

Morningstar<sup>®</sup> Document Research<sup>SM</sup>

## **FORM 10-K**

**AMN HEALTHCARE SERVICES INC - AMN**

**Filed: February 21, 2019 (period: December 31, 2018)**

Annual report with a comprehensive overview of the company

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No.: 001-16753



### AMN HEALTHCARE SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**06-1500476**

(I.R.S. Employer  
Identification No.)

**12400 High Bluff Drive, Suite 100  
San Diego, California**

(Address of principal executive offices)

**92130**

(Zip Code)

Registrant's Telephone Number, Including Area Code: (866) 871-8519

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u>     | <u>Name of each exchange on which registered</u> |
|--------------------------------|--|
| Common Stock, \$0.01 par value | New York Stock Exchange                          |

Securities registered pursuant to Section 12(g) of the Act:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of June 30, 2018, was \$2,754,874,744 based on a closing sale price of \$58.60 per share.

As of February 13, 2019, there were 46,865,131 shares of common stock, \$0.01 par value, outstanding.

Documents Incorporated By Reference: Portions of the registrant's definitive proxy statement for the annual meeting of stockholders scheduled to be held on April 17, 2019 have been incorporated by reference into Part III of this Form 10-K.

## TABLE OF CONTENTS

| <u>Item</u>     |  | <u>Page</u>        |
|-----------------|--|--------------------|
| <b>PART I</b>   |  |                    |
| 1.              | <a href="#">Business</a>   | <a href="#">1</a>  |
| 1A.             | <a href="#">Risk Factors</a>   | <a href="#">7</a>  |
| 1B.             | <a href="#">Unresolved Staff Comments</a>  | <a href="#">15</a> |
| 2.              | <a href="#">Properties</a>   | <a href="#">16</a> |
| 3.              | <a href="#">Legal Proceedings</a>  | <a href="#">16</a> |
| 4.              | <a href="#">Mine Safety Disclosures</a>  | <a href="#">16</a> |
| <b>PART II</b>  |  |                    |
| 5.              | <a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a> | <a href="#">17</a> |
| 6.              | <a href="#">Selected Financial Data</a>  | <a href="#">20</a> |
| 7.              | <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>                        | <a href="#">22</a> |
| 7A.             | <a href="#">Quantitative and Qualitative Disclosures about Market Risk</a>   | <a href="#">32</a> |
| 8.              | <a href="#">Financial Statements and Supplementary Data</a>  | <a href="#">33</a> |
| 9.              | <a href="#">Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</a>                         | <a href="#">63</a> |
| 9A.             | <a href="#">Controls and Procedures</a>  | <a href="#">63</a> |
| 9B.             | <a href="#">Other Information</a>  | <a href="#">67</a> |
| <b>PART III</b> |  |                    |
| 10.             | <a href="#">Directors, Executive Officers and Corporate Governance</a>   | <a href="#">67</a> |
| 11.             | <a href="#">Executive Compensation</a>   | <a href="#">67</a> |
| 12.             | <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>               | <a href="#">67</a> |
| 13.             | <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>                                    | <a href="#">67</a> |
| 14.             | <a href="#">Principal Accounting Fees and Services</a>   | <a href="#">67</a> |
| <b>PART IV</b>  |  |                    |
| 15.             | <a href="#">Exhibits and Financial Statement Schedules</a>   | <a href="#">68</a> |
| 16.             | <a href="#">Form 10-K Summary</a>  | <a href="#">72</a> |
|                 | <a href="#">Signatures</a>   | <a href="#">73</a> |

---

References in this Annual Report on Form 10-K to “AMN Healthcare,” the “Company,” “we,” “us” and “our” refer to AMN Healthcare Services, Inc. and its wholly owned subsidiaries. This Annual Report contains references to our trademarks and service marks. For convenience, trademarks, service marks and trade names referred to in this Annual Report do not appear with the ®, ™, or SM symbols, but the lack of references is not intended to indicate that we will not assert our right to these trademarks, service marks and trade names.

## PART I

### 10-K Introduction

**This section provides an overview of AMN Healthcare Services, Inc. It does not contain all of the information you should consider. Please read the entire Annual Report on Form 10-K carefully before voting or making an investment decision.**

| In Particular, Please See the Following Sections              |   |
|---|---|
| Forward-Looking Statements<br><a href="#">Page 7</a>          | Risk Factors<br><a href="#">Page 7</a>          |
| Management’s Discussion & Analysis<br><a href="#">Page 22</a> | Financial Statements<br><a href="#">Page 33</a> |

### Index of frequently requested 10-K information

|                                 |                         |
|---------------------------------|-------------------------|
| Five-Year Performance Graph     | <a href="#">Page 19</a> |
| Selected Financial Data         | <a href="#">Page 20</a> |
| Results of Operations           | <a href="#">Page 24</a> |
| Liquidity and Capital Resources | <a href="#">Page 27</a> |
| Financial Statement Footnotes   | <a href="#">Page 40</a> |

### Item 1. *Business*

#### Overview of Our Company and Business Strategy

We are the leader and innovator in workforce solutions for the healthcare sector in the United States. We are passionate about our mission to:

- Create recruiting and retention solutions that help healthcare organizations cope with increasing supply and demand pressures caused by aging of the patient population and clinical labor force.
- Deliver the right talent and insights to help our clients optimize their workforce.
- Provide healthcare professionals opportunities to do their best work toward high-quality patient care.
- Create a values-based culture of innovation in which our team members can achieve their goals.

Our solutions enable our clients to optimize their workforce to simplify staffing complexity, increase efficiency and elevate the patient experience. Our comprehensive suite of solutions provides technology, analytics, and services to build and manage all or part of our clients’ healthcare workforce needs, from nurses, doctors, and allied health professionals to healthcare leaders and executives, while offering these professionals temporary, project and permanent career opportunities.

Over the past decade, our business has evolved beyond traditional healthcare staffing; we have become a strategic workforce solutions partner with our clients. We expanded our portfolio to serve a diverse and growing set of talent-related needs. This includes managed services programs (“MSP”), vendor management systems (“VMS”), predictive labor analytics, workforce optimization technology and consulting, clinical labor scheduling, recruitment process outsourcing (“RPO”),

permanent placement, interim executives and leaders, mid-revenue cycle management, and credentialing software services. We enable clients to build and develop high-quality, flexible workforces that deliver great outcomes and a satisfying patient experience. Our talent network includes thousands of highly skilled, experienced clinicians and leaders who trust us to place them in environments that help them expand and leverage their qualifications and expertise.

When developing and acquiring services and products, we consider many important criteria: (1) identifying and addressing the most pressing current and future needs of our customers and talent network; (2) solutions that are aligned with our core operations, expertise, and access to healthcare professionals; (3) ways to strengthen and broaden our client and healthcare professional relationships; (4) businesses that reduce our sensitivity to economic cycles; and (5) offerings that differentiate us from competitors. Since 2010, we have expanded, developed or acquired the following business lines:

- **Managed Services Programs.** We acquired Medfinders, one of the nation's leading providers of clinical workforce MSP, accelerating our growth in this area and clearly establishing AMN Healthcare as the nation's largest provider of clinical contingent workforce management solutions.
- **Vendor Management Systems.** We offer two industry-leading SaaS-based, vendor management systems, ShiftWise and Medefis, that allow our clients to utilize a technology-based approach to more efficiently manage their contingent staffing needs.
- **Interim Leadership Staffing and Executive Search Services.** Through B.E. Smith ("BES"), Phillips DiPisa & Associates ("PDA"), The First String Healthcare ("TFS") and Leaders For Today ("LFT"), we believe we are the nation's largest provider of interim healthcare leadership staffing and healthcare executive search services, providing clinical and executive leaders and other related advisory services.
- **Workforce Optimization Services.** Through Avantas, we offer workforce optimization services, including consulting, data analytics, predictive modeling and SaaS-delivered scheduling technology. We believe Avantas' proprietary scheduling software enables more cost-effective staffing for our clients compared with traditional approaches.
- **Recruitment Process Outsourcing.** We continue to invest in our RPO service line, adding technologies and other capabilities to meet our clients' growing needs for core staff recruitment expertise and services and provide a cost-effective ways to source critical healthcare talent.
- **Mid-Revenue Cycle Management.** MedPartners and Peak Health Solutions offer staffing solutions for remote medical coding, clinical documentation improvement, case management, clinical data registry and related auditing and consulting services.
- **Expanded Our Network of Qualified Healthcare Professionals.** Through our Onward Healthcare acquisition, we increased our supply of healthcare professionals and recruiting capabilities in our traditional healthcare staffing areas of nurse, allied and locum tenens. This move also bolstered our ability to serve MSP clients.
- **Per Diem and Digital Staffing.** Our acquisition of Medfinders provided us entry into the local, or per diem, staffing market, often in conjunction with our larger MSP clients. Through investment in new technologies, we are streamlining the match of the right clinicians to the right assignment to meet the on-demand needs of our clients.
- **Credentialing Services.** Through our recent acquisition of Silversheet, we offer SaaS-based credentialing technology. We believe Silversheet's credentialing software enhances our clients' ability to provide safe, effective, and high-quality medical care for patients.

Continuous improvement of our operations and business technology is a core component of our growth strategy and profitability goals. In 2015 we embarked on a multi-year investment in the modernization of our front office, back office and infrastructure domains. We also have accelerated the integration of technology-based solutions in our core recruitment processes through targeted investment in digital capabilities, mobile applications and data analytics. These innovations will provide a more seamless and efficient workflow for our team members, our healthcare professionals and our clients. Updated business systems will help us realize greater scale and cost efficiencies when fully implemented.

Our strategy is designed to support growth in our number and size of customer relationships and segments of the market we serve, while enhancing our profitability and operating leverage. Driving increased adoption of our existing workforce solutions and staffing services through cross-selling will deepen our customer relationships as they grow and expand. We will continue to innovate, develop and invest in new, complementary solutions to our portfolio that optimize our clients' workforce and better engage our talent network. We expect this will help us expand our strategic customer relationships to help clients address their workforce pain points, while driving more recurring revenue, with an improved margin mix that, similar to our leadership in MSPs, will be less sensitive to economic cycles.

Successful implementation of our strategy relies in large part upon the superior execution of our key initiatives by our management, sales and operations teams. Accordingly, we have differentiated our employment value proposition to attract and retain diverse and highly effective team members. We foster a growth-oriented, values-driven culture, talented leadership, and a collegial work environment that challenges and encourages us to develop and meet personal and professional goals. In 2018, AMN was recognized on the Fortune 100 Fastest Growing Companies list and was also named to the 2018 Human Rights

Campaign Corporate Equality Index. We were named to the Bloomberg Gender-Equality Index for 2018 and 2019. AMN continues to be recognized as a leading employer and was recognized among the 2018 Becker's Hospital Review Top 150 Places to Work in Healthcare and 2018 National Best & Brightest Companies to Work For lists.

## Our Services

In 2018, we conducted our business through three reportable segments: (1) nurse and allied solutions, (2) locum tenens solutions and (3) other workforce solutions. We set forth each segment's revenue and operating income under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations." Through our business segments, we provide our healthcare clients with a wide range of workforce solutions and staffing services as set forth below.

- (1) **Travel Nurse Staffing.** We provide clients with nurses, most of them registered nurses, to work temporary assignments under our flagship brand, American Mobile, as well as under our Onward Healthcare and Nurses Rx brands. Assignments in acute-care hospitals, including teaching institutions, trauma centers and community hospitals, comprise the majority of our assignments. The length of the assignment varies with a typical travel nurse assignment of 13 weeks. Under our O'Grady-Peyton brand, we also recruit nurses internationally from English speaking countries who immigrate to the United States under a permanent resident visa (Green Card) and who typically work for us for a period of 24 months.
- (2) **Rapid Response Nurse Staffing and Labor Disruption Services.** We provide a shorter-term staffing solution of typically up to eight weeks under our NurseChoice brand to address hospitals' urgent need for registered nurses, including electronic medical records conversion projects. NurseChoice is targeted to recruit and staff nurses who can begin assignments within one to two weeks in contrast to the three to five week lead time that may be required for travel nurses. We also provide labor disruption services for clients involved in strikes of nurses and allied professional staff through our HealthSource Global Staffing brand.
- (3) **Local, or Per Diem, Staffing.** Through our Nursefinders brand, we provide our clients local staffing, often in support of our MSP clients. Local staffing involves the placement of locally-based healthcare professionals on daily shift work on an as-needed basis. Hospitals and healthcare facilities often give only a few hours' notice of their local staffing assignments that require a turnaround from their staffing agencies of generally less than 24 hours.
- (4) **Locum Tenens Staffing.** We place physicians of all specialties, advanced practice clinicians and dentists on an independent contractor basis on temporary assignments with all types of healthcare organizations throughout the United States, including hospitals, health systems, medical groups, occupational medical clinics, psychiatric facilities, government institutions and insurance companies. We recruit these professionals nationwide and typically place them on assignment lengths ranging from a few days up to one year. We market these services through our Staff Care and Locum Leaders brands.
- (5) **Allied Staffing.** We provide allied health professionals under the Med Travelers and Club Staffing brands to acute-care hospitals and other healthcare facilities such as skilled nursing facilities, rehabilitation clinics, and retail and mail-order pharmacies. Allied health professionals include such disciplines as physical therapists, respiratory therapists, occupational therapists, medical and radiology technologists, lab technicians, speech pathologists, rehabilitation assistants and pharmacists.
- (6) **Physician Permanent Placement Services.** We provide retained search, physician permanent placement services to hospitals, healthcare facilities and physician practice groups throughout the United States through our Merritt Hawkins brand. We also provide a physician executive leadership search services focused on serving academic medical centers and children's hospitals nationwide.
- (7) **Interim Leadership Staffing and Executive Search Services.** Under the brand names B.E. Smith, Phillips DiPisa, The First String and Leaders For Today, we provide executive and clinical leadership interim staffing, healthcare executive search services and advisory services. Practice areas include senior healthcare executives, physician executives, chief nursing officers and other clinical and operational leaders. This business line provides us greater access to the "C-suite" of our clients and prospective clients, which we believe helps improve our visibility as a strategic partner to them and helps provide us with cross-selling opportunities.
- (8) **Managed Services Programs.** Many of our clients and prospective clients use a number of healthcare staffing agencies to fulfill their nurse, allied and locum tenens staffing needs. We offer a comprehensive managed services program, in which we manage all or a portion of a client's contingent staffing needs. This service includes both the placement of our own healthcare professionals and the utilization of other staffing agencies to fulfill the client's staffing needs. We believe an MSP reduces redundancies for our clients and allows them to optimize their staffing utilization. We often use our own VMS technology as part of our MSP, which we believe

further enhances the value of our service offering. In 2018, we had approximately \$1.2 billion in annualized gross billings under management under our MSPs and approximately 42% of our consolidated revenue flowed through MSP relationships compared with approximately 1% in 2008.

