

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Grace Caroline</u> _____ (Last) (First) (Middle) 2999 OLYMPUS BOULEVARD SUITE 500 _____ (Street) DALLAS TX 75019 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC [ AMN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/28/2024		M <sup>(1)</sup>		5,389	A	\$0	33,201 <sup>(2)</sup>	D	
Common Stock	11/28/2024		F <sup>(3)</sup>		2,121	D	\$26.29	31,080	D	
Common Stock	11/28/2024		M <sup>(4)</sup>		2,694	A	\$0	33,774	D	
Common Stock	11/28/2024		F <sup>(3)</sup>		1,022	D	\$26.29	32,752	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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	<sup>(5)</sup>	11/28/2024		M			5,389	<sup>(6)</sup>	<sup>(7)</sup>	Common Stock	5,389	\$0	5,552	D	
Restricted Stock Units	<sup>(5)</sup>	11/28/2024		M			2,694	<sup>(6)</sup>	<sup>(7)</sup>	Common Stock	2,694	\$0	2,776	D	

**Explanation of Responses:**

- Common stock acquired on the vesting of Restricted Stock Units.
- Includes 470 shares of AMN Common Stock purchased pursuant to the AMN Healthcare Employee Stock Purchase Plan ("ESPP") on March 28, 2024 and 164 shares of AMN Common Stock purchased pursuant to the ESPP on September 30, 2024.
- Number of shares withheld for tax purposes.
- Common stock acquired on the vesting of restricted stock units.
- The Restricted Stock Units reflected in this row were granted pursuant to the AMN Healthcare 2017 Equity Plan. Each Restricted Stock Unit represents a contingent right to receive one share of AMN Common Stock.
- The Restricted Stock Units reflected in this row were granted on November 28, 2022 and vest on the first, second and third anniversary of the grant date and the grantee's provision of three periods of credited service.
- Restricted Stock Units do not have an expiration date.

**Remarks:**

/s/ Caroline Grace 11/29/2024

\*\* 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.