SEC will be available free of charge through the web site maintained by the SEC at www.sec.gov or by calling the SEC at telephone number 1-800-SEC-0330. Free copies of these documents may also be obtained from AMN's website at www.amnhealthcare.com or by writing to: AMN Healthcare Services, Inc., 12400 High Bluff Drive, Suite 100, San Diego, California 92130, Attention: Investor Relations.

AMN and its directors and executive officers are deemed to be participants in the solicitation of proxies from the stockholders of AMN in connection with the Stockholder Approval. Information regarding AMN's directors and executive officers is included in AMN's definitive proxy statement for its 2010 annual meeting of stockholders held on April 14, 2010, which was filed with the SEC on March 12, 2010.

Other information regarding the participants in such proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the proxy statement to be filed in connection with the Stockholder Approval.

Cautionary Statement

The issuance of the securities in the transactions described in this 8-K have not been registered under the Securities Act, or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any jurisdiction or state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction or state.

Item 9.01. Financial Statements and Exhibits

EXHIBIT NUMBER	DESCRIPTION
Exhibit 99.1	Press release, dated July 28, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMN HEALTHCARE SERVICES, INC.

Date: July 28, 2010

By: /S/ SUSAN R. NOWAKOWSKI

Susan R. Nowakowski
President and Chief Executive Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
Exhibit 99.1	Press release, dated July 28, 2010.

FOR IMMEDIATE RELEASE

AMN HEALTHCARE TO ACQUIRE MEDFINDERS

Expands Nation's Largest Healthcare Staffing and Workforce Solutions Company

Increases Growing Clinical Workforce Managed Services Capability

SAN DIEGO, CA – July 28, 2010 – AMN Healthcare Services, Inc. (NYSE: AHS), the nation's largest healthcare staffing and workforce solutions company, entered into a definitive agreement to acquire the parent company of Arlington, Texas-based Nursefinders, Inc. (dba Medfinders), one of the nation's leading providers of clinical workforce managed services programs. Through its multi-brand strategy, Medfinders also provides travel nurse and allied staffing, locum tenens, physician search services, and home healthcare services, as well as local nurse and allied staffing in support of its managed services programs.

"Bringing together the experience and diverse capabilities of both companies in healthcare staffing and managed services will create significant short and long-term benefits for our clients," said Susan Nowakowski, President and CEO of AMN Healthcare. "The expansion of our service lines resulting from this combination will substantially improve our ability to deliver an innovative, total workforce management and staffing solution to our broad and growing client base. This is a strategic opportunity for two leaders in healthcare staffing to come together to achieve additional sales and operating efficiencies while immediately enhancing and expanding our service offerings."

"This is an ideal combination for our clients, healthcare professionals, and team members," said Bob Livonius, CEO of Medfinders. "As an integrated and increasingly diverse company, we will be even more effective and efficient in delivering high quality and innovative workforce management solutions to our clients across the full spectrum of clinical specialties and services."

Under the terms of the agreement, AMN will acquire all of the outstanding equity of Medfinders' parent company for approximately 6.3 million shares of AMN Healthcare Services, Inc. common stock, and approximately 5.7 million shares of AMN Series A Conditional Convertible Preferred Stock with a liquidation preference of $10.00 per share and, a dividend rate of 11% per annum. Initially, the preferred stock will be non-voting and will not be convertible into shares of AMN common stock. Following the closing of the transaction, AMN shareholders will be asked to approve at a shareholders' meeting the voting rights of the preferred stock and the convertibility on a one-for-one basis. AMN expects to file a proxy statement with the Securities and Exchange Commission following the closing. If AMN's shareholders approve the conversion and the voting features of the preferred stock within 180 days of the closing of the transaction, the preferred stock shall cease to accrue dividends and any accrued dividends will be forgiven.

In connection with the transaction, AMN Healthcare is expected to refinance its existing Term B facility of approximately $107 million and pay off Medfinders' existing debt facilities totaling approximately $132 million. AMN Healthcare expects to amend and extend its current Term B loan and increase its balance by an estimated $68 million to $175 million and issue a second lien term loan of $50 million. In addition, AMN Healthcare expects to amend and extend its existing revolving credit facility, which is expected to be undrawn at closing.

Valuing all of the equity securities to be issued in the transaction using AMN Healthcare's closing share price on the day immediately preceding the execution of the definitive agreement, and assuming conversion of the preferred securities to be issued by AMN Healthcare, the transaction has a value of approximately $220 million (including approximately $132 million of Medfinders' indebtedness to be refinanced). Upon consummation of the transaction, former Medfinders' shareholders will own approximately 26% of AMN Healthcare Services, Inc. (on an as-converted, fully-diluted basis). The transaction, which is expected to be accretive to full year earnings in 2011, is expected to close in the third quarter of 2010, and is subject to customary closing conditions, regulatory approvals and receipt of debt financing.

“Our clients are seeking new, more sophisticated, value-added workforce solutions, and they desire a partner who can deliver a broad suite of offerings with their changing needs,” noted Ms. Nowakowski. “The combined capabilities of AMN Healthcare and Medfinders will provide immediate benefit to our clients and position us to be a more capable, innovative partner.