- (9) **Vendor Management Systems.** Some clients and prospective clients prefer a vendor-neutral VMS technology that allows them to self-manage procurement of contingent clinical labor. We provide two VMS technologies, ShiftWise and Medefis, to clients that desire this option. Our VMS technology provides, among other things, control over a wide variety of tasks via a single system and consolidated reporting. In 2018, we had approximately \$1.2 billion in annualized gross billings flow through our VMS programs, for which we typically earn a 4-5% fee.
- (10) **Recruitment Process Outsourcing.** We offer our clients RPO services, customized to their particular needs, in which we recruit, hire and/or onboard permanent clinical and nonclinical positions on behalf of the client. Our RPO program leverages our expertise and support systems to replace or complement a client's existing internal recruitment functions for permanent hiring needs, providing cost-effective flexibility to our clients to determine how to best obtain and use recruiting resources.
- (11) **Workforce Optimization Services.** We provide workforce optimization services, including consulting, data analytics, predictive labor demand modeling and SaaS-delivered scheduling technology. Our Avantas business provides proprietary scheduling software, Smart Square, which uses predictive analytics to create better, more accurate and timely staffing plans for a client, which has been demonstrated to reduce a client's clinical labor spend.
- (12) **Mid-Revenue Cycle Management.** Our MedPartners and Peak Health Solutions brands provide skilled labor solutions for remote medical coding, clinical documentation improvement, case management, and clinical data registry, also provide auditing and advisory services. Clients include hospitals and physician medical groups nationwide.
- (13) **Credentialing Services.** Through our recent acquisition of Silversheet, we provide innovative credentialing software solutions to clinicians and healthcare enterprises. Silversheet's products help reduce the complexity and challenges of the clinician credentialing process, and greatly improve the clinician experience.

## Our Healthcare Professionals

The recruitment of a sufficient number of qualified healthcare professionals to work on temporary assignments and for placement at healthcare organizations is critical to the success of our business. Healthcare professionals choose temporary assignments for a variety of reasons that include seeking flexible work opportunities, exploring diverse practice settings, building skills and experience by working at prestigious healthcare facilities, avoiding the demands and political environment of working as permanent staff, working through life and career transitions, and as a means of access into a permanent staff position.

We recruit our healthcare professionals, depending on the particular service line, under the following brands: American Mobile, Nursefinders, NurseChoice, NursesRx, HealthSource Global Staffing, Med Travelers, Club Staffing, Onward Healthcare, B.E. Smith, The First String Healthcare, Phillips DiPisa, Leaders For Today, O'Grady Peyton International, Staff Care, Locum Leaders, Merritt Hawkins, MedPartners and Peak Health Solutions. Our multi-brand recruiting strategy is supported by innovative and effective marketing programs that focus on lead management, including our digital presence on websites, social media, and mobile applications. Word-of-mouth referrals from the thousands of current and former healthcare professionals we have placed enhance our effectiveness at reaching healthcare professionals. While we are committed to this multi-brand strategy, we regularly assess our brands to drive brand clarity and maximize efficiencies.

Our process to attract and retain healthcare professionals for temporary assignments depends on (1) offering a large selection of assignment locations, settings and opportunities for career development, (2) creating attractive compensation packages, (3) developing passionate, knowledgeable recruiters and service professionals who understand the needs of our healthcare professionals and provide a personalized approach, and (4) maintaining a reputation for excellence. The attractive compensation package that we provide our healthcare professionals includes a competitive wage, professional development opportunities, professional liability insurance, 401(k) plan and health insurance. In addition, we may provide reimbursements for meals and incidentals, travel and housing, or we may provide company housing if a healthcare professional elects not to receive reimbursement.

## Our Geographic Markets and Client Base

During each of the past three years, (1) we generated all of our revenue in the United States and (2) all of our long-lived assets were located in the United States. We typically generate revenue in all 50 states. During 2018, the largest percentages of our revenue were concentrated in California, Virginia and New York.

More than half of our temporary and contract healthcare professional assignments occur at acute-care hospitals. In addition to acute-care hospitals, we provide services to sub-acute healthcare facilities, physician groups, rehabilitation centers, dialysis clinics, pharmacies, home health service providers and ambulatory surgery centers. Our clients, many of the largest and most prestigious and progressive health care systems in the country, include Kaiser Foundation Hospitals, Catholic Health Initiatives, MedStar Health, LifePoint Health, Stanford Hospital and Clinics, Providence St. Joseph Health, New York Presbyterian Health System, Tenet Health, HCA, PeaceHealth and Sentara Healthcare. Kaiser Foundation Hospitals (and its affiliates), to whom we provide clinical managed services, comprised approximately 13% of our consolidated revenue and 18% of our nursing and allied solutions segment's revenue for the twelve months ended December 31, 2018. No other client healthcare system or single client facility comprised more than 3% of our consolidated revenue for the twelve months ended December 31, 2018. Our success in winning MSP contracts means some larger health systems have grown and may continue to grow more significantly relative to our other revenue sources. The dynamics could lead to a greater client concentration than we have historically experienced.

## Our Industry

The primary markets in which we compete are U.S. temporary and contract healthcare staffing, workforce solutions and executive search. Staffing Industry Analysts ("SIA") estimates that the segments of the target market in which we primarily operate have an aggregate 2019 estimated market size of \$17 billion, of which travel nurse, per diem nurse, locum tenens and allied healthcare comprise \$5.4 billion, \$3.6 billion, \$4.2 billion and \$4.1 billion, respectively. We also operate within the interim leadership, permanent placement, RPO, VMS, mid-revenue cycle management, and workforce optimization and consulting services markets. We estimate the market size of these additional segments to be at least \$5 billion in 2019.

### *Industry Demand Drivers*

Many factors affect the demand for contingent and permanent healthcare staffing, which, accordingly, affects the size of the markets in which we primarily operate. Of these many factors, we believe the following serve as some of the most significant drivers of demand.

- ***Economic Environment and Employment Rate.*** Demand for our services is affected by growth of the U.S. economy, which influences the employment rate. Growth in real U.S. gross domestic product generally drives rising employment rates. Favorable macro drivers typically result in increased demand for our services. Generally, we believe a positive economic environment and growing employment lead to increasing demand for healthcare services. As employment levels rise, healthcare facilities, like employers in many industries, experience higher levels of employee attrition and find it increasingly difficult to obtain and retain permanent staff.
- ***Supply of Healthcare Professionals.*** While reports differ on the existence and extent of current and future healthcare professional shortages, many regions of the United States are experiencing a shortage of physicians and nurses that we believe will persist in the future. According to the Association of American Medical Colleges, the physician shortage is expected to range from 61,700 to 94,700 physicians by 2025. In nursing, geographic and specialty-based shortages are also expected through 2025. Demand for our services is positively correlated with activity in the permanent labor market. When nurse vacancy rates increase, temporary nurse staffing orders typically increase as well.
- ***General Demand for Healthcare Services.*** Changes in demand for healthcare services, particularly at acute healthcare hospitals and inpatient facilities, affect the demand for our services. According to the U.S. Department of Health and Human Services, with the passage of the Affordable Care Act, the uninsured population declined by more than 20 million people between 2010 and 2017. Growth of the insured population contributed to a relatively sharp increase in national healthcare expenditures beginning in 2014. Additionally, the U.S. population continues to age, and medical technology advances are contributing to longer life expectancy. A pronounced shift in U.S. age demographics is expected to boost growth of health expenditures, projected by the Centers for Medicare & Medicaid Services at a 5.6% annual rate from 2017-2025. According to the U.S. Census Bureau, the number of adults age 65 or older is on pace to grow an estimated 36% between 2015 and 2025. People over 65 are three times more likely to have a hospital stay and twice as likely to visit a physician office compared with the rest of the population. These dynamics could place upward pressure on demand for the services we provide in the coming years. Not only does the age-demographic shift affect healthcare



services demand, it also complicates the supply of skilled labor, as an increasing number of clinicians are aging out of the workforce.

- **Adoption of Workforce Solutions.** We believe healthcare organizations increasingly seek sophisticated, innovative and economically beneficial workforce solutions that improve patient outcomes. We believe the prevalence of workforce solutions, such as MSP, VMS, RPO and workforce optimization tools, in the healthcare industry is still underpenetrated in comparison with non-healthcare sectors. During 2018, approximately 42% of our consolidated revenues were generated through MSP relationships, which we estimate is higher than our competitors in the healthcare staffing industry. Ongoing changes in reimbursement methodologies, coupled with the significance of clinical labor in healthcare facilities' cost structures, may accelerate the adoption of strategic outsourced workforce solutions, which could place upward pressure on demand for the services we provide.

### **Industry Competition**

The healthcare staffing and workforce solutions industry is highly competitive. We compete in national, regional and local markets for healthcare facility clients and healthcare professionals. We believe that our size, scale and sophisticated candidate acquisition processes give us access to a larger pool of available candidates than our competitors, while substantial word-of-mouth referral networks and recognizable brand names enable us to attract, engage, and grow a diverse, high-quality network of healthcare professionals. We also believe that our comprehensive suite of workforce solutions, our commitment to quality and service excellence, our execution capabilities, our national footprint and our access to a wide network of high-quality talent create a compelling value proposition for our clients and prospective clients. We believe that our size, geographic scope, broad spectrum of workforce solutions, talented and passionate team members and brand reputation give us distinct, scalable advantages over smaller, local and regional competitors and companies whose service offerings, sales and execution capabilities are not as robust. The breadth of our services allows us to provide even greater value through a more strategic, consultative and solution-oriented approach to our clients. Larger firms, such as us, also generally have a deeper, more comprehensive infrastructure with a more established operating model and processes that provide the long-term stability and foundation for quality standards recognition, such as the Joint Commission staffing agency certification and National Committee for Quality Assurance Credentials Verification Organization certification. HRO Today named AMN Healthcare the number one position among all MSP providers in size of deals, and we also were honored in the Baker's Dozen for quality of services, breadth of services and overall MSP capabilities. Once again, Staffing Industry Analysts recognized AMN's U.S. industry leadership naming us as the largest temporary healthcare staffing firm, the largest travel nurse staffing provider and the largest allied healthcare staffing provider.

We are the largest provider of nurse and allied healthcare staffing in the United States. In the nurse and allied healthcare staffing business, we compete with a few national competitors together with numerous smaller, regional and local companies, particularly in the per diem business. We believe we are the third largest provider of locum tenens staffing services in the United States. The locum tenens staffing market consists of many small- to mid-sized companies with only a relatively small number of national competitors of which we are one. The physician permanent placement services and mid-revenue cycle staffing markets, where we believe we hold leading positions, are also highly fragmented and consist of many small- to mid-sized companies that do not have a national footprint. Our leading competitors vary by segment and include CHG Healthcare Services, Cross Country Healthcare, Jackson Healthcare, Aya Healthcare, Maxim Healthcare Services, Aureus Medical Group and HealthTrust Workforce Solutions. When recruiting for healthcare professionals, in addition to other executive search and staffing firms, we also compete with hospital systems that have developed their own recruitment departments.

