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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________
Commission File No.: 001-16753

AMN HEALTHCARE SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**06-1500476**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*

2999 Olympus Boulevard	**Suite 500**	
Dallas	**Texas**	**75019**
(Address of Principal Executive Offices)		*(Zip Code)*

Registrant's Telephone Number, Including Area Code: **(866) 871-8519**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.01 par value	AMN	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐	Non-accelerated filer	☐
Smaller reporting company	☐	Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 7, 2024, there were 37,997,167 shares of common stock, $0.01 par value, outstanding.

Auditor Name: KPMG LLP   Auditor Location: San Diego, California   Auditor Firm ID: 185

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. *Condensed Consolidated Financial Statements*

AMN HEALTHCARE SERVICES, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited and in thousands, except par value)

	March 31, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 50,560	$ 32,935
Accounts receivable, net of allowances of $31,796 and $32,233 at March 31, 2024 and December 31, 2023, respectively	578,647	623,488
Accounts receivable, subcontractor	97,516	117,703
Prepaid expenses	25,281	21,889
Other current assets	38,742	45,670
Total current assets	790,746	841,685
Restricted cash, cash equivalents and investments	71,912	68,845
Fixed assets, net of accumulated depreciation of $304,689 and $285,081 at March 31, 2024 and December 31, 2023, respectively	194,537	191,385
Other assets	252,397	236,796
Goodwill	1,114,757	1,111,549
Intangible assets, net of accumulated amortization of $466,938 and $442,052 at March 31, 2024 and December 31, 2023, respectively	449,248	474,134
Total assets	$ 2,873,597	$ 2,924,394
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 316,016	$ 343,847
Accrued compensation and benefits	280,513	278,536
Other current liabilities	27,374	33,738
Total current liabilities	623,903	656,121
Revolving credit facility	425,000	460,000
Notes payable, net of unamortized fees and premium	844,984	844,688
Deferred income taxes, net	15,472	23,350
Other long-term liabilities	110,047	108,979
Total liabilities	2,019,406	2,093,138
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value; 10,000 shares authorized; none issued and outstanding at March 31, 2024 and December 31, 2023	—	—
Common stock, $0.01 par value; 200,000 shares authorized; 50,537 issued and 37,924 outstanding at March 31, 2024 and 50,423 issued and 37,810 outstanding at December 31, 2023	505	504
Additional paid-in capital	512,065	506,543
Treasury stock, at cost; 12,613 shares at March 31, 2024 and December 31, 2023	(1,127,043)	(1,127,043)
Retained earnings	1,469,003	1,451,675
Accumulated other comprehensive loss	(339)	(423)
Total stockholders' equity	854,191	831,256
Total liabilities and stockholders' equity	$ 2,873,597	$ 2,924,394

See accompanying notes to unaudited condensed consolidated financial statements.

AMN HEALTHCARE SERVICES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited and in thousands, except per share amounts)

	Three Months Ended March 31,	
	2024	2023
Revenue	$ 820,878	$ 1,126,223
Cost of revenue	563,372	757,377
Gross profit	257,506	368,846
Operating expenses:		
Selling, general and administrative	174,842	205,599
Depreciation and amortization (exclusive of depreciation included in cost of revenue)	42,719	37,577
Total operating expenses	217,561	243,176
Income from operations	39,945	125,670
Interest expense, net, and other	16,628	10,259
Income before income taxes	23,317	115,411
Income tax expense	5,989	31,301
Net income	$ 17,328	$ 84,110
Other comprehensive income:		
Unrealized gains on available-for-sale securities, net, and other	84	146
Other comprehensive income	84	146
Comprehensive income	$ 17,412	$ 84,256
Net income per common share:		
Basic	$ 0.45	$ 2.03
Diluted	$ 0.45	$ 2.02
Weighted average common shares outstanding:		
Basic	38,114	41,378
Diluted	38,197	41,570

See accompanying notes to unaudited condensed consolidated financial statements.

AMN HEALTHCARE SERVICES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited and in thousands)

	Common Stock		Additional Paid-in Capital	Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount		Shares	Amount			
Balance, December 31, 2022	50,109	$ 501	$ 501,674	(8,230)	$ (698,598)	$ 1,240,996	$ (939)	$ 1,043,634
Repurchase of common stock	—	—	—	(1,768)	(176,300)	—	—	(176,300)
Equity awards vested, net of shares withheld for taxes	127	1	(6,135)	—	—	—	—	(6,134)
Share-based compensation	—	—	10,318	—	—	—	—	10,318
Comprehensive income	—	—	—	—	—	84,110	146	84,256
Balance, March 31, 2023	50,236	$ 502	$ 505,857	(9,998)	$ (874,898)	$ 1,325,106	$ (793)	$ 955,774

	Common Stock		Additional Paid-in Capital	Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount		Shares	Amount			
Balance, December 31, 2023	50,423	$ 504	$ 506,543	(12,613)	$ (1,127,043)	$ 1,451,675	$ (423)	$ 831,256
Equity awards vested, net of shares withheld for taxes	114	1	(3,974)	—	—	—	—	(3,973)
Shares purchased under employee stock purchase plan	—	—	1,757	—	—	—	—	1,757
Share-based compensation	—	—	7,739	—	—	—	—	7,739
Comprehensive income	—	—	—	—	—	17,328	84	17,412
Balance, March 31, 2024	50,537	$ 505	$ 512,065	(12,613)	$ (1,127,043)	$ 1,469,003	$ (339)	$ 854,191

See accompanying notes to unaudited condensed consolidated financial statements.

AMN HEALTHCARE SERVICES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited and in thousands)

	Three Months Ended March 31,	
	2024	2023
Cash flows from operating activities:		
Net income	$ 17,328	$ 84,110
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization (inclusive of depreciation included in cost of revenue)	44,517	38,834
Non-cash interest expense and other	534	505
Change in fair value of contingent consideration liabilities	—	80
Increase in allowance for credit losses and sales credits	388	25,447
Provision for deferred income taxes	(7,661)	(6,639)
Share-based compensation	7,739	10,318
Loss on disposal or impairment of long-lived assets	10	1,849
Net loss on investments in available-for-sale securities	64	81
Net loss (gain) on deferred compensation balances	(381)	41
Non-cash lease expense	(799)	(228)
Changes in assets and liabilities, net of effects from acquisitions:		
Accounts receivable	41,367	(37,376)
Accounts receivable, subcontractor	20,187	(7,929)
Income taxes receivable	5,350	8,875
Prepaid expenses	(3,392)	(7,988)
Other current assets	772	(115)
Other assets	86	221
Accounts payable and accrued expenses	(33,006)	(9,557)
Accrued compensation and benefits	(6,365)	(71,038)
Other liabilities	(5,712)	11,903
Deferred revenue	360	2,040
Net cash provided by operating activities	81,386	43,434
Cash flows from investing activities:		
Purchase and development of fixed assets	(18,145)	(17,487)
Proceeds from sale and maturity of investments	1,207	2,007
Payments to fund deferred compensation plan	(4,461)	(16,951)
Net cash used in investing activities	(21,399)	(32,431)

	Three Months Ended March 31, 2024		Three Months Ended March 31, 2023	
Cash flows from financing activities:				
Payments on revolving credit facility		(50,000)		(70,000)
Proceeds from revolving credit facility		15,000		210,000
Repurchase of common stock [(1)]		—		(174,744)
Payment of financing costs		—		(3,579)
Cash paid for shares withheld for taxes		(3,973)		(6,134)
Net cash used in financing activities		(38,973)		(44,457)
Net increase (decrease) in cash, cash equivalents and restricted cash		21,014		(33,454)
Cash, cash equivalents and restricted cash at beginning of period		108,273		137,872
Cash, cash equivalents and restricted cash at end of period	$	129,287	$	104,418
Supplemental disclosures of cash flow information:				
Cash paid for amounts included in the measurement of operating lease liabilities	$	2,805	$	2,610
Cash paid for interest (net of $198 and $288 capitalized for the three months ended March 31, 2024 and 2023, respectively)	$	7,543	$	1,053
Cash paid for income taxes	$	4,309	$	5,404
Supplemental disclosures of non-cash investing and financing activities:				
Purchase of fixed assets recorded in accounts payable and accrued expenses	$	12,777	$	6,849
Excise tax payable on share repurchases	$	—	$	1,556
Right-of-use assets obtained in exchange for operating lease liabilities	$	2,338	$	577

(1) The difference between the amount reported for the three months ended March 31, 2023 and the corresponding amount presented in the condensed consolidated statements of stockholders' equity is due to accrued excise tax payable on share repurchases recorded within treasury stock.

See accompanying notes to unaudited condensed consolidated financial statements.

