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AMN HEALTHCARE SERVICES INC

Form 3

December 17, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement AMN HEALTHCARE SERVICES INC [AHS] À GOLDMAN SACHS GROUP (Month/Day/Year) **INC** 12/15/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 200 WEST STREET (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director __X__ 10% Owner Form filed by One Reporting Officer Other Person NEW YORK, NYÂ 10282 (give title below) (specify below) _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock I See footnotes (1) (2) 3,040,638 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Date Exercisable and Expiration	3. Title and Amount of	4.	5.	6. Nature of
Security	Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
	Date Exercisable Expiration Date	Title	Derivative	Security:	
			Security	Direct (D)	

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Conditional Convertible Preferred Stock	12/15/2010(3)	09/01/2020(3)	Common Stock	3,423,709	\$ <u>(3)</u>	I	See footnotes (1) (2) (3) (4)
Restricted Stock Units	(5)	(5)	Common Stock	6,275	\$ 0 (6)	I	See footnotes (1) (5) (6)
Stock Appreciation Rights	(7)	08/31/2020	Common Stock	5,397	\$ 4.55	I	See footnotes (1) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships				
topolong o vision i vision i sum oss	Director	10% Owner	Officer	Other	
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	Â	ÂX	Â	Â	
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	Â	ÂX	Â	Â	
GSUIG, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Â	ÂX	Â	Â	

Signatures

/s/ Kevin P. Treanor, Attorney-in-fact	12/17/2010	
**Signature of Reporting Person	Date	
/s/ Kevin P. Treanor, Attorney-in-fact	12/17/2010	
**Signature of Reporting Person	Date	
/s/ Kevin P. Treanor, Attorney-in-fact	12/17/2010	
**Signature of Reporting Person	Date	

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1.
- (2) See Exhibit 99.1.
- (3) See Exhibit 99.1.
- (4) See Exhibit 99.1.
- (5) See Exhibit 99.1.

Reporting Owners 2

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- (6) See Exhibit 99.1.
- (7) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.