### **Licensure For Our Business**

Some states require state licensure for businesses that employ, assign and/or place healthcare professionals. We believe we are currently licensed in all states that require such licenses and take measures to ensure compliance with all state licensure requirements. In addition, the healthcare professionals who we employ or independently contract with are required to be individually licensed or certified under applicable state laws. We believe we take appropriate and reasonable steps to validate that our healthcare professionals possess all necessary licenses and certifications. We design our internal processes to ensure that the healthcare professionals that we directly place with clients have the appropriate experience, credentials and skills. Our travel nurse and allied healthcare staffing divisions, all of our locum tenens brands and all of our local staffing offices have received Joint Commission certification. We have also obtained our Credentials Verification Organization certification from the National Committee for Quality Assurance.

### **Employees**

As of December 31, 2018, we had approximately 2,920 corporate employees. During the fourth quarter of 2018, we had an average of (1) 9,404 nurses, allied and other clinical healthcare professionals, (2) 408 executive and clinical leadership

interim staff, and (3) 1,238 mid-revenue cycle professionals contracted to work for us. This does not include our locum tenens, all of whom are independent contractors and not our employees.

## **Additional Information**

We incorporated in the state of Delaware on November 10, 1997. We maintain a corporate website at [www.amnhealthcare.com](http://www.amnhealthcare.com). We make available our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports, as well as proxy statements and other information free of charge through our website as soon as reasonably practicable after being filed with or furnished to the Securities and Exchange Commission ("SEC"). Such reports, proxy statements and other information are also available on the SEC's website, <http://www.sec.gov>. The information found on our website and the SEC's website is not part of this Annual Report on Form 10-K or any other report we file with or furnish to the SEC.

## **Special Note Regarding Forward-Looking Statements**

This Annual Report on Form 10-K, including the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains, and certain oral statements made by management from time to time, may contain, "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are subject to safe harbors under the Securities Act and the Exchange Act. We base these forward-looking statements on our current expectations, estimates, forecasts and projections about future events and the industry in which we operate. Forward-looking statements are identified by words such as "believe," "anticipate," "expect," "intend," "plan," "will," "should," "would," "project," "may," variations of such words and other similar expressions. In addition, statements that refer to projections of financial items; anticipated growth; future growth and revenue; future economic conditions and performance; plans, objectives and strategies for future operations; and other characterizations of future events or circumstances, are forward-looking statements. Our actual results could differ materially from those discussed in, or implied by, these forward-looking statements. Factors that could cause actual results to differ from those implied by the forward-looking statements in this Annual Report on Form 10-K are described under the caption "Risk Factors" below, elsewhere in this Annual Report on Form 10-K and in our other filings with the SEC. Stockholders, potential investors, and other readers are urged to consider these factors in evaluating the forward-looking statements and cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

## **Item 1A. Risk Factors**

You should carefully read the following risk factors in connection with evaluating us and the forward-looking statements contained in this Annual Report on Form 10-K. Any of the following risks could materially adversely affect our business or our consolidated operating results, financial condition or cash flows, which, in turn, could cause the price of our common stock to decline. The risk factors described below and elsewhere in this Annual Report on Form 10-K are not the only risks we face. Factors we currently do not know, factors that we currently consider immaterial or factors that are not specific to us, such as general economic conditions, may also materially adversely affect our business or our consolidated operating results, financial condition or cash flows. The risk factors described below qualify all forward-looking statements we make, including forward-looking statements within this section entitled "Risk Factors."

To develop and prioritize the following risk factors, we review risks to our business that are informed by our formal Enterprise Risk Management program, industry trends, the external market and financial environment as well as dialogue with leaders throughout our organization. Our risk factor descriptions are intended to convey our assessment of each applicable risk and such assessments are integrated into our strategic and operational planning.

### ***Risk Factors that May Affect the Demand for Our Services***

**Economic downturns and slow recoveries could result in less demand from clients and pricing pressure that could negatively impact our financial condition.**

Demand for staffing services is sensitive to changes in economic activity. As economic activity slows, hospitals and other healthcare entities typically experience decreased attrition and reduce their use of temporary employees before undertaking layoffs of their regular employees, which results in decreased demand for many of our service offerings. In times of economic downturn and high unemployment rates, permanent full-time and part-time healthcare facility staff are generally inclined to work more hours and overtime, resulting in fewer available vacancies and less demand for our services. Fewer placement

opportunities for our temporary clinicians and physicians also impairs our ability to recruit and place them both on a temporary and permanent basis.

In addition, many healthcare facilities utilize temporary healthcare professionals to accommodate an increase in hospital admissions. Conversely, when hospital admissions decrease in economic downturns, due to reduced consumer spending, a rise in unemployment causing an increase in under- and uninsured patients or other factors, the demand for our temporary healthcare professionals typically declines. This may have an even greater negative effect on demand for physicians in certain specialties such as surgery, radiology and anesthesiology. In addition, we may experience more competitive pricing pressure during periods of decreased patient occupancy and hospital admissions, negatively affecting our revenue and profitability.

During challenging economic times, our clients, in particular those that rely on state government funding, may face issues gaining access to sufficient credit, which could result in an impairment of their ability to make payments to us, timely or otherwise, for services rendered. If that were to occur, we may increase our allowance for doubtful accounts and our days sales outstanding would be negatively affected.

**If we are unable to anticipate and quickly respond to changing marketplace conditions, such as alternative modes of healthcare delivery, reimbursement and client needs, we may not remain competitive.**

Patient delivery settings continue to evolve, giving rise to alternative modes of healthcare delivery, such as retail medicine, telemedicine and home health. In addition, changes in reimbursement models and government mandates are also impacting the healthcare environments.

Our success depends upon our ability to develop innovative workforce solutions and quickly adapt to changing marketplace conditions and client needs, come into compliance with new federal or state regulations, and differentiate our services and abilities from those of our competitors. The markets in which we compete are highly competitive and our competitors may respond more quickly to new or emerging client needs and marketplace conditions. The development of new service lines and business models requires close attention to emerging trends and proposed federal and state legislation related to the healthcare industry. If we are unable to anticipate changing marketplace conditions, adapt our current business model to adequately meet changing conditions in the healthcare industry and develop and successfully implement innovative services, we may not remain competitive.

**Intermediary organizations may impede our ability to secure new and profitable contracts with our clients.**

Our business depends upon our ability to maintain our existing contracts and secure new, profitable contracts. Outside of our managed services contracts, our client contracts are not typically exclusive and our clients are generally free to offer temporary staffing assignments to our competitors. Additionally, our clients may choose to purchase these services through intermediaries such as group purchasing organizations or competitors offering MSP services, with whom we establish relationships in order to continue to provide our staffing services to certain healthcare facilities. These intermediaries may negatively affect our ability to obtain new clients and maintain our existing client relationships by impeding our ability to access and contract directly with clients and may also negatively affect the profitability of these client relationships. In addition, our inability to establish relationships with these intermediaries may result in us losing our ability to work with certain healthcare facilities.

**Consolidation of healthcare delivery organizations could negatively affect pricing of our services and increase our concentration risk.**

Healthcare delivery organizations are consolidating, providing them with greater leverage in negotiating pricing for services. In addition, we have seen an increase in our clients' use of intermediaries such as vendor management service companies and group purchasing organizations that may also provide organizations with enhanced bargaining power. These dynamics each separately or together could negatively affect pricing for our services.

Hospital concentration coupled with our success in winning managed services contracts means our revenues from some larger health systems have grown and may continue to grow substantially relative to our other revenue sources. For example, Kaiser Foundation Hospitals (and its affiliates) (collectively, "Kaiser") comprised approximately 13% of our consolidated revenue in 2018. If we were to lose Kaiser as a client or were unable to provide a significant amount of services to Kaiser, whether directly or as a subcontractor, such loss may have a material adverse effect on our revenue, results of operations and cash flows.

**The ability of our clients to increase the efficiency and effectiveness of their staffing management and recruiting efforts, through predictive analytics, online recruiting or otherwise, may affect the demand for our services, which could negatively affect our business.**

If our clients are able to increase the effectiveness of their staffing and recruitment functions through analytics, automation or otherwise, their need for our services may decline. With the advent of technology and more sophisticated staffing management and recruitment processes, clients may be able to successfully increase the efficiency and effectiveness of their internal staffing management and recruiting efforts, through more effective planning and analytic tools, internet- or social media-based recruiting or otherwise. Such new technologies and processes could reduce the demand for our services, which could negatively affect our business.

**The repeal or significant erosion of the Patient Protection and Affordable Care Act (“ACA”) without a corresponding replacement may negatively affect the demand for our services.**

In 2010, the adoption of the ACA brought significant reforms to the health care system that included, among other things, a requirement that all individuals have health insurance (with limited exceptions). As a result of the ACA, the uninsured population declined by more than 20 million through 2017. In December 2017, the individual mandate was repealed. If the individual mandate repeal or a rollback of other aspects of the ACA, such as Medicaid expansion, actually leads to a significant reduction in demand for the healthcare services, the demand for our services may decline. If members of the investor community believe that a further repeal of, or significant changes to, the ACA are forthcoming and that such actions may significantly reduce the number of insured or the demand for our services, it may have negative effect on the price of our common stock.

### ***Regulatory and Legal Risk Factors***

**We are subject to federal and state healthcare industry regulation including conduct of operations, costs and payment for services and payment for referrals as well as laws regarding employment practices and government contracting.**

The healthcare industry is subject to extensive and complex federal and state laws and regulations related to conduct of operations, costs and payment for services and payment for referrals. We provide workforce solutions and services on a contract basis to our clients, who pay us directly. Accordingly, Medicare, Medicaid and insurance reimbursement policy changes generally do not directly impact us. Nevertheless, reimbursement changes in government programs, particularly Medicare and Medicaid, can and do indirectly affect the demand and the prices paid for our services. For example, our clients could receive reduced or no reimbursements because of a change in the rates or conditions set by federal or state governments, which would negatively affect the demand and the prices for our services. Moreover, our hospital, healthcare facility and physician practice group clients could suffer civil and criminal penalties, and be excluded from participating in Medicare, Medicaid and other healthcare programs for failure to comply with applicable laws and regulations, which may negatively affect our profitability.

A portion of our hospital and healthcare facility clients are state and federal government agencies, where our ability to compete for new contracts and orders, and the profitability of these contracts and orders, may be affected by government legislation, regulation or policy. Additionally, in providing services to state and federal government clients and to clients who participate in state and federal programs, we are also subject to specific laws and regulations, which government agencies have broad latitude to enforce. If we were to be excluded from participation in these programs or should there be regulatory or policy changes or modification of application of existing regulations adverse to us, it would likely materially adversely affect our business, results of operations and cash flows.

We are also subject to certain laws and regulations applicable to recruitment and employment placement agencies with which we must comply in order to continue to conduct business in that particular state.

**The challenge to the classification of certain of our healthcare professionals as independent contractors could adversely affect our profitability.**

We treat physicians and certain advanced practitioners, such as certified nurse anesthetists, nurse practitioners and physician assistants, as independent contractors. Federal or state taxing authorities may take the position that such professionals are employees exposing us to additional wage and insurance claims and employment and payroll-related taxes. A reclassification of our locum tenens clinicians to employees from independent contractors could result in liability that would have a significant negative impact on our profitability for the period in which such reclassification was implemented, and would require changes to our payroll and related business processes, which could be costly. In addition, many states have laws that prohibit non-physician owned companies from employing physicians, referred to as the “corporate practice of medicine.”

If our independent contractor physicians were classified as employees in states that prohibit the corporate practice of medicine, we may be prohibited from conducting our locum tenens staffing business in those states under our current business model, which may have a substantial negative effect on our revenue, results of operations and profitability.

**Investigations, claims and legal proceedings alleging medical malpractice, violations of employment, privacy and wage regulations and other theories of liability asserted against us could subject us to substantial liabilities.**

We, along with our clients and healthcare professionals, are subject to investigations, claims and legal actions alleging malpractice or related legal theories. At times, plaintiffs name us in these lawsuits and actions regardless of our contractual obligations, the competency of the healthcare professionals, the standard of care provided by the healthcare professionals, the quality of service that we provided or our actions. In certain instances, we are contractually required to indemnify our clients against some or all of these potential legal actions.

Like all employers, we must also comply with various laws and regulations relating to employment and pay practices. There is a risk that we could be subject to payment of significant additional wages, insurance and employment, and payroll-related taxes and sizeable statutory penalties. We are also subject to possible claims alleging discrimination, sexual harassment and other similar activities in which we or our hospital and healthcare facility clients and their agents have allegedly engaged. We are also subject to examination of our payroll practices from various federal and state taxation authorities from time to time and an unforeseen negative outcome from such an exam could have a negative impact on our financial position, results of operations and cash flows. Because of the nature of our business, the impact of these employment and payroll laws and regulations may have a more pronounced effect on our business. These laws and regulations may also impede our ability to grow the size and profitability of our operations.

As we grow and increase our leadership position, we are at greater risk for anti-competitive conduct claims such as violation of federal and state antitrust laws and unfair business practices arising from our agreements with our employees, contractors, clients and vendors.