AMN HEALTHCARE SERVICES, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share amounts)

1. BASIS OF PRESENTATION

The condensed consolidated balance sheets and related condensed consolidated statements of comprehensive income, stockholders' equity and cash flows contained in this Quarterly Report on Form 10-Q (this "Quarterly Report"), which are unaudited, include the accounts of AMN Healthcare Services, Inc. and its wholly-owned subsidiaries (collectively, the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all entries necessary for a fair presentation of such unaudited condensed consolidated financial statements have been included. These entries consisted of all normal recurring items. The results of operations for the interim period are not necessarily indicative of the results to be expected for any other interim period or for the entire fiscal year or for any future period.

The unaudited condensed consolidated financial statements do not include all information and notes necessary for a complete presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States ("U.S. GAAP"). Please refer to the Company's audited consolidated financial statements and the related notes for the fiscal year ended December 31, 2023, contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission on February 22, 2024 (the "2023 Annual Report").

The preparation of financial statements in conformity with U.S. GAAP requires management to make a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. On an ongoing basis, the Company evaluates its estimates, including those related to goodwill and intangible assets purchased in a business combination, asset impairments, accruals for self-insurance, contingent liabilities such as legal accruals, and income taxes. The Company bases these estimates on the information that is currently available and on various other assumptions that it believes are reasonable under the circumstances. Actual results could differ from those estimates under different assumptions or conditions.

Cash, Cash Equivalents and Restricted Cash

The Company considers all highly liquid investments and restricted investments with an original maturity of three months or less to be cash equivalents and restricted cash equivalents, respectively. Cash and cash equivalents include currency on hand, deposits with financial institutions, money market funds and other highly liquid investments. Restricted cash and cash equivalents primarily include cash, corporate bonds and commercial paper that serve as collateral for the Company's captive insurance subsidiary claim payments. See Note (7), "Fair Value Measurement" for additional information.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the accompanying condensed consolidated balance sheets and related notes to the amounts presented in the accompanying condensed consolidated statements of cash flows.

	March 31, 2024	December 31, 2023
Cash and cash equivalents	$ 50,560	$ 32,935
Restricted cash and cash equivalents (included in other current assets)	21,251	22,056
Restricted cash, cash equivalents and investments	71,912	68,845
Total cash, cash equivalents and restricted cash and investments	143,723	123,836
Less restricted investments	(14,436)	(15,563)
Total cash, cash equivalents and restricted cash	$ 129,287	$ 108,273

The Company maintains its cash and restricted cash in bank deposit accounts primarily at large, national financial institutions, which typically exceed federally insured limits. The Company has not experienced any losses in such accounts.

Accounts Receivable

The Company records accounts receivable at the invoiced amount. Accounts receivable are non-interest bearing. The Company maintains an allowance for expected credit losses based on the Company's historical write-off experience, an assessment of its customers' financial conditions and available information that is relevant to assessing the collectability of cash flows, which includes current conditions and forecasts about future economic conditions.

The following table provides a reconciliation of activity in the allowance for credit losses for accounts receivable:

	2024	2023
Balance as of January 1,	$ 32,233	$ 31,910
Provision for expected credit losses	4,019	6,938
Amounts written off charged against the allowance	(4,456)	(1,112)
Balance as of March 31,	$ 31,796	$ 37,736

2. ACQUISITIONS

The Company accounted for the acquisition set forth below using the acquisition method of accounting. Accordingly, the Company recorded the tangible and intangible assets acquired and liabilities assumed at their estimated fair values as of the date of acquisition. Since the date of acquisition, the Company has revised the allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on the analysis of the information that has been made available through March 31, 2024. The goodwill recognized for the acquisition is attributable to expected growth as the Company leverages its brand and diversifies its services offered to clients, including potential revenue growth and margin expansion. The Company did not incur any material acquisition-related costs.

MSDR Acquisition

On November 30, 2023, the Company completed its acquisition of MSI Systems Corp. and DrWanted.com LLC (together, "MSDR"), two healthcare staffing companies that specialize in locum tenens and advanced practice. The initial purchase price of $292,818 consisted entirely of cash consideration paid upon acquisition. The acquisition was funded through borrowings under the Company's $750,000 secured revolving credit facility (the "Senior Credit Facility"). The results of MSDR have been included in the Company's physician and leadership solutions segment since the date of acquisition.

The preliminary allocation of the $292,818 purchase price consisted of (1) $45,547 of fair value of tangible assets acquired, which included $643 cash received, (2) $23,707 of liabilities assumed, (3) $92,000 of identified intangible assets, and (4) $178,978 of goodwill, of which $92,438 is deductible for tax purposes. The provisional items include the final working capital settlement and the assessment of additional information to finalize the measurement of certain assets acquired and liabilities assumed, which primarily consist of income tax matters, operating leases and insurance reserves. The intangible assets acquired have a weighted average useful life of approximately seven years. The following table summarizes the fair value and useful life of each intangible asset acquired as of the acquisition date:

	Fair Value	Useful Life (in years)
Identifiable intangible assets		
Customer relationships	$ 54,300	7 - 10
Tradenames and trademarks	26,400	3
Staffing databases	11,300	5
	$ 92,000	

3. REVENUE RECOGNITION

Revenue primarily consists of fees earned from the temporary staffing and permanent placement of healthcare professionals, executives, and leaders (clinical and operational). The Company also generates revenue from technology-enabled services, including language interpretation and vendor management systems, and talent planning and acquisition services, including recruitment process outsourcing. The Company recognizes revenue when control of its services is transferred to its customers, in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for those services. Revenue from temporary staffing services is recognized as the services are rendered by clinical and non-clinical healthcare professionals. Under the Company's managed services program ("MSP") arrangements, the Company manages all or a part of a customer's supplemental workforce needs utilizing its own network of healthcare professionals along with those of third-party subcontractors. Revenue and the related direct costs under MSP arrangements are recorded in accordance with the accounting guidance on reporting revenue gross as a principal versus net as an agent. When the Company uses subcontractors and acts as an agent, revenue is recorded net of the related subcontractor's expense. Revenue from permanent placement and recruitment process outsourcing services is recognized as the services are rendered. Depending on the arrangement, the Company's technology-enabled service revenue is recognized either as the services are rendered or ratably over the applicable arrangement's service period.

The Company's customers are primarily billed as services are rendered. Any fees billed in advance of being earned are recorded as deferred revenue. While payment terms vary by the type of customer and the services rendered, the term between invoicing and when payment is due is not significant.

The Company has elected to apply the following practical expedients and optional exemptions related to contract costs and revenue recognition:

- Recognize incremental costs of obtaining a contract with amortization periods of one year or less as expense when incurred. These costs are recorded within selling, general and administrative expenses.
- Recognize revenue in the amount of consideration that the Company has a right to invoice the customer if that amount corresponds directly with the value to the customer of the Company's services completed to date.
- Exemptions from disclosing the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less, (ii) contracts for which revenue is recognized in the amount of consideration that the Company has a right to invoice for services performed and (iii) contracts for which variable consideration is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct service that forms part of a single performance obligation.

See Note (5), "Segment Information," for additional information regarding the Company's revenue disaggregated by service type.

4. NET INCOME PER COMMON SHARE

Basic net income per common share is calculated by dividing net income by the weighted average number of common shares outstanding during the reporting period. The following table sets forth the computation of basic and diluted net income per common share:

	Three Months Ended March 31,	
	2024	2023
Net income	$ 17,328	$ 84,110
Net income per common share - basic	$ 0.45	$ 2.03
Net income per common share - diluted	$ 0.45	$ 2.02
Weighted average common shares outstanding - basic	38,114	41,378
Plus dilutive effect of potential common shares	83	192
Weighted average common shares outstanding - diluted	38,197	41,570

The dilutive effect of potential shares primarily includes outstanding share-based awards, which consists of restricted stock units, performance restricted stock units, and obligations under the Company's employee stock purchase plan (the "ESPP"). Share-based awards to purchase 408 and 243 shares of common stock were not included in the above calculation of diluted net income per common share for the three months ended March 31, 2024 and 2023, respectively, because the effect of these instruments was anti-dilutive.

5. SEGMENT INFORMATION

The Company's operating segments are identified in the same manner as they are reported internally and used by the Company's chief operating decision maker for the purpose of evaluating performance and allocating resources. The Company has three reportable segments: (1) nurse and allied solutions, (2) physician and leadership solutions, and (3) technology and workforce solutions. The nurse and allied solutions segment includes the Company's travel nurse staffing (including international nurse staffing and rapid response nurse staffing), labor disruption staffing, local staffing, international nurse and allied permanent placement, and allied staffing (including revenue cycle solutions) businesses. The physician and leadership solutions segment includes the Company's locum tenens staffing, healthcare interim leadership staffing, executive search, and physician permanent placement businesses. The technology and workforce solutions segment includes the Company's language services, vendor management systems, workforce optimization, and outsourced solutions businesses.

