| SEC | Form | 4 |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVA

| 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).

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

| 1. Name and Address of Reporting Person* Jackson Denise L | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMN HEALTHCARE SERVICES INC</u> [<u>AMN</u>] | | tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify below) below) | | |
|--|---------|-------|--|------------------------|---|--|--|
| (Last) (First) (Middle) 12400 HIGH BLUFF DRIVE, SUITE 100 | | , | 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2022 | | Chief Legal Officer | | |
| (Street) SAN DIEGO | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing (Check Applicab Form filed by One Reporting Person Form filed by More than One Reporting | | |
| (City) | (State) | (Zip) | | | Person | | |

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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150. 4) |
| Common Stock | 01/03/2022 | | M ⁽¹⁾ | | 1,379 | A | \$0.00 | 15,131 | D | |
| Common Stock | 01/03/2022 | | F ⁽²⁾ | | 467 | D | \$122.33 | 14,664 | D | |
| Common Stock | 01/04/2022 | | M ⁽¹⁾ | | 1,531 | A | \$0.00 | 16,195 | D | |
| Common Stock | 01/04/2022 | | F ⁽²⁾ | | 448 | D | \$120.8 | 15,747 | D | |
| Common Stock | 01/04/2022 | | A ⁽³⁾ | | 4,583 | A | \$0.00 | 20,330 | D | |
| Common Stock | 01/04/2022 | | F ⁽²⁾ | | 1,346 | D | \$120.8 | 18,984 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (cigi, puis, cuis, warants, 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. Transa Code (8) | | n of | | 6. Date Exerc Expiration D (Month/Day/ | ate | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | (4) | 01/03/2022 | | М | | | 1,379 | (5) | (6) | Common Stock | 1,379 | \$0.00 | 0 | D | |
| Restricted Stock Units | (4) | 01/04/2022 | | М | | | 1,531 | (7) | (6) | Common Stock | 1,531 | \$0.00 | 3,111 | D | |

Explanation of Responses:

1. Common Stock acquired on the vesting of Restricted Stock Units.

2. Number of shares withheld for tax purposes.

3. The acquisition of Common Stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 3, 2019. The ultimate number of PRSUs that could have been earned and vested under this award depended on (1) the total shareholder return for the Company relative to the companies in the Russell 2000 Index as of December 31, 2018 for the 3-year period beginning on January 1, 2019 and ended December 31, 2021 ("Relative TSR") and (2) whether the Company's absolute total shareholder return for the same period was positive or negative (collectively, the "TSR Measurement"). The Compensation Committee performed the TSR Measurement for this award on January 4, 2022. The Company's Relative TSR measured in the 78th percentile and its absolute total shareholder return for the period was positive. Based on these results, the maximum amount of PRSUs for this award were deemed earned and vested.

4. The Restricted Stock Units identified 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.

5. The Restricted Stock Units identified in this row were granted on January 3, 2019 and vest in three tranches on each of the first, second and third anniversaries of the grant date and the grantee's provision of three periods of credited service.

6. Restricted Stock Units do not have an expiration date.

7. The Restricted Stock Units identified in this row were granted on January 4, 2021 and vest in three tranches on each of the first, second and third anniversaries of the grant date and the grantee's provision of three periods of credited service.

Remarks:

<u>/s/ Denise L. Jackson</u> ** Signature of Reporting Person

01/05/2022

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.