The size and nature of our business requires us to collect substantial personal information of healthcare professionals and other team members that is subject to a myriad of privacy-related laws from multiple jurisdictions that regulate the use and disclosure of such information. In addition, many of our healthcare professionals have access to client proprietary information systems and patient confidential information. We may be required to incur significant costs to comply with mandatory privacy and security standards and protocols imposed by law, regulation, industry standards or contractual obligations with our clients. In addition, an inherent risk of the collection and access to such information includes possible claims from unintentional or intentional misuse, disclosure or use of this information. Such claims may result in negative publicity, injunctive relief, criminal investigations or charges, civil litigation, payment by us of monetary damages or fines, or other adverse effects on our business, which may be material.

We maintain various types of insurance coverage for these types of claims, including professional liability, errors and omissions, employment practices and cyber, through commercial insurance carriers and a wholly-owned captive insurance company. The cost of defending such claims, even if groundless, could be substantial and the associated negative publicity could adversely affect our ability to attract, retain and place qualified employees and healthcare professionals in the future. We may also experience increased insurance premiums and retention and deductible accruals that we may not be able to pass on to our clients, thereby reducing our profitability. Moreover, our insurance coverage and reserve accruals may not be sufficient to cover all claims against us.

***Risk Factors Related to Our Operations, Personnel and Information Systems***

**Our inability to implement new infrastructure and technology systems and technology disruptions may adversely affect our operating results and ability to manage our business effectively.**

We have technology, operations and human capital infrastructures to support our existing business. Our ability to deliver services to our clients and to manage our commercial technologies, internal systems and data depends largely upon our access to and the performance of our management information and communications systems, including our VMS, client relationship management systems and client/healthcare professional-facing self-service websites. These technology systems also maintain accounting and financial information upon which we depend to fulfill our financial reporting obligations. We must continue to invest in this infrastructure, and we are in the midst of a multi-year plan to upgrade and convert our infrastructure, back office and front office network platforms to support our growth, enhance our management and utilization of data and improve our efficiency.

Implementing new systems is costly and involves risks inherent in the conversion to a new technology platform, including loss of information, disruption to our normal operations, changes in accounting procedures and internal control over financial

reporting, as well as problems achieving accuracy in the conversion of electronic data. Failure to properly or adequately address these issues could result in increased costs, the diversion of management's and employees' attention and resources and could materially adversely affect our operating results, internal controls over financial reporting and ability to manage our business effectively. Furthermore, if we are unable to continue to improve our technology and operations processes to gain efficiency and support our growth, our financial results will be adversely affected.

Additionally, the current legacy systems are subject to other non-environmental risks, including technological obsolescence for which there may not be sufficient redundancy or backup. These systems, and our access to these systems, are not impervious to floods, fire, storms, or other natural disasters, or service interruptions. There also is a potential for intentional and deliberate attacks to our systems, which may lead to service interruptions, data corruption or data theft. If our current or planned systems do not adequately support our operations, are damaged or disrupted or if we are unable to replace, repair, maintain or expand them, it may adversely affect our business operations and our profitability.

**Our business could be harmed if we fail to further develop and evolve our current workforce solutions technology offerings and capabilities.**

To achieve our strategic objectives and to remain competitive, we must continue to develop and enhance our workforce solutions technology offerings and capabilities. This may require the acquisition of equipment and software and the development of new proprietary software and capabilities, either internally or through independent consultants. If we are unable to design, develop, implement and utilize, in a cost-effective manner, technology and information systems that provide the capabilities necessary for us to compete effectively, or for any reason any interruption or loss of our information processing capabilities occurs, this could harm our business, results of operations and financial condition.

**Disruption to or failures of our SaaS-based technology or our inability to adequately protect our intellectual property rights with respect to such technology could reduce client satisfaction, harm our reputation and negatively affect our business.**

The performance, reliability and security of the SaaS-based technologies, such as ShiftWise, Medefis and Avantas Smart Square, are critical to such offerings' operations, reputation and ability to attract new clients. Some of our clients rely on our SaaS-based technology to perform certain of their operational functions. Accordingly, any degradation, errors, defects, disruptions or other performance problems with our SaaS-based technology could damage our or our clients' operations and reputations and negatively affect our business. If any of these problems occur, our clients may, among other things, terminate their agreements with us or make indemnification or other claims against us, which may also negatively affect us.

Additionally, if we fail to protect our intellectual property rights adequately with respect to our SaaS-based technology, our competitors might gain access to it, and our business might be harmed. Moreover, if any of our intellectual property rights associated with our SaaS-based technology, including our newly developed vendor management platforms, are challenged by others or invalidated through litigation, and defending our intellectual property rights might also entail significant expense. Accordingly, despite our efforts, we may be unable to prevent third parties from using or infringing upon or misappropriating our intellectual property with respect to our SaaS-based technology, which may negatively affect our business as it relates to our SaaS-based offerings.

**Security breaches and cybersecurity incidents could compromise our information and systems adversely affecting our business operations and reputation subject us to substantial liabilities.**

Security breaches, including cyber incidents can result from deliberate attacks or unintentional events. These incidents can include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. In the ordinary course of our business, we collect and store sensitive data, such as our proprietary business information and that of our clients as well as personally identifiable information of our healthcare professionals and employees, including full names, social security numbers, addresses, birth dates and payroll-related information, in our data centers, on our networks and in hosted SaaS-based solutions provided by third parties. Our employees may also have access to, receive and use personal health information in the ordinary course of our business. The secure processing, maintenance and transmission of this information is critical to our operations.

Despite our security measures and business controls, our information technology and infrastructure, including the third party SaaS-based technology in which we store personally identifiable information and other sensitive information of our healthcare professionals and employees, may be vulnerable to attacks by hackers, breached due to employee error, malfeasance or other disruptions or subject to the inadvertent or intentional unauthorized release of information. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may not immediately produce signs of intrusion, we may be unable to anticipate these incidents or techniques, timely discover them, or implement

adequate preventative measures. Our information technology and other security protocols may not provide sufficient protection, and as a result a security breach could compromise our networks and significant information about us, our employees, healthcare professionals, patients or clients may be accessed, disclosed, lost or stolen.

Any such access, disclosure or other loss of information could (1) result in legal claims or proceedings, liability under laws that protect the privacy of personal information and regulatory penalties, (2) disrupt our operations and the services we provide to our clients and (3) damage our reputation, any of which could adversely affect our profitability, revenue and competitive position.

**If we do not continue to recruit and retain sufficient quality healthcare professionals at reasonable costs, it could increase our operating costs and negatively affect our business and our profitability.**

We rely significantly on our ability to recruit and retain a sufficient number of healthcare professionals who possess the skills, experience and licenses necessary to meet the requirements of our clients. With a current shortage of certain qualified nurses and physicians in many areas of the United States, competition for the hiring of these professionals remains intense. We compete with healthcare staffing companies, recruitment and placement agencies, including online staffing and recruitment agencies, and with hospitals, healthcare facilities and physician practice groups to attract healthcare professionals based on the quantity, diversity and quality of assignments offered, compensation packages, the benefits that we provide and speed and quality of our service. We rely on our human capital intensive, relationship-oriented approach and national infrastructure to enable us to compete in all aspects of our business. We must continually evaluate and expand our healthcare professional network to serve the needs of our clients.

The costs of recruitment of quality healthcare professionals and providing them with attractive compensation packages may be higher than we anticipate, or we may be unable to pass these costs on to our hospital and healthcare facility clients, which may reduce our profitability. Moreover, if we are unable to recruit temporary and permanent healthcare professionals, our service execution may deteriorate and, as a result, we could lose clients.

**The inability to quickly and properly credential and match quality healthcare professionals with suitable placements may negatively affect demand for our services.**

Our success depends on the quality of our healthcare professionals and our ability to quickly and efficiently assist in obtaining licenses and privileges for our healthcare professionals. The speed with which our healthcare professionals can obtain the appropriate licenses, and we can credential them depends in part, on state licensing laws. Roughly 30 states are part of the Enhanced Nurse Compact and over 20 states are part of the Physical Therapy Licensure Compact and Interstate Medical Compact Acts. A decline or change in interstate compact laws can impact our business.

Our ability to ensure the quality of our healthcare professionals also relies heavily on the effectiveness of our data and communication systems as well as properly trained and competent operational employees that credential and match healthcare professionals in suitable placements. An inability to properly credential, match, and monitor healthcare professionals for acceptable credentials, experience and performance may cause clients to lose confidence in our services, which may damage our brand and reputation and result in clients opting to utilize competitors' services or rely on their own internal resources. The costs to provide these credentialing services impact the revenue and profitability of our business.

**Our operations may deteriorate if we are unable to continue to attract, develop and retain our sales and operations team members.**

Our success depends heavily upon the recruitment, performance and retention of diverse sales and operations team members who share our values, passion and commitment to customer focus. The number of individuals who meet our qualifications for these positions is limited, and we may experience difficulty in attracting qualified candidates, especially as we diversify our offerings and our business becomes more complex. In addition, we commit substantial resources to the training, development and support of our team members. Competition for qualified sales and operational team members in the line of business in which we operate is strong, and we may not be able to retain a sufficient number of team members after we have expended the time and expense to recruit and train them.

**We are increasingly dependent on third parties for the execution of certain critical functions.**

We have outsourced and offshored certain critical applications or business processes to external providers, including cloud-based, credentialing and data processing services. We exercise care in the selection and oversight of these providers. However, the failure or inability to perform on the part of one or more of these critical suppliers could cause significant disruptions and increased costs to our business as well as reputational damage.

**The loss of key officers and management personnel could adversely affect our business and operating results.**

We believe that the success of our business strategy and our ability to maintain our recent levels of profitability depends on the continued employment of our senior executive team. We have an employment agreement with Susan R. Salka, our President and Chief Executive Officer, through May 4, 2020, which is renewable on an annual basis. Other executive members of the management team are employees at will with standard severance agreements. If members of our executive team become unable or unwilling to continue in their present positions, our business and financial results could be adversely affected.

**Our inability to maintain our positive brand awareness and identity may adversely affect our results of operations.**

We have invested substantial amounts in acquiring, developing and maintaining our brands, and our success depends on our ability to maintain positive brand awareness identities for existing services and effectively building up brand awareness and image for new services. We cannot assure that additional expenditures and our continuing commitment to marketing and improving our brands will have the desired effect on our brands' value, which may adversely affect our results of operations. In addition, our brands may suffer reputational damage that could negatively affect our short- and long-term financial results. The poor performance, reputation or negative conduct of competitors may have a spillover effect adversely affecting the industry and our brand.

**The expansion of social media platforms presents new risks and challenges that can cause damage to our brand and reputation.**

There has been an increase in the use of social media platforms, including blogs, social media websites and other forms of internet-communication in our industry that allows access to a broad audience of interested parties. The inappropriate and/or unauthorized use of certain media vehicles by our clients, vendors, employees and contractors could increase costs, cause damage to our brand, or result in information leakage that could lead to legal implications, including improper collection and/or dissemination of personally identifiable information of candidates and clients. In addition, negative or inaccurate posts or comments about us on any social networking website could damage our reputation, brand image and goodwill.

**Our inability to consummate and effectively incorporate acquisitions into our business operations may adversely affect our long-term growth and our results of operations.**

We invest time and resources in carefully assessing opportunities for acquisitions, and acquisitions are a key component of our growth strategy. We have made acquisitions in the past several years to broaden the scope and depth of our workforce solutions and bolster our workforce services. If we are unable to consummate additional acquisitions, we may not achieve our long-term growth goals.

Despite diligence and integration planning, acquisitions still present certain risks, including the time and economic costs of integrating an acquisition's technology, control and financial systems, unforeseen liabilities, and the difficulties in bringing together different work cultures and personnel. Difficulties in integrating our acquisitions, including attracting and retaining talent to grow and manage these acquired businesses, may adversely affect our results of operations.

**Businesses we acquire may have liabilities or adverse operating issues which could harm our operating results.**

Businesses we acquire may have liabilities or adverse operating issues, or both, that we either fail to discover through due diligence or underestimate prior to the consummation of the acquisition. These liabilities and/or issues may include the acquired business' failure to comply with, or other violations of, applicable laws, rules, or regulations or contractual or other obligations or liabilities. As the successor owner, we may be financially responsible for, and may suffer harm to our reputation or otherwise be adversely affected by, such liabilities and/or issues. These and any other costs, liabilities, issues, and/or disruptions associated with any past or future acquisitions could harm our reputation and operating results.

In addition, future acquisitions are accompanied by the risk that the obligations and liabilities of an acquired company may not be adequately reflected in the historical financial statements of that company and the risk that those historical financial statements may be based on assumptions that are incorrect or inconsistent with our assumptions or approach to accounting policies. Any of these material obligations, liabilities or incorrect or inconsistent assumptions could adversely impact our results of operations and financial condition.

**As we develop new services and clients, enter new lines of business, and focus more of our business on providing a full range of client solutions, the demands on our business and our operating risks may increase.**



As part of our corporate strategy, we plan to extend our services to new clients, into new lines of business, and into new geographic locations. As we focus on developing new services, capabilities, clients, practice areas and lines of business, and engage in business in new geographic locations, our operations may be exposed to additional as well as enhanced risks.