The Company's chief operating decision maker relies on internal management reporting processes that provide revenue and operating income by reportable segment for making financial decisions and allocating resources. Segment operating income represents income before income taxes plus depreciation, amortization of intangible assets, share-based compensation, interest expense, net, and other, and unallocated corporate overhead. The Company's management does not evaluate, manage or measure performance of segments using asset information; accordingly, asset information by segment is not prepared or disclosed.

The following table provides a reconciliation of revenue and operating income by reportable segment to consolidated results and was derived from each segment's internal financial information as used for corporate management purposes:

	Three Months Ended March 31,	
	2024	2023
Revenue		
Nurse and allied solutions	$ 519,297	$ 824,480
Physician and leadership solutions	188,797	165,757
Technology and workforce solutions	112,784	135,986
	$ 820,878	$ 1,126,223
Segment operating income		
Nurse and allied solutions	$ 53,342	$ 113,445
Physician and leadership solutions	22,222	25,100
Technology and workforce solutions	44,270	67,010
	119,834	205,555
Unallocated corporate overhead	27,633	30,733
Depreciation and amortization	42,719	37,577
Depreciation (included in cost of revenue)	1,798	1,257
Share-based compensation	7,739	10,318
Interest expense, net, and other	16,628	10,259
Income before income taxes	$ 23,317	$ 115,411

The following table summarizes the activity related to the carrying value of goodwill by reportable segment:

	Nurse and Allied Solutions	Physician and Leadership Solutions	Technology and Workforce Solutions	Total
Balance, January 1, 2024	$ 382,420	$ 328,570	$ 400,559	$ 1,111,549
Goodwill adjustment for MSDR acquisition	—	3,208	—	3,208
Balance, March 31, 2024	$ 382,420	$ 331,778	$ 400,559	$ 1,114,757
Accumulated impairment loss as of December 31, 2023 and March 31, 2024	$ 154,444	$ 60,495	$ —	$ 214,939

Disaggregation of Revenue

The following tables present the Company's revenue disaggregated by service type:

	Three Months Ended March 31, 2024			
	Nurse and Allied Solutions	Physician and Leadership Solutions	Technology and Workforce Solutions	Total
Travel nurse staffing	$ 334,369	$ —	$ —	$ 334,369
Labor disruption services	28	—	—	28
Local staffing	12,498	—	—	12,498
Allied staffing	169,756	—	—	169,756
Locum tenens staffing	—	145,242	—	145,242
Interim leadership staffing	—	30,272	—	30,272
Temporary staffing	516,651	175,514	—	692,165
Permanent placement	2,646	13,283	—	15,929
Language services	—	—	71,422	71,422
Vendor management systems	—	—	29,063	29,063
Other technologies	—	—	5,828	5,828
Technology-enabled services	—	—	106,313	106,313
Talent planning and acquisition	—	—	6,471	6,471
Total revenue	$ 519,297	$ 188,797	$ 112,784	$ 820,878

	Three Months Ended March 31, 2023			
	Nurse and Allied Solutions	Physician and Leadership Solutions	Technology and Workforce Solutions	Total
Travel nurse staffing	$ 592,677	$ —	$ —	$ 592,677
Labor disruption services	5,702	—	—	5,702
Local staffing	25,272	—	—	25,272
Allied staffing	196,125	—	—	196,125
Locum tenens staffing	—	106,703	—	106,703
Interim leadership staffing	—	40,242	—	40,242
Temporary staffing	819,776	146,945	—	966,721
Permanent placement	4,704	18,812	—	23,516
Language services	—	—	61,676	61,676
Vendor management systems	—	—	54,173	54,173
Other technologies	—	—	7,347	7,347
Technology-enabled services	—	—	123,196	123,196
Talent planning and acquisition	—	—	12,790	12,790
Total revenue	$ 824,480	$ 165,757	$ 135,986	$ 1,126,223

6. NOTES PAYABLE AND CREDIT AGREEMENT

On February 10, 2023, the Company entered into the third amendment to its credit agreement (the “Third Amendment”). The Third Amendment provides for, among other things, the following: (i) an extension of the maturity date of the Senior Credit Facility to February 10, 2028, (ii) an increase of the Senior Credit Facility from $400,000 to $750,000, and (iii) a transition from LIBOR to a Secured Overnight Financing Rate (“SOFR”)-based interest rate. Additional information regarding the Senior Credit Facility and the amended credit agreement is disclosed in Part II, Item 8, “Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (8), Notes Payable and Credit Agreement” of the 2023 Annual Report.

7. FAIR VALUE MEASUREMENT

The Company’s valuation techniques and inputs used to measure fair value and the definition of the three levels (Level 1, Level 2, and Level 3) of the fair value hierarchy are disclosed in Part II, Item 8, “Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (3), Fair Value Measurement” of the 2023 Annual Report. The Company has not changed the valuation techniques or inputs it uses for its fair value measurement during the three months ended March 31, 2024.

Assets and Liabilities Measured on a Recurring Basis

From time to time, the Company invests a portion of its cash and cash equivalents in non-federally insured money market funds that are measured at fair value based on quoted prices, which are Level 1 inputs.

The Company has a deferred compensation plan for certain executives and employees, which is composed of deferred compensation and all related income and losses attributable thereto. The Company’s obligation under its deferred compensation plan is measured at fair value based on quoted market prices of the participants’ elected investments, which are Level 1 inputs.

The Company’s restricted cash equivalents and investments that serve as collateral for the Company’s captive insurance company include commercial paper and corporate bonds. The commercial paper is measured at observable market prices for identical securities that are traded in less active markets, which are Level 2 inputs. The corporate bonds are measured using readily available pricing sources that utilize observable market data, including the current interest rate for comparable instruments, which are Level 2 inputs. The following table presents the fair value of commercial paper and corporate bonds issued and outstanding:

	As of March 31, 2024	As of December 31, 2023
Commercial paper	$ 48,247	$ 48,206
Corporate bonds	—	—
Total classified as restricted cash equivalents	$ 48,247	$ 48,206
Commercial paper	$ —	$ —
Corporate bonds	14,436	15,563
Total classified as restricted investments	$ 14,436	$ 15,563

The Company’s contingent consideration liabilities associated with acquisitions are measured at fair value using a probability-weighted discounted cash flow analysis or a simulation-based methodology for the acquired companies, which are Level 3 inputs. The Company recognizes changes to the fair value of its contingent consideration liabilities in selling, general and administrative expenses in the condensed consolidated statements of comprehensive income. There were no contingent consideration liabilities outstanding as of both March 31, 2024 and December 31, 2023.

The following table presents information about the above-referenced assets and liabilities and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value:

	Fair Value Measurements as of March 31, 2024				Fair Value Measurements as of December 31, 2023			
Assets (Liabilities)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Deferred compensation	$ (178,412)	$ —	$ —	$ (178,412)	$ (165,574)	$ —	$ —	$ (165,574)
Corporate bonds	—	14,436	—	14,436	—	15,563	—	15,563
Commercial paper	—	48,247	—	48,247	—	48,206	—	48,206

Assets Measured on a Non-Recurring Basis

The Company applies fair value techniques on a non-recurring basis associated with identifiable intangible assets acquired through acquisitions and valuing potential impairment losses related to its goodwill, indefinite-lived intangible assets, long-lived assets, and equity investments.

The fair value of identifiable intangible assets are determined using either the income approach (the relief-from-royalty method, multi-period excess earnings method or with-and-without method) or the cost approach (replacement cost method). These valuation approaches use a combination of assumptions, including Level 3 inputs, such as (i) forecasted revenue, growth rates and customer attrition rates, (ii) forecasted operating expenses and profit margins, and (iii) royalty rates and discount rates used to present value the forecasted cash flows.

The Company evaluates goodwill and indefinite-lived intangible assets annually for impairment and whenever events or changes in circumstances indicate that it is more likely than not that an impairment exists. The Company determines the fair value of its reporting units based on a combination of inputs, including the market capitalization of the Company, as well as Level 3 inputs such as discounted cash flows, which are not observable from the market, directly or indirectly. The Company determines the fair value of its indefinite-lived intangible assets using the income approach (relief-from-royalty method) based on Level 3 inputs.

The Company's equity investment represents an investment in a non-controlled corporation without a readily determinable market value. The Company has elected to measure the investment at cost minus impairment, if any, plus or minus changes resulting from observable price changes. The fair value is determined by using quoted prices for identical or similar investments of the same issuer, which are Level 2 inputs, and other information available to the Company such as the rights and obligations of the securities. The Company recognizes changes to the fair value of its equity investment in interest expense, net, and other in the condensed consolidated statements of comprehensive income. The balance of the equity investment was $12,503 as of both March 31, 2024 and December 31, 2023.

There were no material impairment charges recorded during the three months ended March 31, 2024 and 2023.

