

AMN HEALTHCARE SERVICES INC
 Form 4
 October 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
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) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/20-04:00/2012

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
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) | 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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/20-04:00/2012 | | S | | 8,869 | D | \$ 6.0789 <u>(5)</u> <u>(33)</u> | 1,585,574 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(33)</u> |
| Common Stock | 06/29-04:00/2012 | | S | | 5,100 | D | \$ 6.0091 <u>(6)</u> <u>(33)</u> | 1,580,474 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u> <u>(33)</u> |
| Common Stock | 07/02-04:00/2012 | | S | | 28,974 | D | \$ 6.0338 <u>(7)</u> <u>(33)</u> | 1,551,500 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(7)</u> <u>(33)</u> |

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| | | | | | | | | |
|--------------|------------------|---|--------|---|----------------------------------|-----------|---|--|
| Common Stock | 07/03-04:00/2012 | S | 18,868 | D | \$ 6.2836 <u>(8) (33)</u> | 1,532,632 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (8) (33)</u> |
| Common Stock | 07/05-04:00/2012 | S | 13,218 | D | \$ 6.3011 <u>(9) (33)</u> | 1,519,414 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (9) (33)</u> |
| Common Stock | 07/06-04:00/2012 | S | 21,463 | D | \$ 6.2987 <u>(10) (33)</u> | 1,497,951 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (10) (33)</u> |
| Common Stock | 07/09-04:00/2012 | S | 24,540 | D | \$ 6.2465 <u>(11) (33)</u> | 1,473,411 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (11) (33)</u> |
| Common Stock | 07/10-04:00/2012 | S | 47,287 | D | \$ 6.3084 <u>(12) (33)</u> | 1,426,124 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (12) (33)</u> |
| Common Stock | 07/11-04:00/2012 | S | 39,188 | D | \$ 6.2063 <u>(13) (33)</u> | 1,386,936 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (13) (33)</u> |
| Common Stock | 07/25-04:00/2012 | S | 5,700 | D | \$ 5.9102 <u>(14) (33)</u> | 1,381,236 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (14) (33)</u> |
| Common Stock | 07/26-04:00/2012 | S | 15,068 | D | \$ 5.9494 <u>(15) (33)</u> | 1,366,168 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (15) (33)</u> |
| Common Stock | 07/27-04:00/2012 | P | 4,110 | A | \$ 6.1119 <u>(16) (33)</u> | 1,370,278 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (16) (33)</u> |
| Common Stock | 07/27-04:00/2012 | S | 37,073 | D | \$ 6.1207 <u>(17) (33)</u> | 1,333,205 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (17) (33)</u> |
| Common Stock | 07/30-04:00/2012 | P | 3,346 | A | \$ 6.081 <u>(18) (33)</u> | 1,336,551 | I | See footnotes <u>(1) (2) (3)</u> <u>(4) (18) (33)</u> |
| | 07/30-04:00/2012 | S | 7,786 | D | | 1,328,765 | I | |

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| | | | | | | | | |
|--------------|------------------|---|---------|---|---|-----------|---|--|
| Common Stock | | | | | \$ 6.1143 <u>(19)</u> <u>(33)</u> | | | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(19)</u> <u>(33)</u> |
| Common Stock | 07/31-04:00/2012 | P | 4,035 | A | \$ 5.8597 <u>(20)</u> <u>(33)</u> | 1,332,800 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(20)</u> <u>(33)</u> |
| Common Stock | 07/31-04:00/2012 | S | 18,314 | D | \$ 5.89 <u>(21)</u> <u>(33)</u> | 1,314,486 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(21)</u> <u>(33)</u> |
| Common Stock | 08/01-04:00/2012 | P | 930 | A | \$ 5.7555 <u>(22)</u> <u>(33)</u> | 1,315,416 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(22)</u> <u>(33)</u> |
| Common Stock | 08/01-04:00/2012 | S | 10,835 | D | \$ 5.7711 <u>(23)</u> <u>(33)</u> | 1,304,581 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(23)</u> <u>(33)</u> |
| Common Stock | 08/02-04:00/2012 | S | 6,016 | D | \$ 5.5704 <u>(24)</u> <u>(33)</u> | 1,298,565 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(24)</u> <u>(33)</u> |
| Common Stock | 08/03-04:00/2012 | P | 39,065 | A | \$ 6.1473 <u>(25)</u> <u>(33)</u> | 1,337,630 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(25)</u> <u>(33)</u> |
| Common Stock | 08/03-04:00/2012 | S | 137,716 | D | \$ 6.1165 <u>(26)</u> <u>(33)</u> | 1,199,914 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(26)</u> <u>(33)</u> |
| Common Stock | 08/06-04:00/2012 | P | 23,601 | A | \$ 6.0852 <u>(27)</u> <u>(33)</u> | 1,223,515 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(27)</u> <u>(33)</u> |
| Common Stock | 08/06-04:00/2012 | S | 69,847 | D | \$ 6.0859 <u>(28)</u> <u>(33)</u> | 1,153,668 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(28)</u> <u>(33)</u> |
| Common Stock | 08/07-04:00/2012 | P | 1,000 | A | \$ 6.062 <u>(29)</u> <u>(33)</u> | 1,154,668 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(29)</u> <u>(33)</u> |
| | 08/07-04:00/2012 | S | 50,193 | D | | 1,104,475 | I | |

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| | | | | | | | | | |
|--------------|------------------|---|---------|---|--------------------------------------|-----------|---|--|---|
| Common Stock | | | | | \$ 6.058 <u>(30)</u> <u>(33)</u> | | | | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(30)</u> <u>(33)</u> |
| Common Stock | 08/08-04:00/2012 | S | 52,590 | D | \$ 6.135 <u>(31)</u> <u>(33)</u> | 1,051,885 | I | | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(31)</u> <u>(33)</u> |
| Common Stock | 08/09-04:00/2012 | S | 143,422 | D | \$ 6.4204 <u>(32)</u> <u>(33)</u> | 872,908 | I | | See footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(32)</u> <u>(33)</u> |

Reminder: Report on a separate line for each class of securities beneficially 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.