In particular, our growth efforts place substantial additional demands on our management and employees, as well as on our information, financial, administrative, compliance and operational systems. We may not be able to manage these demands successfully. Growth may require increased recruiting efforts, increased regulatory and compliance efforts, increased business development, selling, marketing and other actions that are expensive and entail increased risk. We may need to invest more in our people and systems, controls, compliance efforts, policies and procedures than we anticipate. Even if we do grow, the demands on our people and systems, controls, compliance efforts, policies and procedures may exceed the benefits of such growth, and our operating results may suffer, at least in the short-term, and perhaps in the long-term.

Efforts involving a different focus, new services, new clients, new practice areas, new lines of business, new offices and new geographic locations entail inherent risks associated with our growing maturity relative to competition from mature participants in those areas. Our inexperience may result in costly decisions that could harm our profit and operating results. In particular, new or improved services often relate to the development, implementation and improvement of critical infrastructure or operating systems that our clients may view as “mission critical,” and if we fail to satisfy the needs of our clients in providing these services, our clients could incur significant costs and losses for which they could seek compensation from us. As our business continues to evolve and we provide a wider range of services, we will become increasingly dependent upon our employees, particularly those operating in business environments less familiar to us. Failure to identify, hire, train and retain talented employees who share our values could have a negative effect on our reputation and our business.

**We maintain a substantial amount of goodwill and indefinite-lived intangibles on our balance sheet that may decrease our earnings or increase our losses if we recognize an impairment to goodwill or indefinite-lived intangibles.**

We maintain goodwill on our balance sheet, which represents the excess of the total purchase price of our acquisitions over the fair value of the net assets and indefinite-lived intangibles we acquired. We evaluate goodwill and indefinite-lived intangibles for impairment annually, or when evidence of potential impairment exists. If we identify an impairment, we record a charge to earnings. An impairment charge to goodwill or indefinite-lived intangibles would decrease our earnings or increase our losses, as the case may be.

### ***Risk Factors Related to Our Indebtedness and Other Liabilities***

**Our indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, and expose us to interest rate risk to the extent of any variable rate debt.**

As of December 31, 2018, our total indebtedness, less unamortized fees, equaled \$440.6 million. Our substantial indebtedness could have important consequences, including:

- increasing our vulnerability to adverse economic, industry or competitive developments,
- requiring a portion of our cash flows from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flows to fund operations, capital expenditures and future business opportunities,
- making it more difficult for us to satisfy our obligations with respect to our indebtedness,
- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures,
- limiting our ability to obtain additional financing for working capital, capital expenditures, product and service development, debt service requirements, acquisitions, and general corporate or other purposes, and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who are less leveraged and who, therefore, may be able to take advantage of opportunities that our substantial indebtedness may prevent us from exploiting.

Our ability to service our indebtedness will depend on our ability to generate cash in the future. We cannot provide assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available in an amount sufficient to enable us to service our indebtedness or to fund other liquidity needs. Additionally, if we are not in compliance with the covenants and obligations under our debt instruments, we would be in default, and the lenders could call the debt, which would have a material adverse effect on our business.

**The terms of our debt instruments impose restrictions on us that may affect our ability to successfully operate our business.**

Our debt instruments contain various covenants that could adversely affect our ability to finance our future operations or capital needs and to engage in other business activities that may be in our best interest. These covenants limit our ability to, among other things:

- incur or guarantee additional indebtedness or issue certain preferred equity,
- pay dividends on, redeem, repurchase, or make distributions in respect of our capital stock, prepay, redeem, or repurchase certain debt or make other restricted payments,
- make certain investments,
- create, or permit to exist, certain liens,
- sell assets,
- enter into sale/leaseback transactions,
- enter into agreements restricting restricted subsidiaries' ability to pay dividends or make other payments,
- consolidate, merge, sell, or otherwise dispose of all or substantially all of our assets,
- enter into certain transactions with affiliates, and
- designate restricted subsidiaries as unrestricted subsidiaries.

Our ability to comply with these covenants may be affected by events beyond our control, such as prevailing economic conditions and changes in regulations, and if such events occur, we cannot be sure that we will be able to comply. A breach of these covenants could result in a default under our debt instruments (including as a result of cross-default provisions) and, in the case of our senior credit facility under our credit agreement, permit the lenders thereunder to cease making loans to us. If there were an event of default under any of our debt instruments, holders of such defaulted debt could cause all amounts borrowed under the applicable instrument to be due and payable immediately. Our assets or cash flow may not be sufficient to repay borrowings under our outstanding debt instruments in the event of a default thereunder.

In addition, the restrictive covenants in our credit agreement require us to maintain specified financial ratios and satisfy other financial condition tests. Although we were in compliance with the financial ratios and financial condition tests set forth in our credit agreement on December 31, 2018, we cannot provide assurance that we will continue to be. Our ability to meet those financial ratios and tests will depend on our ongoing financial and operating performance, which, in turn, will be subject to economic conditions and to financial, market, and competitive factors, many of which are beyond our control. A breach of any of these covenants could result in a default under our credit agreement (and our other debt instruments to the extent the default triggers a cross default provision) and, in the case of the revolver under our credit agreement, permit the lenders thereunder to cease making loans to us. Upon the occurrence of an event of default under the credit agreement, the lenders could elect to declare all amounts outstanding thereunder to be immediately due and payable and terminate all commitments to extend further credit. Such action by the lenders could cause cross-defaults under our other debt instruments.

**We have substantial insurance-related accruals on our balance sheet, and any significant adverse adjustments may decrease our earnings or increase our losses and negatively impact our cash flows.**

We maintain accruals related to our captive insurance company and self-insured retentions for various lines of insurance coverage, including professional liability, employment practices, health insurance and workers compensation on our balance sheet. We determine the adequacy of our accruals by evaluating our historical experience and trends, related to both insurance claims and payments, information provided to us by our insurance brokers, attorneys, third-party administrators and actuarial firms as well as industry experience and trends. If such information collectively indicates that our accruals are understated, we provide for additional accruals; a significant increase to these accruals would decrease our earnings.

**Item 1B. *Unresolved Staff Comments***

None.

## Item 2. *Properties*

We lease all of our properties, which consist of office-type facilities. We believe that our leased space is adequate for our current needs and that we can obtain adequate space to meet our foreseeable business needs. We have pledged substantially all of our leasehold interests to our lenders under our credit agreement to secure our obligations thereunder. We set forth below our principal leased office spaces as of December 31, 2018 together with our business segments that utilize them:

| <u>Location</u>                      | <u>Square Feet</u> |
|--------------------------------------|--------------------|
| San Diego, California (all segments) | 175,672            |
| Dallas, Texas (all segments)         | 108,502            |

## Item 3. *Legal Proceedings*

From time to time, we are involved in various lawsuits, claims, investigations and proceedings that arise in the ordinary course of business. These matters typically relate to professional liability, tax, wage and hour, contract, competitor disputes and employee-related matters and include individual and collective lawsuits, as well as inquiries and investigations by governmental agencies regarding our employment practices. Additionally, some of our clients may also become subject to claims, governmental inquiries and investigations and legal actions relating to services provided by our healthcare professionals. Depending upon the particular facts and circumstances, we may also be subject to indemnification obligations under our contracts with such clients relating to these matters. We record a liability when management believes an adverse outcome from a loss contingency is both probable and the amount, or a range, can be reasonably estimated. Significant judgment is required to determine both probability of loss and the estimated amount. We review our loss contingencies at least quarterly and adjust our accruals and/or disclosures to reflect the impact of negotiations, settlements, rulings, advice of legal counsel or other new information, as deemed necessary. The most significant matters for which we have established loss contingencies are class actions related to wage and hour claims under California and Federal law. Specifically, among other claims in these lawsuits, it is alleged that certain expense reimbursements should be included in the regular rate of pay for purposes of calculating overtime rates, and that employees were not afforded required breaks or compensated for all time worked. While we believe that our wage and hour practices conform with law in all material respects, litigation is always subject to inherent uncertainty, and we are not able to reasonably predict if any matter will be resolved in a manner that is materially adverse to us beyond the amounts accrued. See additional information in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (11), Commitments and Contingencies—(a) Legal.”

With regard to outstanding loss contingencies as of December 31, 2018, we believe that such matters will not, either individually or in the aggregate, have a material adverse effect on our business, consolidated financial position, results of operations or cash flows.

## Item 4. *Mine Safety Disclosures*

Not applicable.

## PART II

### Item 5. *Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Our common stock trades on the New York Stock Exchange under the symbol "AMN." As of February 13, 2019, there were 19 stockholders of record of our common stock, one of which was Cede & Co., a nominee for The Depository Trust Company. All of our common stock held by brokerage firms, banks and other financial institutions as nominees for beneficial owners are considered to be held of record by Cede & Co., which is considered to be one stockholder of record. A substantially greater number of holders of our common stock are "street name" or beneficial holders, whose shares are held of record by banks, brokers and other financial institutions. Because such shares are held on behalf of stockholders, and not by the stockholders directly, and because a stockholder can have multiple positions with different brokerage firms, banks and other financial institutions, we are unable to determine the total number of stockholders we have without undue burden and expense.

During the fiscal year ended December 31, 2018, we did not sell any equity securities that were not registered under the Securities Act.

From time to time, we may repurchase our common stock in the open market pursuant to programs approved by our Board. We may repurchase our common stock for a variety of reasons, such as acquiring shares to offset dilution related to equity-based incentives and optimizing our capital structure. On November 1, 2016, our Board authorized us to repurchase up to \$150.0 million of our outstanding common stock in the open market. Under the repurchase program announced on November 1, 2016 (the "Company Repurchase Program"), share purchases may be made from time to time beginning in the fourth quarter of 2016, depending on prevailing market conditions and other considerations. The Company Repurchase Program has no expiration date and may be discontinued or suspended at any time.

During 2017, we repurchased 486,543 shares of our common stock at an average price of \$41.41 per share, resulting in an aggregate purchase price of \$20.2 million.

During 2018, we purchased 1,236,438 shares of common stock at an average price of \$54.17 per share, resulting in an aggregate purchase price of \$67.0 million. See "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (9)(b), Capital Stock—Treasury Stock." The following table presents the detail of shares repurchased during 2018. All share repurchases reflected in the table below were made under the Company Repurchase Program, which is the sole repurchase program of the Company currently in effect.

| Period                 | Total<br>Number of<br>Shares (or<br>Units)<br>Purchased | Average<br>Price Paid<br>per Share<br>(or Unit) | Total Number of<br>Shares (or Units)<br>Purchased as Part of<br>Publicly Announced<br>Program | Maximum Dollar<br>Value of Shares (or Units)<br>that May Yet Be<br>Purchased Under the Program |
|------------------------|---|---|---|--|
| May 1 - 31, 2018       | 385,000   | \$54.23   | 385,000   | \$95,684,424   |
| August 1 - 31, 2018    | 272,840   | \$56.27   | 272,840   | \$80,322,620   |
| September 1 - 30, 2018 | 307,174   | \$53.68   | 307,174   | \$63,825,539   |
| October 1 - 31, 2018   | 85,516  | \$49.90   | 85,516  | \$59,555,305   |
| December 1 - 31, 2018  | 185,908   | \$53.72   | 185,908   | \$49,562,204   |
| Total                  | 1,236,438   | \$54.17   | 1,236,438   | \$49,562,204   |

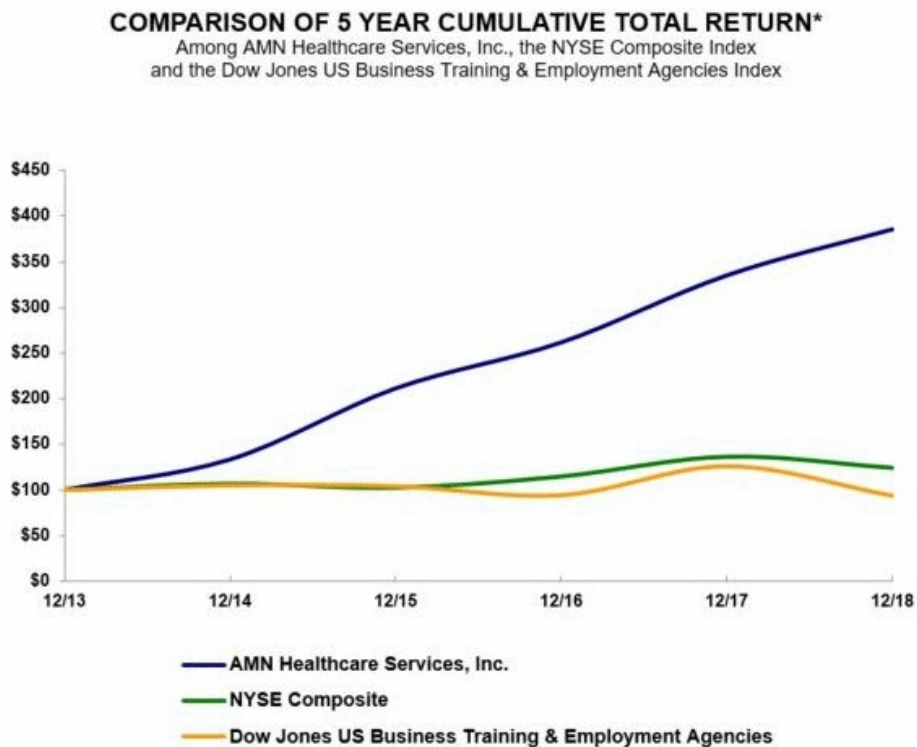
We have not paid any dividends on our common stock in the past and currently do not expect to pay cash dividends or make any other distributions on common stock in the future. We expect to retain our future earnings, if any, for use in the operation and expansion of our business, to pay down debt and potentially for share repurchases. Any future determination to pay dividends on common stock will be at the discretion of our board of directors and will depend upon our financial condition, results of operations, capital requirements and such other factors as the board deems relevant. In addition, our ability to declare and pay dividends on our common stock is subject to covenants restricting such actions in the instruments governing our debt. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" and "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (7), Notes Payable and Credit Agreement."