Fair Value of Financial Instruments

The Company is required to disclose the fair value of financial instruments for which it is practicable to estimate the value, even though these instruments are not recognized at fair value in the consolidated balance sheets. The fair value of the Company's 4.625% senior notes due 2027 (the "2027 Notes") and 4.000% senior notes due 2029 (the "2029 Notes") was estimated using quoted market prices in active markets for identical liabilities, which are Level 1 inputs. The carrying amounts and estimated fair value of the 2027 Notes and the 2029 Notes are presented in the following table. See additional information regarding the 2027 Notes and the 2029 Notes in Part II, Item 8, "Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (8), Notes Payable and Credit Agreement" of the 2023 Annual Report.

	As of March 31, 2024		As of December 31, 2023	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
2027 Notes	$ 500,000	$ 473,750	$ 500,000	$ 468,750
2029 Notes	350,000	313,250	350,000	314,125

The fair value of the Company's long-term self-insurance accruals cannot be estimated as the Company cannot reasonably determine the timing of future payments.

8. INCOME TAXES

The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. With few exceptions, as of March 31, 2024, the Company is no longer subject to state, local or foreign examinations by tax authorities for tax years before 2011, and the Company is no longer subject to U.S. federal income or payroll tax examinations for tax years before 2020.

The Company believes its liability for unrecognized tax benefits and contingent tax issues is adequate with respect to all open years. Notwithstanding the foregoing, the Company could adjust its provision for income taxes and contingent tax liability based on future developments.

9. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

From time to time, the Company is involved in various lawsuits, claims, investigations, and proceedings that arise in the ordinary course of business. These matters typically relate to professional liability, tax, compensation, contract, competitor disputes and employee-related matters and include individual, representative and class action lawsuits, as well as inquiries and investigations by governmental agencies regarding the Company's employment and compensation practices. Additionally, some of the Company's clients may also become subject to claims, governmental inquiries and investigations, and legal actions relating to services provided by the Company's healthcare professionals. Depending upon the particular facts and circumstances, the Company may also be subject to indemnification obligations under its contracts with such clients relating to these matters. The Company accrues for contingencies and records a liability when management believes an adverse outcome from a loss contingency is both probable and the amount, or a range, can be reasonably estimated. Significant judgment is required to determine both probability of loss and the estimated amount. The Company reviews its loss contingencies at least quarterly and adjusts its accruals and/or disclosures to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, or other new information, as deemed necessary. The most significant matters for which the Company has established loss contingencies are class and representative actions related to wage and hour claims under California and Federal law. Specifically, among other claims in these lawsuits, it is alleged that certain expense reimbursements should be considered wages and included in the regular rate of pay for purposes of calculating overtime rates.

On May 26, 2016, former travel nurse Verna Maxwell Clarke filed a complaint against AMN Services, LLC, in California Superior Court in Los Angeles County. The Company removed the case to the United States District Court for the Central District of California (Case No. 2:16-cv-04132-DSF-KS) (the "Clarke Matter"). The complaint asserts that, due to the Company's per diem adjustment practices, traveling nurses' per diem benefits should be included in their regular rate of pay for the purposes of calculating their overtime compensation. On June 26, 2018, the district court denied the plaintiffs' Motion for Summary Judgment in its entirety, and granted the Company's Motion for Summary Judgment with respect to the plaintiffs' per diem and overtime claims. The plaintiffs filed an appeal of the judgment relating to the per diem claims with the Ninth Circuit Court of Appeals (the "Ninth Circuit"). On February 8, 2021, the Ninth Circuit issued an opinion that reversed the district court's granting of the Company's Motion for Summary Judgment and remanded the matter to the district court instructing the district to enter partial summary judgment in favor of the plaintiffs. On August 26, 2021, the Company filed a Petition for Writ of Certiorari in the United States Supreme Court seeking review of the Ninth Circuit's decision, which was denied on December 13, 2021. The Company has reached an agreement to settle this matter in its entirety, which was preliminarily approved in the fourth quarter of 2023. The Company expects final approval at the end of the second quarter of 2024. Accordingly, the Company has recorded an accrual for this matter amounting to $62,000.

The Company is currently unable to estimate the possible loss or range of loss beyond amounts already accrued. Loss contingencies accrued are included in accounts payable and accrued expenses and other long-term liabilities in the consolidated balance sheets.

10. BALANCE SHEET DETAILS

The consolidated balance sheets detail is as follows:

	March 31, 2024	December 31, 2023
Other current assets:		
Restricted cash and cash equivalents	$ 21,251	$ 22,056
Income taxes receivable	—	5,350
Other	17,491	18,264
Other current assets	$ 38,742	$ 45,670
Fixed assets:		
Furniture and equipment	$ 75,686	$ 71,815
Software	407,298	388,812
Leasehold improvements	16,242	15,839
	499,226	476,466
Accumulated depreciation	(304,689)	(285,081)
Fixed assets, net	$ 194,537	$ 191,385
Other assets:		
Life insurance cash surrender value	$ 177,403	$ 162,780
Operating lease right-of-use assets	35,397	34,543
Other	39,597	39,473
Other assets	$ 252,397	$ 236,796
Accounts payable and accrued expenses:		
Trade accounts payable	$ 48,238	$ 54,128
Subcontractor payable	94,889	122,983
Accrued expenses	86,766	82,257
Loss contingencies	70,820	69,837
Professional liability reserve	7,625	7,761
Other	7,678	6,881
Accounts payable and accrued expenses	$ 316,016	$ 343,847
Accrued compensation and benefits:		
Accrued payroll	$ 59,052	$ 53,633
Accrued bonuses and commissions	21,595	31,236
ESPP contributions	72	950
Workers compensation reserve	10,931	12,130
Deferred compensation	178,412	165,574
Other	10,451	15,013
Accrued compensation and benefits	$ 280,513	$ 278,536
Other current liabilities:		
Income taxes payable	$ 3,790	$ —
Client deposits	833	8,707
Operating lease liabilities	6,633	7,993
Deferred revenue	11,681	11,303
Other	4,437	5,735
Other current liabilities	$ 27,374	$ 33,738
Other long-term liabilities:		
Workers compensation reserve	$ 20,739	$ 21,169
Professional liability reserve	37,400	36,891
Operating lease liabilities	39,019	37,603
Other	12,889	13,316
Other long-term liabilities	$ 110,047	$ 108,979

Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto and other financial information included elsewhere herein and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission ("SEC") on February 22, 2024 ("2023 Annual Report"). Certain statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" are "forward-looking statements." See "Special Note Regarding Forward-Looking Statements." We undertake no obligation to update the forward-looking statements in this Quarterly Report. References in this Quarterly Report to "AMN Healthcare," the "Company," "we," "us" and "our" refer to AMN Healthcare Services, Inc. and its wholly owned subsidiaries.

Overview of Our Business

We provide technology-enabled healthcare workforce solutions and staffing services to healthcare organizations across the nation. The Company provides access to a comprehensive network of healthcare professionals through its recruitment strategies and breadth of career opportunities. The Company helps providers optimize their workforce to reduce complexity and increase efficiency. The Company's total talent solutions include managed services programs, clinical and interim healthcare leaders, temporary staffing, permanent placement, executive search, vendor management systems, recruitment process outsourcing, predictive modeling, language services, revenue cycle solutions, and other services. Clients include acute-care hospitals, community health centers and clinics, physician practice groups, retail and urgent care centers, home health facilities, schools and many other healthcare settings.

We conduct business through three reportable segments: (1) nurse and allied solutions, (2) physician and leadership solutions, and (3) technology and workforce solutions. For the three months ended March 31, 2024, we recorded revenue of $820.9 million, as compared to $1,126.2 million for the same period last year.

Nurse and allied solutions segment revenue comprised 63% and 73% of total consolidated revenue for the three months ended March 31, 2024 and 2023, respectively. Through our nurse and allied solutions segment, we provide hospitals and other healthcare facilities with a comprehensive managed services solution in which we manage and staff all the temporary and permanent nursing and allied staffing needs of a client. We also provide revenue cycle solutions, which include skilled labor solutions for remote medical coding, clinical documentation improvement, case management, and clinical data registry, and provide auditing and advisory services. A majority of our placements in this segment are under our managed services solution, however, we also provide traditional direct nurse and allied healthcare staffing solutions of variable assignment lengths.

Physician and leadership solutions segment revenue comprised 23% and 15% of total consolidated revenue for the three months ended March 31, 2024 and 2023, respectively. Through our physician and leadership solutions segment, we place physicians of all specialties, as well as dentists and advanced practice providers, with clients on a temporary basis, generally as independent contractors. We also recruit physicians and healthcare leaders for permanent placement and place interim leaders and executives across all healthcare settings. The interim healthcare leaders and executives we place are typically placed on contracts with assignment lengths ranging from a few days to one year.

Technology and workforce solutions segment revenue comprised 14% and 12% of total consolidated revenue for both of the three months ended March 31, 2024 and 2023, respectively. Through our technology and workforce solutions segment, we provide hospitals and other healthcare facilities with a range of workforce solutions, including: (1) language services, (2) software-as-a-service ("SaaS")-based VMS technologies through which our clients can self-manage the procurement of contingent clinical labor and their internal float pool, (3) workforce optimization services that include consulting, data analytics, predictive modeling, and SaaS-based scheduling technology, and (4) recruitment process outsourcing services in which we recruit, hire and/or onboard permanent clinical and nonclinical positions on behalf of our clients.

