

Pizzi Christopher R
 Form 4
 April 02, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pizzi Christopher R

2. Issuer Name and Ticker or Trading Symbol
 CROSS COUNTRY
 HEALTHCARE INC [CCRN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP & Chief Financial Officer

(Last) (First) (Middle)

C/O CROSS COUNTRY
 HEALTHCARE, INC., 5201
 CONGRESS AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/31/2019

(Street)
 BOCA RATON, FL 33487

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/31/2019 | | A | (A) or (D) Amount: 18,670 ⁽¹⁾ Price: \$ 0 | 54,646 ⁽²⁾ | D | |
| Common Stock | 03/31/2019 | | F | (A) or (D) Amount: 406 ⁽³⁾ Price: \$ 7.03 | 54,240 | D | |
| Common Stock | 03/31/2019 | | F | (A) or (D) Amount: 669 ⁽³⁾ Price: \$ 7.03 | 53,571 | D | |
| Common Stock | 03/31/2019 | | F | (A) or (D) Amount: 2,524 ⁽³⁾ Price: \$ 7.03 | 51,047 | D | |
| | 03/31/2019 | | F | (A) or (D) Amount: 537 ⁽³⁾ Price: \$ 50,510 | 50,510 | D | |

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Common Stock \$ 7.03

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

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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. Transaction Code (Instr. 8) | 5. Number of 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pizzi Christopher R
C/O CROSS COUNTRY HEALTHCARE, INC.
5201 CONGRESS AVENUE
BOCA RATON, FL 33487

SVP & Chief Financial Officer

Signatures

/s/ Christopher R. Pizzi 04/02/2019

**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).
- (1) These restricted shares of common stock vest in three equal installments. The installments will vest on March 31, 2020, March 31, 2021 and March 31, 2022.
- (2)

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Reflects an additional 8,410 shares that were not reported on Mr. Pizzi's prior Form 4s filed on April 3, 2018 and January 2, 2019. These additional shares were received in 2017 when Mr. Pizzi was not an executive officer of the Company and therefore not subject to the reporting obligations of Section 16 of the Exchange Act.

(3) These shares were withheld to satisfy Mr. Pizzi's tax withholding obligation for restricted stock which vested on March 31, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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