The information required by Item 201(d) of Regulation S-K is incorporated by reference to the 2019 Annual Meeting Proxy Statement (as defined in Item 10 below) under the heading “Equity Compensation Plan Information at December 31, 2018.”

## Performance Graph

*This performance graph shall not be deemed “filed” with the SEC or subject to Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any of our filings under the Exchange Act or the Securities Act.*

The graph below compares the total return on our common stock with the total return of (i) the NYSE Composite Index, and (ii) the Dow Jones US Business Training & Employment Agencies Index (“BTEA”), assuming an investment of \$100 on December 31, 2013 in our common stock, the stocks comprising the NYSE Composite Index, and the stocks comprising the BTEA.



\*\$100 invested on 12/31/13 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

Copyright© 2019 S&P Dow Jones Indices LLC, a division of S&P Global. All rights reserved.

|                               | 12/31/13 | 12/31/14 | 12/31/15 | 12/31/16 | 12/31/17 | 12/31/18 |
|-------------------------------|----------|----------|----------|----------|----------|----------|
| AMN Healthcare Services, Inc. | 100.00   | 133.33   | 211.22   | 261.56   | 335.03   | 385.44   |
| NYSE Composite                | 100.00   | 106.75   | 102.38   | 114.61   | 136.07   | 123.89   |
| BTEA                          | 100.00   | 105.06   | 104.10   | 94.44    | 125.71   | 93.79    |

## Item 6. *Selected Financial Data*

You should read the selected financial and operating data presented below in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8. Financial Statements and Supplementary Data” below. We derive our statements of operations data for the years ended December 31, 2018, 2017 and 2016, and the balance sheet data at December 31, 2018 and 2017 from the audited financial statements included elsewhere in this Annual Report on Form 10-K. We derive the statements of operations data for the years ended December 31, 2015 and 2014 and the balance sheet data at December 31, 2016, 2015 and 2014 from audited financial statements of ours that do not appear herein.

We completed our acquisition of (1) Avantas on December 22, 2014, (2) Onward Healthcare, including its two wholly-owned subsidiaries, Locum Leaders and Medefis (collectively “OH”), on January 7, 2015, (3) TFS on September 15, 2015, (4) Millican on October 5, 2015, (5) BES on January 4, 2016, (6) HSG on January 11, 2016, (7) Peak on June 3, 2016, (8) Phillips DiPisa and Leaders For Today on April 6, 2018 and (9) MedPartners on April 9, 2018. Our acquisitions affect the comparability of the selected financial data of the applicable pre-acquisition and post-acquisition time periods.

We have not paid any cash dividends during the past five fiscal years.

|   | Fiscal Years Ended December 31,        |              |              |              |              |
|---|--|--------------|--------------|--------------|--------------|
|   | 2018                                   | 2017         | 2016         | 2015         | 2014         |
|   | ( in thousands, except per share data) |              |              |              |              |
| Consolidated Statements of Operations:      |  |              |              |              |              |
| Revenue                                     | \$ 2,136,074                           | \$ 1,988,454 | \$ 1,902,225 | \$ 1,463,065 | \$ 1,036,027 |
| Cost of revenue                             | 1,439,691                              | 1,344,035    | 1,282,501    | 993,702      | 719,910      |
| Gross profit                                | 696,383                                | 644,419      | 619,724      | 469,363      | 316,117      |
| Operating expenses:                         |  |              |              |              |              |
| Selling, general and administrative         | 452,318                                | 399,700      | 398,472      | 319,531      | 232,221      |
| Depreciation and amortization               | 41,237                                 | 32,279       | 29,620       | 20,953       | 15,993       |
| Total operating expenses                    | 493,555                                | 431,979      | 428,092      | 340,484      | 248,214      |
| Income from operations                      | 202,828                                | 212,440      | 191,632      | 128,879      | 67,903       |
| Interest expense, net, and other            | 16,143                                 | 19,677       | 15,465       | 7,790        | 9,237        |
| Income before income taxes                  | 186,685                                | 192,763      | 176,167      | 121,089      | 58,666       |
| Income tax expense                          | 44,944                                 | 60,205       | 70,329       | 39,198       | 25,449       |
| Net income                                  | \$ 141,741                             | \$ 132,558   | \$ 105,838   | \$ 81,891    | \$ 33,217    |
| Net income per common share:                |  |              |              |              |              |
| Basic                                       | \$ 2.99                                | \$ 2.77      | \$ 2.21      | \$ 1.72      | \$ 0.71      |
| Diluted                                     | \$ 2.91                                | \$ 2.68      | \$ 2.15      | \$ 1.68      | \$ 0.69      |
| Weighted average common shares outstanding: |  |              |              |              |              |
| Basic                                       | 47,371                                 | 47,807       | 47,946       | 47,525       | 46,504       |
| Diluted                                     | 48,668                                 | 49,430       | 49,267       | 48,843       | 48,086       |

|  | As of December 31, |           |           |          |           |
|--|--------------------|-----------|-----------|----------|-----------|
|  | 2018               | 2017      | 2016      | 2015     | 2014      |
|  | (in thousands)     |           |           |          |           |
| Consolidated Balance Sheet Data:   |                    |           |           |          |           |
| Cash and cash equivalents  | \$ 13,856          | \$ 15,147 | \$ 10,622 | \$ 9,576 | \$ 13,073 |
| Total assets   | 1,492,721          | 1,253,957 | 1,186,881 | 880,432  | 680,731   |
| Total notes payable, including current portion, less unamortized discount and fees | 320,607            | 319,843   | 362,942   | 135,990  | 143,190   |
| Total stockholders' equity   | 638,990            | 562,527   | 449,383   | 347,860  | 256,581   |



## Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

You should read the following discussion in conjunction with our consolidated financial statements and the notes thereto and other financial information included elsewhere in this Annual Report on Form 10-K. Certain statements in this “Management’s Discussion and Analysis (“MD&A”) of Financial Condition and Results of Operations” are “forward-looking statements.” See “Special Note Regarding Forward-Looking Statements” under Item 1, “Business.” We intend this MD&A section to provide you with a narrative from the perspective of our management on our financial condition, results of operations, liquidity and certain other factors that may affect our future results. The following sections comprise this MD&A:

- Overview of Our Business
- Recent Trends
- Results of Operations
- Liquidity and Capital Resources
- Off-Balance Sheet and Other Financing Arrangements
- Contractual Obligations
- Critical Accounting Policies and Estimates
- Recent Accounting Pronouncements

### Overview of Our Business

We provide healthcare workforce solutions and staffing services to healthcare facilities across the nation. As an innovative workforce solutions partner, our managed services programs, or “MSP,” vendor management systems, or “VMS,” workforce consulting services, predictive modeling, staff scheduling, mid-revenue cycle solutions and the placement of physicians, nurses, allied healthcare professionals and healthcare leaders into temporary and permanent positions enable our clients to successfully reduce staffing complexity, increase efficiency and lead their organizations within the rapidly evolving healthcare environment.

For the year ended December 31, 2018, we recorded revenue of \$2,136.1 million, as compared to \$1,988.5 million for 2017. We recorded net income of \$141.7 million for 2018, as compared to \$132.6 million for 2017. Nurse and allied solutions segment revenue comprised 61% and 62% of total consolidated revenue for the years ended December 31, 2018 and 2017, respectively. Locum tenens solutions segment revenue comprised 18% and 22% of total consolidated revenue for the years ended December 31, 2018 and 2017, respectively. Other workforce solutions segment revenue comprised 21% and 16% of total consolidated revenue for the years ended December 31, 2018 and 2017, respectively. For a description of the services we provide under each of our business segments, please see, “Item 1. Business—Our Services.”

We believe we have become recognized as the market-leading innovator in providing healthcare workforce solutions and staffing services in the United States. We seek to advance our market-leading position through a number of strategies that focus on market growth, increasing operational efficiency and scalability and increasing our supply of qualified healthcare professionals. Our market growth strategy continues to focus on broadening and investing, both organically and through strategic acquisitions, in service offerings beyond our traditional temporary staffing and permanent placement services, to include more strategic and recurring revenue sources from innovative workforce solutions offerings such as MSP, VMS, workforce optimization services, and other technology-enabled services, which generally operate at higher margins than our traditional healthcare staffing businesses. We also seek strategic opportunities to expand into complementary service offerings to our staffing businesses that leverage our core capabilities of recruiting and credentialing healthcare professionals.

As part of our long-term growth strategy to add value for our clients, healthcare professionals, and stockholders, on April 6, 2018 and April 9, 2018, we acquired Phillips DiPisa and Leaders For Today (“PDA” and “LFT”) and MedPartners HIM (“MedPartners”), respectively. PDA and LFT offer a range of leadership staffing and permanent placement solutions for the healthcare industry. MedPartners provides mid-revenue cycle management solutions, including case management, clinical documentation improvement, medical coding and registry services to hospitals and physician medical groups nationwide. See additional information in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (2), Acquisitions.”

Operationally, our strategic initiatives focus on investing in and further developing our processes and systems to achieve market leading efficiency and scalability, which we believe will provide operating leverage as our revenue grows. From a healthcare professional supply perspective, we continue to invest in new candidate recruitment initiatives and technologies to access and effectively utilize our network of qualified healthcare professionals to capitalize on the demand growth we are experiencing, which we expect to continue in the future due to the combined effects of healthcare reform, the aging population and labor shortages within certain regions and disciplines.

Over the last several years, we have worked to execute on our management strategies and intend to continue to do so in the future. Over the past five years, we have grown our business both organically and as a result of a number of acquisitions.

We typically experience modest seasonal fluctuations during our fiscal year and they tend to vary among our business segments. These fluctuations can vary slightly in intensity from year to year. Over the last four years, steadily and progressively increasing demand muted some of the effects of these quarterly fluctuations.

## Recent Trends

Demand for our temporary and permanent placement staffing services is driven in part by U.S. economic and labor trends. The U.S. Bureau of Labor Statistics' survey data reflects near record levels of healthcare job openings and quits. We view this data, along with a nearly 20-year-low unemployment rate and continued economic growth as positive trends for the healthcare staffing industry. The low unemployment rate has led to some wage growth to attract healthcare professionals.

The increasing consolidation within the healthcare industry is creating larger, more sophisticated and complex health systems that we believe has elevated the need for strategic workforce solutions capable of partnering to solve their recruiting, staffing and workforce optimization requirements. Given the increasing need for partners capable of offering a comprehensive workforce solution, we continue to see the benefits of our workforce solutions strategy, particularly with our MSPs. As a result of our ongoing focus on these strategic MSP relationships, the percentage of our staffing revenue derived from our MSP clients continues to increase, and we believe these strategic, longer-term relationships will continue to comprise a greater proportion of revenue in our staffing operating segments.

In our nurse and allied solutions segment, overall demand from MSP, traditional direct staffing clients and through third-party intermediaries has remained favorable. Within our travel nurse business a reduced mix of nursing placements utilizing premium bill rates in 2018 has lowered the overall average bill rates although we have continued to negotiate bill rate increases.

In our locum tenens solutions segment, in late 2017 and in the first half of 2018 we made operating model changes and implemented new front and back office technologies. Although these changes are expected to have a long-term positive impact on our growth and profitability, they have been significantly more disruptive than anticipated to our current sales productivity and revenue. Although demand for hospitalists and emergency room physicians had declined, the overall demand environment for locum tenens has been relatively stable and client interest in managed service programs is increasing. Approximately 20% of our revenue in this segment is now derived through managed service programs.

In our other workforce solutions segment, our acquisitions in the mid-revenue cycle, interim leadership and executive search businesses contributed to the segment growth in 2018. Our businesses in these markets are expected to contribute further growth in 2019 along with our workforce optimization business. We experienced declines in our vendor management systems businesses during 2018. In response, we made organizational and technology changes that have already resulted in improvements in our technology and the customer experience.