Operating Metrics

In addition to our consolidated and segment financial results, we monitor the following key metrics to help us evaluate our results of operations and financial condition and make strategic decisions. We believe this information is useful in understanding our operational performance and trends affecting our businesses.

- Average travelers on assignment represents the average number of nurse and allied healthcare professionals on assignment during the period, which is used by management as a measure of volume in our nurse and allied solutions segment;
- Bill rates represent the hourly straight-time rates that we bill to clients, which are an indicator of labor market trends and costs within our nurse and allied solutions segment;

- Billable hours represent hours worked by our healthcare professionals that we are able to bill on client engagements, which are used by management as a measure of volume in our nurse and allied solutions segment;
- Days filled is calculated by dividing total locum tenens hours filled during the period by eight hours, which is used by management as a measure of volume in our locum tenens business within our physician and leadership solutions segment;
- Revenue per day filled is calculated by dividing revenue of our locum tenens business by days filled for the period, which is an indicator of labor market trends and costs in our locum tenens business within our physician and leadership solutions segment; and
- Minutes represent the time-based utilization of interpretation services that we are able to bill our clients, which are used by management as a measure of volume in our language services business within our technology and workforce solutions segment.

Recent Trends

From late 2020 through most of 2022, the COVID-19 pandemic resulted in historically high demand for and utilization of our nurses, allied healthcare professionals and vendor-neutral VMS technologies supporting the placement of these professionals. Since 2022, healthcare organizations have aggressively hired permanent staff and focused on cost containment and alternative staffing models that enable them to reduce utilization of contingent labor. As a result, industry demand and demand in our travel nurse business has declined significantly to below pre-pandemic levels and we saw this trend continue in the first quarter of 2024. In our allied staffing business, demand continues to be above pre-pandemic levels, and certain specialties such as therapy and imaging are up significantly year over year, offsetting the decline in laboratory and other specialties involved in treating COVID-19 patients.

In our nurse and allied solutions segment, we have seen a decrease in overall staffing volume from prior year and prior quarter primarily due to lower travel nurse demand. Bill rates in the first quarter were relatively flat to prior quarter, but down year-over-year.

In our physician and leadership solutions segment, demand for our locum tenens staffing business declined from prior year and prior quarter. Certified registered nurse anesthetists (CRNAs) continue to be the largest specialty for our locum tenens staffing business. Revenue per day filled increased in the first quarter as compared to the prior year and prior quarter. Demand for our interim leadership business is leveling out after several quarters of decline. Demand for our physician permanent placement and executive search businesses continues to be soft as some healthcare organizations streamlined leadership roles, deferred hiring decisions, or increased insourcing.

In our technology and workforce solutions segment, our language services business continued to experience increased utilization in our existing clients and growth from new clients. Volumes in our VMS business followed similar trends, although to a greater extent, as our nurse and allied solutions segment, declining from historic highs. Bill rates continued to decrease in the first quarter.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in conformity with United States generally accepted accounting principles (“U.S. GAAP”) requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenue and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to intangible assets purchased in a business combination, asset impairments, accruals for self-insurance, compensation and related benefits, accounts receivable, contingencies and litigation, contingent consideration (“earn-out”) liabilities associated with acquisitions, and income taxes. We base these estimates on the information that is currently available to us and on various other assumptions that we believe are reasonable under the circumstances. Actual results could vary from these estimates under different assumptions or conditions. If these estimates differ significantly from actual results, our consolidated financial statements and future results of operations may be materially impacted. There have been no material changes in our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our 2023 Annual Report.

Results of Operations

The following table sets forth, for the periods indicated, selected unaudited condensed consolidated statements of operations data as a percentage of revenue. Our results of operations include three reportable segments: (1) nurse and allied solutions, (2) physician and leadership solutions, and (3) technology and workforce solutions. The MSDR acquisition impacts the comparability of the results between the three months ended March 31, 2024 and 2023. See additional information in the accompanying Note (2), "Acquisitions." Our historical results are not necessarily indicative of our future results of operations.

	Three Months Ended March 31,	
	2024	2023
Unaudited Condensed Consolidated Statements of Operations:		
Revenue	100.0 %	100.0 %
Cost of revenue	68.6	67.2
Gross profit	31.4	32.8
Selling, general and administrative	21.3	18.3
Depreciation and amortization	5.2	3.3
Income from operations	4.9	11.2
Interest expense, net, and other	2.1	1.0
Income before income taxes	2.8	10.2
Income tax expense	0.7	2.7
Net income	2.1 %	7.5 %

Comparison of Results for the Three Months Ended March 31, 2024 to the Three Months Ended March 31, 2023

Revenue. Revenue decreased 27% to $820.9 million for the three months ended March 31, 2024 from $1,126.2 million for the same period in 2023, attributable to a decline in organic revenue across our segments with the greatest decline in our nurse and allied solutions segment.

Nurse and allied solutions segment revenue decreased 37% to $519.3 million for the three months ended March 31, 2024 from $824.5 million for the same period in 2023. The $305.2 million decrease was primarily attributable to a 24% decrease in the average number of travelers on assignment, an approximately 15% decrease in the average bill rate, and a 3% decrease in billable hours.

Physician and leadership solutions segment revenue increased 14% to $188.8 million for the three months ended March 31, 2024 from $165.8 million for the same period in 2023. The $23.0 million increase was attributable to higher revenue in our locum tenens business, which was partially offset by lower revenue in our interim leadership, physician permanent placement and executive search businesses. Revenue in our locum tenens business grew approximately 36% during the three months ended March 31, 2024 primarily due to additional revenue of $37.1 million in connection with the MSDR acquisition and a 10% increase in the revenue per day filled on an organic basis, partially offset by an 8% decrease in the number of days filled on an organic basis. Our interim leadership business experienced a 25% decline and our physician permanent placement and executive search businesses declined 29% during the three months ended March 31, 2024, primarily due to lower demand.

Technology and workforce solutions segment revenue decreased 17% to $112.8 million for the three months ended March 31, 2024 from $136.0 million for the same period in 2023. The $23.2 million decrease was primarily attributable to a decline within our VMS and outsourced solutions businesses, partially offset by growth within our language services business. Revenue for our VMS business declined 46% for similar reasons as nurse and allied solutions segment revenue and our outsourced solutions business experienced a 49% decline primarily due to lower demand, while our language services business grew 16% primarily due to a 19% increase in minutes during the three months ended March 31, 2024.

For the three months ended March 31, 2024 and 2023, revenue under our MSP arrangements comprised approximately 48% and 57% of our consolidated revenue, 70% and 74% of our nurse and allied solutions segment revenue, 13% and 21% of our physician and leadership solutions segment revenue, and 3% and 2% of our technology and workforce solutions segment revenue, respectively.

Gross Profit. Gross profit decreased 30% to $257.5 million for the three months ended March 31, 2024 from $368.8 million for the same period in 2023, representing gross margins of 31.4% and 32.8%, respectively. The decline in consolidated gross margin for the three months ended March 31, 2024, as compared to the same period in 2023, was primarily due to (1) a lower margin in our technology and workforce solutions segment primarily due to a change in sales mix resulting from lower revenue in our VMS business and its higher margins as compared to our other businesses within the segment and (2) lower margins in our nurse and allied solutions and physician and leadership solutions segments driven by higher clinician compensation. The overall decline was partially offset by a change in sales mix resulting from lower revenue in our nurse and allied solutions segment. Gross margin by reportable segment for the three months ended March 31, 2024 and 2023 was 25.1% and 25.9% for nurse and allied solutions, 31.6% and 35.2% for physician and leadership solutions, and 59.9% and 71.4% for technology and workforce solutions, respectively.

Selling, General and Administrative Expenses. Selling, general and administrative ("SG&A") expenses were $174.8 million, representing 21.3% of revenue, for the three months ended March 31, 2024, as compared to $205.6 million, representing 18.3% of revenue, for the same period in 2023. The decrease in SG&A expenses was primarily due to $17.1 million of lower employee compensation and benefits (inclusive of share-based compensation), a $2.9 million decrease in the provision for expected credit losses, and an approximately $7.0 million decrease in other expenses associated with our revenue decline. The year-over-year increase in SG&A expenses in our physician and leadership solutions segment was driven by $7.5 million of additional SG&A expenses from the MSDR acquisition, partially offset by the aforementioned decreases. SG&A expenses broken down among the reportable segments, unallocated corporate overhead, and share-based compensation are as follows:

	(In Thousands) Three Months Ended March 31,	
	2024	**2023**
Nurse and allied solutions	$ 77,081	$ 99,997
Physician and leadership solutions	37,348	33,208
Technology and workforce solutions	25,041	31,343
Unallocated corporate overhead	27,633	30,733
Share-based compensation	7,739	10,318
	$ 174,842	$ 205,599

Depreciation and Amortization Expenses. Amortization expense increased 15% to $24.9 million for the three months ended March 31, 2024 from $21.7 million for the same period in 2023, primarily attributable to additional amortization expense related to the intangible assets acquired in the MSDR acquisition. Depreciation expense (exclusive of depreciation included in cost of revenue) increased 12% to $17.8 million for the three months ended March 31, 2024 from $15.9 million for the same period in 2023, primarily attributable to an increase in purchased and developed hardware and software placed in service for our ongoing technology investments to support our tech-centric total talent solutions initiatives and to optimize our internal front and back-office systems. Additionally, $1.8 million and $1.3 million of depreciation expense for our language services business is included in cost of revenue for the three months ended March 31, 2024 and 2023, respectively.