“Expanding into home healthcare also represents an opportunity to capitalize on future growth in a fragmented industry that we anticipate, similar to our core staffing businesses, will be fueled by the long-term dynamics of an aging population. This acquisition advances our long-term strategy of leveraging our core competencies, operational infrastructure, and extensive network of clinicians seeking career opportunities at a local and national level. We believe the value, breadth and depth of services we can offer to our clients will be unparalleled within the industry.”

Conference Call on July 29, 2010

AMN Healthcare will host a live conference call and webcast on Thursday, July 29, 2010 at 9:00 a.m. Eastern Time (6:00 a.m. Pacific Time) to discuss the acquisition and second quarter 2010 earnings results. A live webcast of the call can be accessed through AMN Healthcare’s website at http://amnhealthcare.investorroom.com/presentations. Please log in at least 10 minutes prior to the conference call in order to download the applicable audio software. Interested parties may participate live via telephone by dialing (800) 553-0326 in the U.S. or (612) 332-0720 internationally. A telephonic replay of the call will be available at 11:00 a.m. Eastern Time on July 30, 2010, and can be accessed until 11:59 p.m. Eastern Time on August 19, 2010, by calling (800) 475-6701 in the U.S. or (320) 365-3844 internationally, with access code 163114. Alternatively, a replay of the webcast will be available at the company’s website at 11:00 a.m. Eastern Time on July 30, 2010.

About AMN Healthcare

AMN Healthcare Services, Inc. is the nation’s largest provider of comprehensive healthcare staffing and workforce solutions. As a leading provider of travel nurse and allied staffing services, locum tenens (temporary physician staffing) and physician permanent placement services, AMN Healthcare recruits and places healthcare professionals on assignments of variable lengths and in permanent positions with clients throughout the United States, ranging from acute-care hospitals and physician practice groups to other healthcare settings. AMN Healthcare also offers flexible, customized workforce management solutions to healthcare organizations through its managed services program and recruitment process outsourcing services. For more information, visit http://www.amnhealthcare.com.

About Medfinders

Nursefinders, Inc. (dba Medfinders) is a leading provider of clinical managed services programs, also known as vendor management services, to healthcare facilities across the country. The company also provides nursing and allied health local and travel staffing, locum tenens, physician permanent placement services, as well as home healthcare services. The company has more than 80 offices across the U.S. and places thousands of healthcare professionals in healthcare assignments each year. For more information, visit http://www.medfinders.com.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include expectations regarding the terms, value and anticipated benefits of the acquisition, including sales and operational efficiencies and expanded service offerings, the anticipated shareholder vote, refinancing of the company’s credit facility, accretion to earnings, home healthcare opportunities, dynamics of an aging population and advancement of the company’s long-term strategy, and the value, breadth and depth of the company’s services. The company based these forward-looking statements on its current expectations and projections about future events. Actual results could differ materially from those discussed in, or implied by, these forward-looking statements. Forward-looking statements are identified by words such as “believe,” “anticipate,” “expect,” “intend,” “plan,” “will,” “may” and other similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Factors that could cause actual results to differ from those implied by the forward-looking statements contained in this press release are set forth in the company’s Annual Report on Form 10-K for the year ended December 31, 2009 and its other quarterly and periodic reports filed with the SEC. These statements reflect the company's current beliefs and are based upon information currently available to it. Be advised that developments subsequent to this press release are likely to cause these statements to become outdated with the passage of time.

Important Information

AMN Healthcare intends to file a proxy statement and other relevant materials with the SEC to obtain shareholder approval of (i) the convertibility of the preferred stock to be issued to Medfinders' shareholders in the acquisition into shares of AMN Healthcare common stock and (ii) the voting rights of such preferred stock (the "Stockholder Approval"). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE STOCKHOLDER APPROVAL. The proxy statement, any amendments or supplements to the proxy statement and other relevant documents filed by AMN Healthcare with the SEC will be available free of charge through the web site maintained by the SEC at www.sec.gov or by calling the SEC at telephone number 1-800-SEC-0330. Free copies of these documents may also be obtained from AMN Healthcare's website at www.amnhealthcare.com or by writing to: AMN Healthcare Services, Inc., 12400 High Bluff Drive, Suite 100, San Diego, California 92130, Attention: Investor Relations.

AMN Healthcare and its directors and executive officers are deemed to be participants in the solicitation of proxies from the stockholders of AMN Healthcare in connection with the Stockholder Approval. Information regarding AMN Healthcare's directors and executive officers is included in AMN Healthcare's definitive proxy statement for its 2010 annual meeting of stockholders held on April 14, 2010, which was filed with the SEC on March 12, 2010. Other information regarding the participants in such proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the proxy statement to be filed in connection with the Stockholder Approval.

Cautionary Statement

The issuance of the securities in the transactions described in this press release have not been registered under the Securities Act, or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any jurisdiction or state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction or state.

Contact:

Amy C. Chang
Vice President, Investor Relations
866.861.3229

CONTACT: Amy C. Chang, Vice President, Investor Relations of AMN Healthcare Services, Inc., 1-866-861-3229