## Results of Operations

The following table sets forth, for the periods indicated, certain statements of operations data as a percentage of revenue. Our results of operations include three reportable segments: (1) nurse and allied solutions, (2) locum tenens solutions, and (3) other workforce solutions. The acquisitions during 2018 and 2016 impact the comparability of the results between the years presented. See additional information in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (2), Acquisitions.” Our historical results are not necessarily indicative of our results of operations to be expected in the future.

|   | Years Ended December 31, |         |         |
|---|--------------------------|---------|---------|
|   | 2018                     | 2017    | 2016    |
| <b>Consolidated Statements of Operations:</b> |                          |         |         |
| Revenue                                       | 100.0 %                  | 100.0 % | 100.0 % |
| Cost of revenue                               | 67.4                     | 67.6    | 67.4    |
| Gross profit                                  | 32.6                     | 32.4    | 32.6    |
| Selling, general and administrative           | 21.2                     | 20.1    | 20.9    |
| Depreciation and amortization                 | 1.9                      | 1.6     | 1.6     |
| Income from operations                        | 9.5                      | 10.7    | 10.1    |
| Interest expense, net, and other              | 0.8                      | 1.0     | 0.8     |
| Income before income taxes                    | 8.7                      | 9.7     | 9.3     |
| Income tax expense                            | 2.1                      | 3.0     | 3.7     |
| Net income                                    | 6.6 %                    | 6.7 %   | 5.6 %   |

### *Comparison of Results for the Year Ended December 31, 2018 to the Year Ended December 31, 2017*

**Revenue.** Revenue increased 7% to \$2,136.1 million for 2018 from \$1,988.5 million for 2017, primarily attributable to additional revenue of \$110.8 million from our PDA, LFT and MedPartners acquisitions with the remainder of the increase driven by 2% organic growth.

Nurse and allied solutions segment revenue increased 5% to \$1,306.5 million for 2018 from \$1,238.5 million for 2017. The \$68.0 million increase was primarily attributable to a 3% increase in the average number of healthcare professionals on assignment and an approximately \$26.0 million increase in labor disruption revenue, partially offset by a 2% decrease in the average bill rate during the year ended December 31, 2018.

Locum tenens solutions segment revenue decreased 9% to \$393.4 million for 2018 from \$430.6 million for 2017. The \$37.2 million decrease was primarily attributable to a 13% decrease in the number of days filled, partially offset by a 5% increase in the revenue per day filled primarily due to an increase in the average bill rate during the year ended December 31, 2018. The volume decline was driven by lower producer productivity.

Other workforce solutions segment revenue increased 37% to \$436.2 million for 2018 from \$319.3 million for 2017. Of the \$116.9 million increase, \$110.8 million was attributable to additional revenue in connection with the PDA, LFT and MedPartners acquisitions, with the remainder primarily attributable to growth in our interim leadership, mid-revenue cycle and workforce optimization businesses, partially offset by a decline in our VMS business during the year ended December 31, 2018.

**Gross Profit.** Gross profit increased 8% to \$696.4 million for 2018 from \$644.4 million for 2017, representing gross margins of 32.6% and 32.4%, respectively. The gross margin for the year ended December 31, 2018 was positively impacted by higher-than-average gross margins from PDA, LFT and MedPartners and a change in our physician permanent placement business model that prompted a \$9.9 million classification of certain recruiter compensation expenses to SG&A that was previously in cost of revenue. Net of these factors, the year-over-year gross margin declined primarily due to a lower margin in our locum tenens solutions and nurse and allied solutions segments. Gross margin by reportable segment for 2018 and 2017 was 27.2% and 27.6% for nurse and allied solutions, 28.6% and 30.0% for locum tenens solutions, and 52.4% and 54.5% for other workforce solutions, respectively. The year-over-year gross margin decline in the locum tenens solutions segment was driven by an unfavorable change in revenue mix and lower bill-to-pay spreads. The other workforce solutions segment decrease during 2018 was primarily due to the change in sales mix resulting from the additions of PDA, LFT and MedPartners.

**Selling, General and Administrative Expenses.** Selling, general and administrative (“SG&A”) expenses were \$452.3 million, representing 21.2% of revenue, for 2018, as compared to \$399.7 million, representing 20.1% of revenue, for 2017. The

increase in SG&A expenses was primarily due to \$24.7 million of additional SG&A expenses from the PDA, LFT and MedPartners acquisitions, a \$12.1 million increase in accruals related to the probable settlements of two legal matters, the above-mentioned \$9.9 million classification of certain recruiter compensation expenses to SG&A that was previously in cost of revenue, \$2.5 million lower actuarial-based decreases in our professional liability reserves, a \$1.9 million increase in acquisition and integration costs and other expenses associated with our revenue growth. The year-over-year increase in SG&A expenses in the nurse and allied solutions segment was primarily driven by additional expenses to support the labor disruption events during 2018 and additional employee and related expenses associated with the revenue growth. The year-over-year decrease in SG&A expenses in the locum tenens solutions segment was primarily driven by lower employee expenses and related expenses associated with the revenue decline. The increase in unallocated corporate overhead was primarily attributable to an increase in the legal accrual and higher acquisition and integration costs. See additional information in "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (11), Commitments and Contingencies—(a) Legal." SG&A expenses broken down among the reportable segments, unallocated corporate overhead, and share-based compensation are as follows:

|                                | (In Thousands)<br>Years Ended<br>December 31, |                   |
|--------------------------------|---|-------------------|
|                                | 2018  | 2017              |
| Nurse and allied solutions     | \$ 172,055                                    | \$ 158,480        |
| Locum tenens solutions         | 71,189  | 77,778            |
| Other workforce solutions      | 123,823                                       | 92,793            |
| Unallocated corporate overhead | 74,436  | 60,412            |
| Share-based compensation       | 10,815  | 10,237            |
|                                | <u>\$ 452,318</u>                             | <u>\$ 399,700</u> |

**Depreciation and Amortization Expenses.** Amortization expense increased 30% to \$24.2 million for 2018 from \$18.6 million for 2017, primarily attributable to additional amortization expenses related to the intangible assets acquired in the PDA, LFT and MedPartners acquisitions. Depreciation expense increased 24% to \$17.0 million for 2018 from \$13.7 million for 2017, primarily attributable to an increase in purchased and developed hardware and software placed in service for our ongoing front and back office information technology initiatives.

**Interest Expense, Net, and Other.** Interest expense, net, and other, was \$16.1 million for 2018 as compared to \$19.7 million for 2017. The decrease is primarily due to \$7.3 million of gains related to the change in fair value of an equity investment, partially offset by higher average debt outstanding balance for the year ended December 31, 2018, which resulted from borrowings used to finance the MedPartners acquisition.

**Income Tax Expense.** Income tax expense was \$44.9 million for 2018 as compared to \$60.2 million for 2017, reflecting effective income tax rates of 24.1% and 31.2% for these periods, respectively. The decrease in the effective income tax rate was partially attributable to the impact of the Tax Act which reduced the U.S. federal corporate tax rate from 35% to 21%, effective 2018. Additionally, the Company recorded a net tax benefit during December 31, 2018 to adjust for the tax treatment of fair value changes in the cash surrender value of its Company Owned Life Insurance ("COLI"). The decrease in the rate was partially offset by provisions of the Tax Act which disallowed certain fringe benefits, meals and entertainment deductions and performance based compensation for covered employees (Chief Executive Officer, Chief Financial Officer and the top three highest paid executive officers). See additional information in "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (6), Income Taxes, and Note (1), Summary of Significant Accounting Policies."

#### ***Comparison of Results for the Year Ended December 31, 2017 to the Year Ended December 31, 2016***

**Revenue.** Revenue increased 5% to \$1,988.5 million for 2017 from \$1,902.2 million for 2016, driven by 4% organic growth along with \$12.4 million of additional revenue resulting from our Peak acquisition in June 2016.

Nurse and allied solutions segment revenue increased 5% to \$1,238.5 million for 2017 from \$1,185.1 million for 2016. The \$53.4 million increase was primarily attributable to a 5% increase in the average number of healthcare professionals on assignment and a 2% increase in the average bill rate during the year ended December 31, 2017. The increase was partially offset by an approximately \$37.0 million decrease in labor disruption revenue and the impact of one less calendar day due to 2016 being a leap year.

Locum tenens solutions segment revenue increased 2% to \$430.6 million for 2017 from \$424.2 million for 2016. The \$6.4 million increase was primarily attributable to a 4% increase in the revenue per day filled during the year ended December 31, 2017, partially offset by a 3% decrease in the number of days filled.

Other workforce solutions segment revenue increased 9% to \$319.3 million for 2017 from \$292.9 million for 2016. Of the \$26.4 million increase, \$12.4 million was attributable to the additional revenue in connection with the Peak acquisition in June 2016, along with growth in our VMS, interim leadership, and workforce optimization businesses, partially offset by declines in our permanent placement business during the year ended December 31, 2017.

**Gross Profit.** Gross profit increased 4% to \$644.4 million for 2017 from \$619.7 million for 2016, representing gross margins of 32.4% and 32.6%, respectively. The decrease in consolidated gross margin was due to lower bill-to-pay spreads in the locum tenens solutions segment and an unfavorable change in business mix in our other workforce solutions segment, offset by a higher gross margin in the nurse and allied solutions segment driven primarily by lower direct costs during the year ended December 31, 2017. Gross margin by reportable segment for 2017 and 2016 was 27.6% and 26.9% for nurse and allied solutions, 30.0% and 31.1% for locum tenens solutions, and 54.5% and 57.8% for other workforce solutions, respectively.

**Selling, General and Administrative Expenses.** SG&A expenses were \$399.7 million, representing 20.1% of revenue, for 2017, as compared to \$398.5 million, representing 20.9% of revenue, for 2016. The increase in SG&A expenses was primarily due to \$1.9 million of additional SG&A expenses from the Peak acquisition, \$1.7 million lower actuarial-based decreases in our professional liability reserves, and other expenses associated with our revenue growth, offset by a \$2.8 million decrease in acquisition and integration costs as compared to the prior year. The decrease in unallocated corporate overhead was primarily attributable to lower acquisition and integration costs. SG&A expenses broken down among the reportable segments, unallocated corporate overhead, and share-based compensation are as follows:

|                                | (In Thousands)<br>Years Ended<br>December 31, |                   |
|--------------------------------|---|-------------------|
|                                | 2017  | 2016              |
| Nurse and allied solutions     | \$ 158,480                                    | \$ 156,676        |
| Locum tenens solutions         | 77,778  | 73,126            |
| Other workforce solutions      | 92,793  | 91,936            |
| Unallocated corporate overhead | 60,412  | 65,335            |
| Share-based compensation       | 10,237  | 11,399            |
|                                | <u>\$ 399,700</u>                             | <u>\$ 398,472</u> |

**Depreciation and Amortization Expenses.** Amortization expense increased 2% to \$18.6 million for 2017 from \$18.3 million for 2016, primarily attributable to a full year of amortization expense related to the intangible assets acquired in the Peak acquisition. Depreciation expense increased 21% to \$13.7 million for 2017 from \$11.3 million for 2016, primarily attributable to fixed assets acquired as part of the Peak acquisition and an increase in purchased and developed hardware and software placed in service in large part from our ongoing front and back office information technology initiatives.

**Interest Expense, Net, and Other.** Interest expense, net, and other was \$19.7 million for 2017, as compared to \$15.5 million for 2016. The increase is primarily due to higher interest bearing Notes (as defined below in this Item 7) for the year ended December 31, 2017, as compared to the term loans and revolver in 2016.

**Income Tax Expense.** Income tax expense was \$60.2 million for 2017, as compared to \$70.3 million for 2016, reflecting effective income tax rates of 31.2% and 39.9% for these periods, respectively. The difference in the effective income tax rate was primarily attributable to (1) recording a discrete net tax benefit of \$14.0 million for the year ended December 31, 2017 resulting from our initial analysis of the impact of the Tax Cuts and Jobs Act, and (2) the relationship of pre-tax income to permanent differences related to unrecognized tax benefits and excess tax benefit from the adoption of ASU 2016-09, "Stock Compensation - Improvements to Employee Share-Based Payment Accounting" in the first quarter of 2017, which resulted in recording a \$5.4 million reduction in income tax expense for the year ended December 31, 2017. Prior to the adoption, this amount would have been recorded as additional paid-in capital. This change could create future volatility in our effective tax rate depending upon the amount of exercise or vesting activity from our share-based awards. See additional information in "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (6), Income Taxes, and Note (1), Summary of Significant Accounting Policies."

## Liquidity and Capital Resources

In summary, our cash flows were:

|   | Year Ended December 31, |              |              |
|---|-------------------------|--------------|--------------|
|   | 2018                    | 2017         | 2016         |
|   |                         | *As Adjusted | *As Adjusted |
|   | (in thousands)          |              |              |
| Net cash provided by operating activities           | \$ 226,993              | \$ 160,518   | \$ 133,909   |
| Net cash used in investing activities               | (279,337)               | (35,361)     | (258,361)    |
| Net cash provided by (used in) financing activities | 37,511                  | (77,193)     | 126,290      |

\* See "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (1), Summary of Significant Accounting Policies" for a summary of adjustments resulting from the adoption of ASU 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash."