Interest Expense, Net, and Other. Interest expense, net, and other was $16.6 million during the three months ended March 31, 2024 as compared to $10.3 million for the same period in 2023. The increase was primarily due to a higher average debt outstanding balance during the three months ended March 31, 2024.

Income Tax Expense. Income tax expense was $6.0 million for the three months ended March 31, 2024 as compared to $31.3 million for the same period in 2023, reflecting effective income tax rates of 26% and 27% for these periods, respectively. The decrease in the effective income tax rate was primarily attributable to the recognition of $2.4 million of net discrete tax benefit during the three months ended March 31, 2024 compared to a $0.8 million net discrete tax benefit during the same period in 2023, in relation to income before income taxes of $23.3 million and $115.4 million for the three months ended March 31, 2024 and 2023, respectively. We currently estimate our annual effective tax rate to be approximately 31% for 2024. The 26% effective tax rate for the three months ended March 31, 2024 differs from our estimated annual effective tax rate of 31% primarily due to certain discrete tax benefits recognized during the three months ended March 31, 2024, in relation to income before income taxes.

Liquidity and Capital Resources

In summary, our cash flows were:

	(In Thousands) Three Months Ended March 31, 2024	2023
Net cash provided by operating activities	$ 81,386	$ 43,434
Net cash used in investing activities	(21,399)	(32,431)
Net cash used in financing activities	(38,973)	(44,457)
Net increase (decrease) in cash, cash equivalents and restricted cash	$ 21,014	$ (33,454)

Historically, our primary liquidity requirements have been for acquisitions, working capital requirements, and debt service under our credit facilities and senior notes. We have funded these requirements through internally generated cash flow and funds borrowed under our credit facilities and senior notes.

As of March 31, 2024, (1) $425.0 million was drawn with $304.2 million of available credit under our $750.0 million secured revolving credit facility (the "Senior Credit Facility"), (2) the aggregate principal amount of our 4.625% senior notes due 2027 (the "2027 Notes") outstanding was $500.0 million, and (3) the aggregate principal amount of our 4.000% senior notes due 2029 (the "2029 Notes") outstanding was $350.0 million. We describe in further detail our Amended Credit Agreement (as defined below), under which the Senior Credit Facility is governed, the 2027 Notes, and the 2029 Notes in Part II, Item 8, "Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (8), Notes Payable and Credit Agreement" of our 2023 Annual Report.

As of March 31, 2024, the total of our contractual obligations under operating leases with initial terms in excess of one year was $55.3 million. We describe in further detail our operating lease arrangements in Part II, Item 8, "Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (5), Leases" of our 2023 Annual Report. We also have various obligations and working capital requirements, such as certain tax and legal matters, contingent consideration and other liabilities, that are recorded on our consolidated balance sheets. See additional information in the accompanying Note (7), "Fair Value Measurement," Note (8), "Income Taxes," Note (9), "Commitments and Contingencies," and Note (10), "Balance Sheet Details."

In addition to our cash requirements, we have a share repurchase program authorized by our board of directors, which does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time. See additional information in the accompanying Part II, Item 2, "Unregistered Sales of Equity Securities and Use of Proceeds."

We believe that cash generated from operations and available borrowings under the Senior Credit Facility will be sufficient to fund our operations and liquidity requirements, including expected capital expenditures, for the next 12 months and beyond. We intend to finance potential future acquisitions with cash provided from operations, borrowings under the Senior Credit Facility or other borrowings under our Amended Credit Agreement (as defined below), bank loans, debt or equity offerings, or some combination of the foregoing. The following discussion provides further details of our liquidity and capital resources.

Operating Activities

Net cash provided by operating activities for the three months ended March 31, 2024 was $81.4 million, compared to $43.4 million for the same period in 2023. The increase in net cash provided by operating activities was primarily attributable to (1) a decrease in accounts receivable and subcontractor receivables between periods of $106.9 million primarily due to declines in revenue and associate vendor usage during the three months ended March 31, 2024 along with timing of collections, and (2) an increase in accrued compensation and benefits between periods of $64.7 million primarily due to bonuses and commissions that were paid during the three months ended March 31, 2023. The overall increase in net cash provided by operating activities was partially offset by (1) a decrease in net income excluding non-cash expenses of $92.7 million primarily due to a decline in segment operating income across our segments, (2) a decrease in accounts payable and accrued expenses between periods of $23.4 million primarily due to a decline in associate vendor usage and timing of payments, and (3) a decrease in other liabilities between periods of $17.6 million primarily due to an increase in income taxes payable during the prior year resulting from the timing of income tax payments. Our Days Sales Outstanding ("DSO") was 64 days at March 31, 2024, 70 days at December 31, 2023, and 55 days at March 31, 2023.

Investing Activities

Net cash used in investing activities for the three months ended March 31, 2024 was $21.4 million, compared to net cash used in investing activities of $32.4 million for the same period in 2023. The decrease was primarily due to $4.5 million of payments to fund the deferred compensation plan during the three months ended March 31, 2024, as compared to $17.0 million of payments during the three months ended March 31, 2023. In addition, capital expenditures were $18.1 million and $17.5 million for the three months ended March 31, 2024 and 2023, respectively.

Financing Activities

Net cash used in financing activities during the three months ended March 31, 2024 was $39.0 million, due to repayments of $50.0 million under the Senior Credit Facility and $4.0 million in cash paid for shares withheld for payroll taxes resulting from the vesting of employee equity awards, partially offset by borrowings of $15.0 million under the Senior Credit Facility. Net cash used in financing activities during the three months ended March 31, 2023 was $44.5 million, due to (1) $174.7 million paid in connection with the repurchase of our common stock, (2) repayments of $70.0 million under the Senior Credit Facility, (3) $6.1 million in cash paid for shares withheld for payroll taxes resulting from the vesting of employee equity awards, and (4) $3.6 million payment of financing costs in connection with the Third Amendment (as defined below), all of which was partially offset by borrowings of $210.0 million under the Senior Credit Facility.

Amended Credit Agreement

On February 10, 2023, we entered into the third amendment to our credit agreement (the “Third Amendment”). The Third Amendment (together with the credit agreement as amended to date, collectively, the “Amended Credit Agreement”) provides for, among other things, an increase to the revolving commitments under the Senior Credit Facility to $750.0 million and an extension of the maturity date of the Amended Credit Agreement to February 10, 2028. Our obligations under the Amended Credit Agreement are secured by substantially all of our assets. We describe in further detail the terms of the Amended Credit Agreement in Part II, Item 8, “Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (8), Notes Payable and Credit Agreement” of our 2023 Annual Report.

Letters of Credit

At March 31, 2024, we maintained outstanding standby letters of credit totaling $21.3 million as collateral in relation to our workers’ compensation insurance agreements and a corporate office lease agreement. Of the $21.3 million of outstanding letters of credit, we have collateralized $0.6 million in cash and cash equivalents and the remaining $20.8 million is collateralized by the Senior Credit Facility. Outstanding standby letters of credit at December 31, 2023 totaled $21.3 million.

Recent Accounting Pronouncements

In November 2023, the FASB issued Accounting Standards Update (“ASU”) 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which expands the breadth and frequency of reportable segment disclosure requirements, primarily though enhanced disclosures about significant segment expenses. The new guidance requires public entities to disclose, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker (“CODM”), the amount and composition of other segment items by reportable segment, any additional measures of a segment’s profit or loss used by the CODM when assessing performance and deciding how to allocate resources, and the CODM’s title and position. Additionally, public entities will be required to provide in interim periods all disclosures about a reportable segment’s profit or loss that are currently required annually by Topic 280. This standard is effective on a retrospective basis for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting this standard on our disclosures.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which is intended to enhance the transparency and decision-usefulness of income tax disclosures. The new guidance addresses investor requests for enhanced income tax information primarily through requiring disclosure of additional information about and further disaggregation of the rate reconciliation and income taxes paid. This standard is effective on a prospective basis for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting this standard on our disclosures.