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. 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 Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | | | | |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | | | | |

GSUIG, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Yvette Kusic, 10/15-04:00/2012
Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kusic, 10/15-04:00/2012
Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kusic, 10/15-04:00/2012
Attorney-in-fact

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs") and 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. GS Group is the sole member of GSUIG and Goldman Sachs serves as the investment manager for GSUIG. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) Due to an inadvertent error that resulted in the Common Stock underlying the shares of convertible preferred stock of the Company held in escrow being excluded from the beneficial ownership of the Reporting Persons under Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder ("Section 13(d)"), the Reporting Persons ceased to be greater than 10% beneficial owners under Section 13(d) on August 9, 2012 (the "10% Cessation Date"), and not on June 19, 2012 as previously reported. This Form 4 filing reports transactions executed up to and including the 10% Cessation Date. The Reporting Persons have remitted to the Issuer any profits, accordingly.

(3) The shares of common stock, par value \$0.01 per share (the "Common Stock") of AMN Healthcare Services, Inc. (the "Company") reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs or GSUIG, and indirectly by GS Group.

(4) As of August 9, 2012, Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 56,156 shares of Common Stock and Goldman Sachs also holds open short positions of 317,345 shares of Common Stock, reflecting changes due to exempt transactions. As of August 9, 2012, Goldman Sachs and GS Group may be deemed to beneficially own indirectly 812,175 shares of Common Stock by reason of the direct beneficial ownership of such shares by GSUIG. GS Group also beneficially owns directly 4,577 shares of Common Stock.

(5) Reflects a weighted average sale price of \$6.0789 per share, at prices ranging from \$6.00 to \$6.18 per share.

(6) Reflects a weighted average sale price of \$6.0091 per share, at prices ranging from \$6.00 to \$6.04 per share.

(7) Reflects a weighted average sale price of \$6.0338 per share, at prices ranging from \$6.00 to \$6.10 per share.

(8) Reflects a weighted average sale price of \$6.2836 per share, at prices ranging from \$6.14 to \$6.37 per share.

(9) Reflects a weighted average sale price of \$6.3011 per share, at prices ranging from \$6.245 to \$6.39 per share.

(10) Reflects a weighted average sale price of \$6.2987 per share, at prices ranging from \$6.23 to \$6.39 per share.

(11) Reflects a weighted average sale price of \$6.2465 per share, at prices ranging from \$6.00 to \$6.33 per share.

(12) Reflects a weighted average sale price of \$6.3084 per share, at prices ranging from \$6.2 to \$6.47 per share.

(13) Reflects a weighted average sale price of \$6.2063 per share, at prices ranging from \$6.15 to \$6.32 per share.

(14) Reflects a weighted average sale price of \$5.9102 per share, at prices ranging from \$5.90 to \$5.92 per share.

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- (15) Reflects a weighted average sale price of \$5.9494 per share, at prices ranging from \$5.90 to \$6.05 per share.
- (16) Reflects a weighted average purchase price of \$6.1119 per share, at prices ranging from \$5.98 to \$6.15 per share.
- (17) Reflects a weighted average sale price of \$6.1207 per share, at prices ranging from \$6.02 to \$6.16 per share.
- (18) Reflects a weighted average purchase price of \$6.081 per share, at prices ranging from \$6.03 to \$6.18 per share.
- (19) Reflects a weighted average sale price of \$6.1143 per share, at prices ranging from \$6.08 to \$6.22 per share.
- (20) Reflects a weighted average purchase price of \$5.8597 per share, at prices ranging from \$5.83 to \$5.90 per share.
- (21) Reflects a weighted average sale price of \$5.89 per share, at prices ranging from \$5.825 to \$6.03 per share.
- (22) Reflects a weighted average purchase price of \$5.7555 per share, at prices ranging from \$5.75 to \$5.77 per share.
- (23) Reflects a weighted average sale price of \$5.7711 per share, at prices ranging from \$5.75 to \$5.86 per share.
- (24) Reflects a weighted average sale price of \$5.5704 per share, at prices ranging from \$5.505 to \$5.67 per share.
- (25) Reflects a weighted average purchase price of \$6.1473 per share, at prices ranging from \$5.99 to \$6.28 per share.
- (26) Reflects a weighted average sale price of \$6.1165 per share, at prices ranging from \$6.00 to \$6.35 per share.
- (27) Reflects a weighted average purchase price of \$6.0852 per share, at prices ranging from \$5.99 to \$6.145 per share.
- (28) Reflects a weighted average sale price of \$6.0859 per share, at prices ranging from \$6.00 to \$6.15 per share.
- (29) Reflects a weighted average purchase price of \$6.062 per share, at prices ranging from \$6.04 to \$6.07 per share.
- (30) Reflects a weighted average sale price of \$6.058 per share, at prices ranging from \$6.01 to \$6.09 per share.
- (31) Reflects a weighted average sale price of \$6.135 per share, at prices ranging from \$6.05 to \$6.17 per share.
- (32) Reflects a weighted average sale price of \$6.4204 per share, at prices ranging from \$6.24 to \$6.51 per share.
- (33) 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.

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.