AMN HEALTHCARE SERVICES INC

Form 4 July 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** GOLDMAN SACHS GROUP INC | | | 2. Issuer Name and Ticker or Trading Symbol AMN HEALTHCARE SERVICES INC [AHS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|---------------|----------|--|---|--|--|
| (Last) 200 WEST S | (First) TREET | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/07/2011 | DirectorX10% Owner Officer (give title below) Other (specify below) | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person | | |
| NEW YORK, NY 10282 | | | | _X_ Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
|--------------------------------------|---|--|-----------------|---|-----------------------|---------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securit or Dispos (Instr. 3, 4 | ed of (4 and 5 (A) or | 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 07/07/2011 | | Code V | Amount 46,537 | (D) | Price \$ 8.6768 (3) | 2,568,970 | I | See footnotes (1) (2) (3) |
| Common Stock | 07/07/2011 | | X | 5,397 | A | \$ 4.545 (4) | 2,574,367 | I | See footnotes (1) (2) (4) (5) |
| Common Stock | 07/07/2011 | | J | 2,891 (6) | D | \$ 8.485 | 2,571,476 | I | See footnotes (1) (2) (4) (5) (6) (7) |
| | 07/08/2011 | | S | 46,979 | D | | 2,524,497 | I | |

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| Common | \$ | See |
|--------|--------|-------------|
| Stock | 8.4146 | footnotes |
| | (8) | (1) (2) (8) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. Number coof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|--|-----------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Rights | \$ 4.545 (4) | 07/07/2011 | | X | 5,397 | <u>(5)</u> | 07/12/2011 | Common Stock | 5,397 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | | X | | | | |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | | X | | | | |
| GSUIG, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | | | |
| Signatures | | | | | | |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07. | /11/2011 | | | | |

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**Signature of Reporting Person

**Signature of Reporting Person

Date

/s/ Kevin P. Treanor,

07/11/2011

Attorney-in-fact

Date

/s/ Kevin P. Treanor,

....

Attorney-in-fact

07/11/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSUIG,
 L.L.C. ("GSUIG", and together with GS Group and Goldman Sachs, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
 - Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 28,184 shares of common stock, par value \$0.01 per share (the "Common Stock"), of AMN Healthcare Services, Inc. (the "Company"). As of July 8, 2011, Goldman
- (2) Sachs and GS Group may be deemed to beneficially own indirectly 2,491,736 shares of Common Stock by reason of the direct beneficial ownership of such shares by GSUIG. GS Group is the sole member of GSUIG and Goldman Sachs serves as the investment manager for GSUIG. GS Group also beneficially owns directly 2,071 shares of the Company's Common Stock. Goldman Sachs also holds open short positions of 365,889 shares of Common Stock.
- Reflects a weighted average sale price of \$8.6768 per share, at prices ranging from \$8.48 to \$8.75 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.
- The Company informed Goldman Sachs on July 11, 2011 that, nothwithstanding the \$4.55 per share Exercise Price listed in the Stock Appreciation Right Agreement, the actual Exercise Price for the Stock Appreciation Rights is \$4.545 per share. All previous Section 16 filings reflecting \$4.55 per share as the Stock Appreciation Rights Exercise Price are hereby amended to reflect the Stock Appreciation Rights Exercise Price of \$4.545 per share.
 - GS Group may be deemed to beneficially own 5,397 Stock Appreciation Rights that were granted to Mr. Chavez in his capacity as a director of the Company. The Stock Appreciation Rights may be exercised on and after the earlier of the Company's 2011 annual meeting
- (5) of stockholders or the first anniversary of such grant date. On July 7, 2011, Mr. Chavez irrevocably elected to exercise the 5,397 Stock Appreciation Rights. The effective exercise date (i.e., the settlement date) is July 11, 2011. Mr. Chavez has an understanding with GS Group pursuant to which such Stock Appreciation Rights are held for the sole benefit of GS Group.
- (6) Disposition to the Company of 2,891 shares of Common Stock as payment of the Exercise Price for the Stock Appreciate Rights.
 - GS Group may be deemed to beneficially own the 2,506 shares received as a result of Mr. Chavez's exercise of the 5,397 Stock
- (7) Appreciation Rights that were granted to him in his capacity as a director of the Company. Mr. Chavez has an understanding with GS Group pursuant to which such shares are held for the sole benefit of GS Group.
- Reflects a weighted average sale price of \$8.4146 per share, at prices ranging from \$8.40 to \$8.59 per share. Upon request by the staff of (8) the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.

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.

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