There have been no other new accounting pronouncements issued but not yet adopted that are expected to materially affect our consolidated financial condition or results of operations.

Special Note Regarding Forward-Looking Statements

This Quarterly Report 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. We base these forward-looking statements on our expectations, estimates, forecasts, and projections about future events and about the industry in which we operate. Forward-looking statements are identified by words such as “believe,” “anticipate,” “expect,” “intend,” “plan,” “will,” “should,” “would,” “project,” “may,” variations of such words, and other similar expressions. In addition, any statements that refer to projections of demand or supply trends, financial items, anticipated growth, future growth and revenues, future economic conditions and performance, plans, objectives and strategies for future operations, expectations, or other characterizations of future events or circumstances are forward-looking statements. All forward-looking statements involve risks and uncertainties. Our actual results could differ materially from those discussed in, or implied by, these forward-looking statements. Factors that could cause actual results to differ materially from those implied by the forward-looking statements in this Quarterly Report are set forth in our 2023 Annual Report and include but are not limited to:

- the duration and extent to which hospitals and other healthcare entities adjust their utilization of temporary nurses and allied healthcare professionals, physicians, healthcare leaders and other healthcare professionals and workforce technology applications as a result of the labor market or economic conditions;
- the ability of our clients to increase the efficiency and effectiveness of their staffing management and recruiting efforts, through predictive analytics, online recruiting, telemedicine or otherwise, and successfully hire and retain permanent staff, which may negatively affect our revenue, results of operations, and cash flows;
- the effects of the COVID-19 pandemic or any future pandemic or health crisis on our business, financial condition and results of operations;
- the severity and duration of the impact the COVID-19 pandemic or any future pandemic or health crisis, the Great Resignation, economic downturns, inflation, recession or slow recoveries have on the financial condition and cash flow of many hospitals and healthcare systems such that it impairs their ability to make payments to us, timely or otherwise, for services rendered;
- the extent to which a spike in the COVID-19 pandemic may disrupt our operations due to the unavailability of our employees or healthcare professionals because of illness, risk of illness, quarantines, travel restrictions, mandatory vaccination requirements, desire to travel and work on temporary assignments or other factors that limit our existing or potential workforce and pool of candidates;
- the effects of economic downturns, inflation, recession or slow recoveries, which could result in less demand for our services, increased client initiatives designed to contain costs, including reevaluating their approach as it pertains to contingent labor and managed services programs;
- any inability on our part to anticipate and quickly respond to changing marketplace conditions, such as alternative modes of healthcare delivery, reimbursement, or client needs and requirements;
- the negative effects that intermediary organizations may have on our ability to secure new and profitable contracts;
- the level of consolidation and concentration of buyers of healthcare workforce, staffing and technology solutions, which could affect the pricing of our services and our ability to mitigate concentration risk;
- any inability on our part to recruit and retain sufficient quality healthcare professionals at reasonable costs, which could increase our operating costs and negatively affect our business and profitability;
- any inability on our part to grow and operate our business profitably in compliance with federal and state regulation, including privacy laws, conduct of operations, costs and payment for services and payment for referrals as well as laws regarding employment and compensation practices and government contracting;
- any challenge to the classification of certain of our healthcare professionals as independent contractors, which could adversely affect our profitability;
- the effect of investigations, claims, and legal proceedings alleging medical malpractice, anti-competitive conduct, violations of employment, privacy and wage regulations and other legal theories of liability asserted against us, which could subject us to substantial liabilities;

- any technology disruptions or our inability to implement new infrastructure and technology systems effectively may adversely affect our operating results and ability to manage our business effectively;
- any failure to further develop and evolve our current workforce solutions technology offerings and capabilities, which may harm our business and/or impact our ability to compete with new technologies and competitors;
- disruption to or failures of our SaaS-based or technology-enabled services, or our inability to adequately protect our intellectual property rights with respect to such technologies or sufficiently protect the privacy of personal information, could reduce client satisfaction, harm our reputation and negatively affect our business;
- security breaches and cybersecurity incidents, including ransomware, that could compromise our information and systems, which could adversely affect our business operations and reputation and could subject us to substantial liabilities;
- any inability on our part to quickly and properly credential and match quality healthcare professionals with suitable placements, which may adversely affect demand for our services;
- any inability on our part to continue to attract, develop and retain our sales and operations team members, which may deteriorate our operations;
- our increasing dependence on third parties, including offshore vendors, for the execution of certain critical functions;
- the loss of our key officers and management personnel, which could adversely affect our business and operating results;
- any inability to consummate and effectively incorporate acquisitions into our business operations, which may adversely affect our long-term growth and our results of operations;
- businesses we acquire may have liabilities or adverse operating issues, which could harm our operating results;
- any increase to our business and operating risks as we develop new services and clients, enter new lines of business, and focus more of our business on providing a full range of client solutions;
- any inability on our part to maintain our positive brand awareness and identity, which may adversely affect our results of operation;
- the expansion of social media platforms presents new risks and challenges, which could cause damage to our brand reputation;
- any recognition of an impairment to the substantial amount of goodwill or indefinite-lived intangibles on our balance sheet;
- our indebtedness, which could adversely affect our ability to raise additional capital to fund operations, limit our ability to react to changes in the economy or our industry, and expose us to interest rate risk to the extent of any variable rate debt;
- the terms of our debt instruments that impose restrictions on us that may affect our ability to successfully operate our business; and
- the effect of significant adverse adjustments to our insurance-related accruals on our balance sheet, which could decrease our earnings or increase our losses and negatively impact our cash flows.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates, and commodity prices. During the three months ended March 31, 2024, our primary exposure to market risk was interest rate risk associated with our variable interest debt instruments and our investment portfolio. A 100 basis point increase in interest rates on our variable rate debt would not have resulted in a material effect on our unaudited condensed consolidated financial statements for the three months ended March 31, 2024. A 100 basis point change in interest rates as of March 31, 2024 would not have resulted in a material effect on the fair value of our investment portfolio. For our investments that are classified as available-for-sale, unrealized gains or losses related to fluctuations in market volatility and interest rates are reflected within stockholders' equity in accumulated other comprehensive loss in the consolidated balance sheets. Such unrealized gains or losses would be realized only if we sell the investments prior to maturity.

During the three months ended March 31, 2024, we generated substantially all of our revenue in the United States. Accordingly, we believe that our foreign currency risk is immaterial.

Item 4. *Controls and Procedures*

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures as of March 31, 2024 were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. *Legal Proceedings*

Information with respect to this item may be found in the accompanying Note (9), "Commitments and Contingencies," which is incorporated herein by reference.

Item 1A. *Risk Factors*

We do not believe that there have been any material changes to the risk factors disclosed in Part I, Item 1A of our 2023 Annual Report. The risk factors described in our 2023 Annual Report are not the only risks we face. Factors we currently do not know, factors that we currently consider immaterial or factors that are not specific to us, such as general economic conditions, may also materially adversely affect our business or our consolidated operating results, financial condition or cash flows.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

From time to time, we may repurchase our common stock in the open market pursuant to programs approved by our board of directors (the "Board"). On November 1, 2016, our Board authorized us to repurchase up to $150.0 million of our outstanding common stock in the open market. On November 10, 2021, February 17, 2022, June 15, 2022, and February 16, 2023, we announced increases to the repurchase program totaling $1,200.0 million. These increases brought the total authorization of the repurchase program to $1,350.0 million, of which $226.7 million remained as of March 31, 2024. Under the repurchase program announced on November 1, 2016 and the aforementioned increases (collectively, the "Company Repurchase Program"), share repurchases may be made from time to time, depending on prevailing market conditions and other considerations. The Company Repurchase Program has no expiration date and may be discontinued or suspended at any time.

During the three months ended March 31, 2024, we did not repurchase any shares of common stock. We describe in further detail the Company Repurchase Program and the shares repurchased thereunder in Part II, Item 5, "Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" and Item 8, "Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (10)(b), Capital Stock—Treasury Stock" set forth in our 2023 Annual Report.

Item 3. *Defaults Upon Senior Securities*

None.

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. *Other Information*

During the three months ended March 31, 2024, none of the Company's directors or officers adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" as such terms are defined under Item 408 of Regulation S-K.

Item 6. *Exhibits*

Exhibit Number	Description
3.1	Second Amended and Restated Certificate of Incorporation of AMN Healthcare Services, Inc.*
31.1	Certification by Caroline S. Grace pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.*
31.2	Certification by Jeffrey R. Knudson pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.*
32.1	Certification by Caroline S. Grace pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification by Jeffrey R. Knudson pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	XBRL Instance Document.*
101.SCH	XBRL Taxonomy Extension Schema Document.*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.*

* Filed herewith.

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, thereunto duly authorized.

Date: May 9, 2024

AMN HEALTHCARE SERVICES, INC.

