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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 17, 2015**

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**AMN HEALTHCARE SERVICES, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-16753**  
(Commission  
File Number)

**06-1500476**  
(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)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On November 17, 2015, AMN Healthcare, Inc. (“AMN”), a Nevada corporation and a wholly owned subsidiary of AMN Healthcare Services, Inc. (“AHS”), entered into a Stock Purchase Agreement (the “Purchase Agreement”) with Josem Holding, Inc. (the “Company”), a Kansas corporation and the sole owner and holding company of B.E. Smith, Inc., and John D. Smith (the “Seller”), the sole owner of all issued and outstanding shares of capital stock of the Company.

At the closing of the transaction contemplated by the Purchase Agreement (the “Acquisition”), the Company will become a wholly owned subsidiary of AMN and B.E. Smith, Inc. will become an indirect wholly owned subsidiary of AMN. The Company and its subsidiaries are primarily engaged in the business of recruitment and placement of healthcare leadership on both on an interim and permanent basis.

Subject to the terms and conditions of the Purchase Agreement, AMN will acquire all issued and outstanding shares of capital stock of the Company for a purchase price of \$160 million in cash, subject to certain adjustments and escrow arrangements. The Acquisition is expected to close as early as January 4, 2016, subject to the satisfaction or waiver of certain customary closing conditions at or prior to closing, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. The Purchase Agreement may be terminated by AMN or the Seller prior to the consummation of the Acquisition if, subject to customary limitations and conditions, (i) the Acquisition has not been completed by January 31, 2016, (ii) the other party (the Seller or the Company with respect to AMN or AMN with respect to the Seller) is in breach of its representations, warranties or covenants set forth in the Purchase Agreement and such breach would cause the failure to satisfy certain conditions to the closing of the Acquisition, or (iii) the Acquisition is prohibited by a final non-appealable governmental order.

The Purchase Agreement contains customary representations, warranties, covenants and obligations for transactions of this type, some of which are qualified, modified or limited by information contained in confidential disclosure schedules that the parties have prepared and delivered under the Purchase Agreement. The Purchase Agreement also contains indemnification obligations of AMN and the Seller, such that the Seller has agreed to indemnify AMN for any breach of its or the Company’s representations, warranties and covenants made in the Purchase Agreement and AMN has agreed to indemnify the Seller for any breach of its representations, warranties and covenants made in the Purchase Agreement, subject in each case to varying survival periods and applicable negotiated deductibles, caps, claims procedures and other limitations.

The foregoing description of the Purchase Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by the full text of the Purchase Agreement, which AHS intends to file with the Securities and Exchange Commission at a later date in accordance with applicable rules and regulations.

**Item 8.01. Other Events.**

On November 17, 2015, AMN issued a press release announcing its entry into the Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 17, 2015.

**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: November 17, 2015

By: /s/ Susan R. Salka

Susan R. Salka

President & Chief Executive Officer

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release, dated November 17, 2015.

**AMN Healthcare to Acquire B.E. Smith**

## Expands Leadership Position in Healthcare Workforce Solutions

SAN DIEGO, Nov. 17, 2015 /PRNewswire/ — AMN Healthcare Services, Inc. (NYSE: AHS), the nation’s leading innovator in healthcare workforce solutions and staffing services, today announced a definitive agreement to acquire B.E. Smith, the leading provider of interim healthcare leadership, executive search and advisory services for \$160 million in cash. Upon closing, the acquisition is expected to be immediately accretive to AMN’s GAAP and adjusted earnings per share.

Founded in 1978, B.E. Smith is a premier, full-service healthcare interim leadership placement and executive search firm. For nearly a decade, the firm has been recognized each year by Modern Healthcare as one of the “Top Executive Search Firms”. The firm places interim leaders and executives across all healthcare settings, including acute care hospitals, academic medical and children’s hospitals, physician practices, and post-acute care providers. The firm is currently generating annualized revenue of approximately \$100 million with an adjusted EBITDA margin of 15%.

“With increased demand and the evolution of new care delivery models, healthcare clients are faced with the critical challenge of recruiting the key executives and talent needed to lead the dramatic transformation their organizations are experiencing. The added strength of B.E. Smith’s recruitment expertise and nationwide talent pool of healthcare leaders and executives further increases the strategic value that AMN Healthcare delivers to clients through our breadth of innovative workforce solutions,” said Susan Salka, President and Chief Executive Officer of AMN Healthcare.

Doug Smith, President and CEO of B.E. Smith, added, “We are pleased to carry forward the legacy and strength of B.E. Smith as part of AMN Healthcare’s prestigious recruitment and workforce solutions brands. The combined services of AMN and B.E. Smith provide increased value for all clients through an expanded network of quality healthcare leaders and a suite of workforce solutions offerings that are differentiated in the healthcare industry.”

The transaction is structured to allow AMN to realize tax benefits having an estimated net present value of approximately \$25 million. The purchase price is expected to be funded through a combination of term loan borrowings and revolver draws under the Company’s credit facility. The acquisition, subject to regulatory approvals and customary closing conditions, is expected to close in early January 2016.

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**About AMN Healthcare**

AMN Healthcare is the leader and innovator in healthcare workforce solutions and staffing services to healthcare facilities across the nation. AMN Healthcare's workforce solutions - including managed services programs, vendor management systems, recruitment process outsourcing and consulting services - enable providers to successfully reduce complexity, increase efficiency and improve patient outcomes within the rapidly evolving healthcare environment. The Company provides unparalleled access to the most comprehensive network of quality healthcare professionals through its innovative recruitment strategies and breadth of career opportunities. Clients include acute-care hospitals, community health centers and clinics, physician practice groups, retail and urgent care centers, home health facilities, and many other healthcare settings. AMN Healthcare disseminates news and information about the Company through its website, which can be found at [www.amnhealthcare.com](http://www.amnhealthcare.com).

**About B. E. Smith:**

Founded in 1978, B. E. Smith is a full-service healthcare executive search firm and one of the top-ranked providers of senior-level leadership services including Interim Leadership, Executive Search and Advisory Services. Veteran healthcare recruiters and regional healthcare experts partner with each client to create customized solutions. B. E. Smith's proven methodology has resulted in the recent placement of more than 1,000 leaders into healthcare organizations worldwide. The firm utilizes a comprehensive sourcing strategy incorporating the latest marketing techniques, association partnerships, social networking and one of the largest databases of skilled senior-level healthcare executives in the industry to deliver immediate results in today's complex healthcare environment. For more information, visit [www.besmith.com](http://www.besmith.com) or call 855-296-6318.

**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. The Company based these forward-looking statements on its current expectations, estimates and projections about future events and the industry in which it operates using information currently available to it. 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, 2014 and its other periodic reports as well as the Company's current and other reports filed from time to time with the Securities and Exchange Commission. Be advised that developments subsequent to this press release are likely to cause these statements to become outdated with the passage of time.

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