

SALKA SUSAN R
Form 4
January 08, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SALKA SUSAN R

2. Issuer Name and Ticker or Trading
Symbol
AMN HEALTHCARE SERVICES
INC [AMN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8840 CYPRESS WATERS BLVD.,
SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

(Street)
COPPELL, TX 75019

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/05/2019		A ⁽¹⁾	24,750 A \$ 0	197,707	D	
Common Stock	01/05/2019		F ⁽²⁾	9,821 D \$ 55.92	187,886	D	
Common Stock	01/08/2019		M	77,580 A \$ 8.78	265,466	D	
Common Stock	01/08/2019		D	38,028 (3) D \$ 55.05	227,438	D	
Common Stock	01/08/2019		S ⁽⁴⁾	39,552 D \$ 57.8953	187,886	D	

(5)

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

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(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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.78	01/08/2019		M ⁽⁶⁾	77,580	⁽⁷⁾ 02/02/2020	Common Stock	77,580

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SALKA SUSAN R 8840 CYPRESS WATERS BLVD., SUITE 300 COPPELL, TX 75019	X		President and CEO	

Signatures

/s/ Susan R.
Salka

01/08/2019

 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) The acquisition of common stock set forth in this row resulted from the vesting of a Performance Restricted Stock Unit ("PRSU") award granted by the Company on January 5, 2016. The ultimate number of PRSUs that could have been earned and vested under this award depended on (1) the total shareholder return for the Company relative to the companies in the Russell 2000 Index as of December 31, 2015 for the 3-year period beginning on January 1, 2016 and ended December 31, 2018 ("Relative TSR") and (2) whether the Company's absolute total shareholder return for the same period was positive or negative (collectively, the "TSR Measurement"). The Compensation Committee performed the TSR Measurement for this award on January 3, 2019. The Company's Relative TSR measured in the 84th

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percentile and its absolute total shareholder return for the period was positive. Based on these results, the maximum amount of PRSUs for this award, were deemed earned and vested.

- (2) Number of shares withheld for tax purposes.

A Stock-Settled Appreciation Right ("SSAR") entitles the Grantee to the right to receive shares of AMN's Common Stock ("Stock")

- (3) having a value equal to the excess of the Fair Market Value of the closing price of the Stock on the trading day prior to the date of exercise over the Exercise Price multiplied by the number of SSARs exercised. This number set forth in this row represents the difference between the number of SSARs exercised (77,580) and the number of shares of Stock issued as a result of the exercise (39,552).

- (4) The sale of 39,552 shares of AMN Common Stock set forth in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported in this row represents a weighted average price of \$57.8953 per share. These shares were sold in multiple transactions at prices ranging from \$57.305 to \$58.36, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

- (6) The exercise of derivative securities reported in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

- (7) The SSARs set forth in this row were granted on February 2, 2010 pursuant to the AMN Healthcare Equity Plan and vested in three equal installments on the first, second and third anniversary of the grant date.

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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