/S/ CAROLINE S. GRACE

Caroline S. Grace
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 9, 2024

/S/ JEFFREY R. KNUDSON

Jeffrey R. Knudson
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 3.1

SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
of
AMN HEALTHCARE SERVICES, INC.

AMN Healthcare Services, Inc., a corporation duly incorporated under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The present name of the corporation is AMN Healthcare Services, Inc. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on the 10th day of November, 1997, under the name AMN Holdings, Inc.

SECOND: The original Certificate of Incorporation of the Corporation was amended and restated pursuant to an Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on October 18, 2001 (such certificate, as so amended and restated, the "Certificate of Incorporation").

THIRD: This Second Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228, 242 and 245 of the Delaware General Corporation Law (the "General Corporation Law").

FOURTH: This Second Amended and Restated Certificate of Incorporation restates, integrates and further amends the Corporation's Certificate of Incorporation.

FIFTH: The text of the Certificate of Incorporation is hereby amended, integrated and restated to read in its entirety as follows:

1. Name. The name of the corporation is "AMN Healthcare Services, Inc."

2. Address; Registered Office and Agent. The address of the Corporation's registered office is Corporation Service Company, 251 Little Falls Drive, City of Wilmington, County of New Castle, State of Delaware, 19808 and the name of its registered agent at such address is Corporation Service Company.

3. Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

4. Number of Shares. The total number of shares of stock that the Corporation shall have authority to issue is: two hundred and ten million (210,000,000), divided as follows: ten million (10,000,000) shares of Preferred Stock, of the par value of $0.01 per share (the "Preferred Stock"), and two hundred million (200,000,000) shares of Common Stock, of the par value of $0.01 per share (the "Common Stock").

4.1 The designation, relative rights, preferences and limitations of the shares of each class are as follows:

4.1.1 The shares of Preferred Stock may be issued from time to time in one or more series of any number of shares, provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock hereinabove authorized, and with such powers, including voting powers, if any, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the designation and issue of such shares of Preferred Stock from time to time adopted by the Board of Directors (the "Board") pursuant to authority so to do which is hereby expressly vested in the Board. The powers, including voting powers, if any, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. Each series of shares of Preferred Stock: (a) may have such voting rights or powers, full or limited, if any; (b) may be subject to redemption at such time or times and at such prices, if any; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock, if any; (d) may have such rights upon the voluntary or involuntary liquidation, winding up or dissolution of, or upon any distribution of the assets of, the Corporation, if any; (e) may be made convertible into or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation (or any other securities of the Corporation or any other person) at such price or prices or at such rates of exchange and with such adjustments, if any; (f) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts, if any; (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding shares of the Corporation, if any; and (h) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, if any; all as shall be stated in said resolution or resolutions of the Board providing for the designation and issue of such shares of Preferred Stock. Any of the voting powers, designations, preferences, rights and any qualifications, limitations or restrictions of any such series of Preferred Stock may be made dependent upon facts ascertainable outside of the resolution or resolutions providing for the issue of such Preferred Stock adopted by the Board pursuant to the authority vested in it by this Section 4.1.1, provided that the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such series of Preferred Stock is clearly and expressly set forth in the resolution or resolutions providing for the issue of such Preferred Stock. The term "facts" as used in the preceding sentence shall have the meaning set forth in Section 151(a) of the General Corporation Law.

4.1.2 Except as otherwise provided by law or by this Certificate of Incorporation and subject to the express terms of any series of shares of Preferred Stock, the holders of outstanding shares of Common Stock shall exclusively possess voting power for the election of Directors and for all other purposes, each holder of record of shares of Common

Stock being entitled to one vote for each share of Common Stock standing in his or her name on the books of the Corporation. Except as otherwise provided by law or by this Certificate of Incorporation and subject to the express terms of any series of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled, to the exclusion of the holders of shares of Preferred Stock of any and all series, to receive such dividends as from time to time may be declared by the Board. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to share ratably according to the number of shares of Common Stock held by them in all remaining assets of the Corporation available for distribution to its stockholders.

4.1.3 Subject to the provisions of this Certificate of Incorporation and the express terms of any series of Preferred Stock and except as otherwise provided by law, the stock of the Corporation, regardless of class, may be issued for such consideration and for such corporate purposes as the Board may from time to time determine.

5. Election of Directors. Unless and except to the extent that the By-laws of the Corporation (the "By-laws") shall so require, the election of the directors of the Corporation need not be by written ballot.

6. Limitation of Liability. No Director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director or officer of the Corporation, provided, however, that this provision shall not eliminate or limit the liability of (a) a Director or officer for any breach of the duty of loyalty to the Corporation or its stockholders, (b) a Director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) a Director under section 174 of the General Corporation Law, (d) a Director or officer for any transaction from which such Director or officer derived any improper personal benefits or (e) an officer in any action by or in the right of the Corporation. If the General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any repeal or modification of the foregoing provision shall not adversely affect any right or protection of a Director or officer of the Corporation existing at the time of such repeal or modification.

7. Indemnification.

7.1 To the extent not prohibited by applicable law, the Corporation shall indemnify any person (a "Covered Person") who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director or officer of the Corporation, or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director or officer of any other corporation or in a capacity with comparable authority or responsibilities for any partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against expenses (including attorneys' fees) in the event of an action by or in the right of the Corporation and against judgments, fines, and amounts paid in settlement and expenses (including attorneys' fees), in the event of any other proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal proceeding, had no reason to believe the person's conduct was unlawful; and except that no indemnification shall be made, in the event of an action by or in the right of the Corporation, if prohibited by the General Corporation Law. Persons who are not Directors or officers of the Corporation (or otherwise entitled to indemnification pursuant to the preceding sentence) may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board at any time specifies that such persons are entitled to the benefits of this Section 7.

7.2 The Corporation shall, from time to time, reimburse or advance to any Covered Person the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by the General Corporation Law, such payment of expenses in advance of the final disposition of a Proceeding shall be made only upon receipt by the Corporation of an undertaking, by the Covered Person, to repay any such amount so advanced if it shall ultimately be determined that such Covered Person is not entitled to be indemnified for such expenses.

7.3 The rights to indemnification or advancement of expenses provided by, or granted pursuant to, this Section 7 shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under applicable law, this Certificate of Incorporation, the By-laws, any agreement, any vote of stockholders or disinterested Directors or otherwise.

7.4 The rights to indemnification or advancement of expenses provided by, or granted pursuant to, this Section 7 shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

7.5 The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 7, the By-laws or under Section 145 of the General Corporation Law or any other provision of law.

7.6 Any repeal or modification of the provisions of this Section 7 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

7.7 The rights to indemnification or advancement of expenses provided by, or granted pursuant to, this Section 7 shall be enforceable by any Covered Person in the Court of Chancery of the State of Delaware. The burden of proving that such indemnification or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board, its independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board, its independent legal counsel and its stockholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or advancement of expenses, in whole or in part, in any such proceeding.

7.8 The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at the Corporation's request as a director, officer, employee or agent of any Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

7.9 This Section 7 shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

8. Section 203. The Corporation hereby expressly elects not to be governed by the provisions of Section 203 of the General Corporation Law (or any successor provision thereof), and the restrictions and limitations set forth therein.

9. Adoption, Amendment and/or Repeal of By-Laws. The Board may from time to time adopt, amend or repeal the By-laws; provided, however, that any By-laws adopted or amended by the Board may be amended or repealed, and any By-laws may be adopted, by the stockholders of the Corporation by vote of the holders of stock of the Corporation entitled to vote in the election of Directors of the Corporation and representing a majority of the voting power.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certification of Incorporation this 19th day of April, 2024.

AMN HEALTHCARE SERVICES, INC.

By: /s/ Caroline S. Grace
Name: Caroline S. Grace
Title: President and Chief Executive Officer

Exhibit 31.1

Certification Pursuant To
Rule 13a-14(a) of the Securities Exchange Act of 1934

I, Caroline S. Grace, certify that:

1. I have reviewed this report on Form 10-Q of AMN Healthcare Services, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ CAROLINE S. GRACE

Caroline S. Grace
Director, President and Chief Executive Officer
(Principal Executive Officer)

Date: May 9, 2024

Exhibit 31.2

Certification Pursuant To
Rule 13a-14(a) of the Securities Exchange Act of 1934

I, Jeffrey R. Knudson, certify that:

1. I have reviewed this report on Form 10-Q of AMN Healthcare Services, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/S/ JEFFREY R. KNUDSON

Jeffrey R. Knudson
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: May 9, 2024

Exhibit 32.1

AMN Healthcare Services, Inc.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of AMN Healthcare Services, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Caroline S. Grace, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Caroline S. Grace

Caroline S. Grace
Director, President and Chief Executive Officer
(Principal Executive Officer)

Date: May 9, 2024

Exhibit 32.2

AMN Healthcare Services, Inc.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of AMN Healthcare Services, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jeffrey R. Knudson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jeffrey R. Knudson

Jeffrey R. Knudson
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: May 9, 2024