Historically, our primary liquidity requirements have been for acquisitions, working capital requirements, and debt service under our credit facilities and the Notes. We have funded these requirements through internally generated cash flow and funds borrowed under our credit facilities. During the third quarter of 2017, we paid off the remaining balance of our term debt. On February 9, 2018, we replaced our then-existing credit agreement with our New Credit Agreement (as defined below). At December 31, 2018, \$120.0 million was drawn with \$264.7 million of available credit under the Senior Credit Facility (as defined below), and the aggregate principal amount of our 5.125% Senior Notes due 2024 (the "Notes") outstanding equaled \$325.0 million. We describe in further detail our New Credit Agreement, under which our Senior Credit Facility is governed, and the Notes in "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (7), Notes Payable and Credit Agreement."

We believe that cash generated from operations and available borrowings under our Senior Credit Facility will be sufficient to fund our operations, including expected capital expenditures, for the next 12 months and beyond. We intend to finance potential future acquisitions with cash provided from operations, borrowings under our Senior Credit Facility or other borrowing under our New Credit Agreement, bank loans, debt or equity offerings, or some combination of the foregoing. The following discussion provides further details of our liquidity and capital resources.

### Operating Activities

Net cash provided by operating activities for 2018, 2017 and 2016 was \$227.0 million, \$160.5 million and \$133.9 million, respectively. The increase in net cash provided by operating activities for 2018 from 2017 was primarily attributable to (1) improved operating results, (2) increases in accounts payable and accrued expenses between periods due to timing of payments and (3) decreases in income taxes receivable and prepaid expenses. The overall increase was partially offset by a decrease in accrued compensation and benefits and an increase in other current assets between periods. Our Days Sales Outstanding was 64 and 63 days at December 31, 2018 and December 31, 2017, respectively.

### Investing Activities

Net cash used in investing activities for 2018, 2017 and 2016 was \$279.3 million, \$35.4 million and \$258.4 million, respectively. The year-over-year increase from 2017 to 2018 in net cash used in investing activities was primarily attributable to (1) \$217.4 million used for acquisitions in 2018 as compared to no cash paid for acquisitions in 2017, (2) a net purchase of restricted investments related to our captive insurance company of \$8.8 million during 2018, as compared to net proceeds of \$5.2 million during 2017 and (3) \$6.1 million paid in equity investments during 2018, as compared to \$2.0 million paid during 2017. The increase was partially offset by \$9.8 million less payments made during 2018 as compared to 2017 to fund the deferred compensation plan. Capital expenditures were \$35.2 million, \$26.5 million and \$22.0 million for the years ended December 31, 2018, 2017 and 2016, respectively. Our capital expenditures in recent years were primarily to support the growth of the business and to standardize our front and back office information technology platforms.

### Financing Activities

Net cash (used in) provided by financing activities for 2018, 2017 and 2016 was \$37.5 million, (\$77.2 million) and \$126.3 million, respectively. Net cash provided by financing activities for 2018 was primarily due to borrowings of \$195.0 million under the Senior Credit Facility (as defined below), partially offset by (1) the repayment of \$75.0 million under the Senior Credit Facility, (2) \$67.0 million paid in connection with the repurchase of our common stock, (3) \$2.3 million payment of financing costs in connection with the New Credit Agreement, (4) \$1.7 million for prior acquisition contingent consideration

earn-out payments, and (5) \$11.4 million in cash paid for shares withheld for payroll taxes resulting from the vesting of employee equity awards.

### ***New Credit Agreement***

On February 9, 2018, we entered into a credit agreement (the “New Credit Agreement”) with several lenders to provide for a \$400,000 secured revolving credit facility (the “Senior Credit Facility”) to replace our then-existing credit agreement. The Senior Credit Facility includes a \$50,000 sublimit for the issuance of letters of credit and a \$50,000 sublimit for swingline loans. Our obligations under the New Credit Agreement and the Senior Credit Facility are secured by substantially all of our assets. Borrowings under the Senior Credit Facility bear interest at floating rates, at our option, based upon either LIBOR plus a spread of 1.00% to 2.00% or a base rate plus a spread of 0.00% to 1.00%. The applicable spread is determined quarterly based upon our consolidated net leverage ratio. The Senior Credit Facility is available for working capital, capital expenditures, permitted acquisitions and general corporate purposes. The maturity date of the Senior Credit Facility is February 9, 2023.

In connection with obtaining the New Credit Agreement, we incurred \$2.3 million in fees paid to lenders and other third parties, which were capitalized and are amortized to interest expense over the term of the Senior Credit Facility. In addition, we wrote off \$0.6 million of unamortized financing fees during 2018 related to our prior credit facilities. To help finance the MedPartners acquisition, we borrowed \$195.0 million from the Senior Credit Facility in April 2018. We paid down \$75.0 million under the Senior Credit Facility during 2018. The acquisition of MedPartners is more fully described in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (2), Acquisitions.”

### ***5.125% Senior Notes Due 2024***

On October 3, 2016, AMN Healthcare, Inc., a wholly owned subsidiary of the Company, completed the issuance and sale of \$325.0 million aggregate principal amount of the Notes. The Notes will mature on October 1, 2024. Interest on the Notes is payable semi-annually in arrears on April 1 and October 1 of each year and commenced April 1, 2017. The Notes are fully and unconditionally and jointly guaranteed on a senior unsecured basis by us and all of our subsidiaries that guarantee the New Credit Agreement.

On and after October 1, 2019, we may redeem all or a portion of the Notes upon not less than 30 nor more than 60 days’ notice, at the redemption prices (expressed in percentages of principal amount on the redemption date) set forth below, plus accrued and unpaid interest, if any, to (but excluding) the redemption date, if redeemed during the twelve month period commencing on October 1 of the years set forth below:

| <b>Period</b>       | <b>Redemption Price</b> |
|---------------------|-------------------------|
| 2019                | 103.844%                |
| 2020                | 102.563%                |
| 2021                | 101.281%                |
| 2022 and thereafter | 100%                    |

Prior to October 1, 2019, we may also redeem Notes with the net cash proceeds of certain equity offerings in an aggregate principal amount not to exceed 40% of the aggregate principal amount of the Notes issued, at a redemption price (expressed as a percentage of principal amount) of 105.125% of the principal amount thereof plus accrued and unpaid interest to (but excluding) the applicable redemption date.

In addition, we may redeem some or all of the Notes prior to October 1, 2019 at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus accrued and unpaid interest thereon, if any, to (but excluding) the applicable redemption date, plus a “make-whole” premium based on the applicable treasury rate plus 50 basis points.

Upon the occurrence of specified change of control events as defined in the indenture governing the Notes, we must offer to repurchase the Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to (but excluding) the purchase date.

The indenture governing the Notes contains covenants that, among other things, restrict our ability to:

- sell assets,
- pay dividends or make other distributions on capital stock or make payments in respect of subordinated indebtedness,

- make investments,
- incur additional indebtedness or issue preferred stock,
- create, or permit to exist, certain liens,
- enter into agreements that restrict dividends or other payments from our restricted subsidiaries,
- consolidate, merge or transfer all or substantially all of our assets,
- engage in transactions with affiliates, and
- create unrestricted subsidiaries.

These covenants are subject to a number of important exceptions and qualifications. The indenture governing the Notes contains affirmative covenants and events of default that are customary for indentures governing high yield securities. The Notes and the guarantees are not subject to any registration rights agreement.

### *Letters of Credit*

At December 31, 2018, we maintained outstanding standby letters of credit totaling \$17.6 million as collateral in relation to our professional liability insurance agreements, workers compensation insurance agreements, and a corporate office lease agreement. Of the \$17.6 million of outstanding letters of credit, we have collateralized \$2.4 million in cash and cash equivalents and the remaining amount has been collateralized by the Senior Credit Facility. Outstanding standby letters of credit at December 31, 2017 totaled \$22.0 million.

## Off-Balance Sheet and Other Financing Arrangements

At December 31, 2018 and 2017, we did not have any off-balance sheet arrangement that has or is reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to investors.

## Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2018 (in thousands):

|                                 | Fiscal Year |           |           |           |            |            |            |
|---------------------------------|-------------|-----------|-----------|-----------|------------|------------|------------|
|                                 | 2019        | 2020      | 2021      | 2022      | 2023       | Thereafter | Total      |
| Notes payable (1)               | \$ 16,656   | \$ 16,656 | \$ 16,656 | \$ 16,656 | \$ 16,656  | \$ 341,657 | \$ 424,937 |
| Senior Credit Facility (2)      | 5,873       | 6,015     | 6,015     | 6,015     | 150,924    | —          | 174,842    |
| Operating lease obligations (3) | 18,218      | 18,149    | 18,349    | 18,144    | 17,990     | 50,436     | 141,286    |
| Total contractual obligations   | \$ 40,747   | \$ 40,820 | \$ 41,020 | \$ 40,815 | \$ 185,570 | \$ 392,093 | \$ 741,065 |

- (1) Amounts represent contractual amounts due under the Notes, including interest based on the fixed rate of 5.125%.
- (2) Amounts represent contractual amounts to be repaid under the Senior Credit Facility, including additional borrowings made on January 29, 2019, and interest based on the rate in effect at December 31, 2018.
- (3) Amounts represent minimum contractual amounts, with initial or remaining lease terms and license terms in excess of one year. We have assumed no escalations in rent or changes in variable expenses other than as stipulated in lease contracts.

In addition to the above disclosed contractual obligations, the unrecognized income tax benefits, including interest and penalties, was \$4.9 million at December 31, 2018. See additional information in “Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (6), Income Taxes.”

## Critical Accounting Policies and Estimates

Our critical accounting policies are described in Note (1) to our audited consolidated financial statements contained in Item 8 of this Annual Report on Form 10-K. Critical accounting policies are those that we believe are both important to the portrayal of our financial condition and results and require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The preparation of our consolidated financial statements in conformity with United States generally accepted accounting principles requires us to make estimates and judgments that affect our reported amounts of assets and liabilities, revenue and expenses, and related disclosures of



contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and base them on the information that is currently available to us and on various other assumptions that we believe are reasonable under the circumstances. Actual results could vary from these estimates under different assumptions or conditions. We believe that the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our consolidated financial statements:

#### ***Goodwill and Indefinite-Lived Intangible Assets***

Our business acquisitions typically result in the recording of goodwill and other intangible assets, and the recorded values of those assets may become impaired in the future. The determination of the value of such intangible assets requires management to make estimates and assumptions that affect our consolidated financial statements. For intangible assets purchased in a business combination, the estimated fair values of the assets received are used to establish their recorded values. In accordance with accounting guidance on goodwill and other intangible assets, we perform annual impairment analysis to assess the recoverability of goodwill and indefinite-lived intangible assets. We assess the impairment of goodwill of our reporting units and indefinite-lived intangible assets annually, or more often if events or changes in circumstances indicate that the carrying value may not be recoverable. We may first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events and circumstances, we determine that it is more likely than not that the fair value of the reporting unit is greater than its carrying amount, the quantitative impairment test is unnecessary. If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. The fair values of the reporting units are estimated using market and discounted cash flow approaches. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. Valuation techniques consistent with the market approach and income approach are used to measure the fair value of each reporting unit. Significant judgments are required to estimate the fair value of reporting units including estimating future cash flows, and determining appropriate discount rates, growth rates, company control premium and other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit. We perform our annual impairment test on October 31 of each year.

Intangible assets with estimable useful lives are required to be amortized over their respective estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment evaluation is based on an undiscounted cash flow analysis at the lowest level at which cash flows of the long-lived assets are largely independent of other groups of assets and liabilities. We assess potential impairments to intangible assets when there is evidence that events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recovered. Our judgments regarding the existence of impairment indicators and future cash flows related to intangible assets are based on operational performance of our businesses, market conditions and other factors. Although there are inherent uncertainties in this assessment process, the estimates and assumptions we use, including estimates of future cash flows, volumes, market penetration and discount rates, are consistent with our internal planning. If these estimates or their related assumptions change in the future, we may be required to record an impairment charge on all or a portion of our long-lived intangible assets. Furthermore, we cannot predict the occurrence of future impairment-triggering events nor the impact such events might have on our reported asset values. Future events could cause us to conclude that impairment indicators exist and that long-lived intangible assets associated with our acquired businesses are impaired.

#### ***Professional Liability Reserve***

We maintain an accrual for professional liability that we include in accounts payable and accrued expenses and other long-term liabilities in our consolidated balance sheets. We determine the adequacy of this accrual by evaluating our historical experience and trends, loss reserves established by our insurance carriers, management and third-party administrators, and our independent actuarial studies. We obtain actuarial studies on a semi-annual basis that use our historical claims data and industry data to assist us in determining the adequacy of our reserves each year. For periods between the actuarial studies, we record our accruals based on loss rates provided in the most recent actuarial study and management's review of loss history.

#### ***Contingent Liabilities***

From time to time, we are involved in various lawsuits, claims, investigations, and proceedings that arise in the ordinary course of business. Additionally, some of our clients may also become subject to claims, governmental inquiries and investigations and legal actions relating to services provided by our healthcare professionals. From time to time, and depending upon the particular facts and circumstances, we may be subject to indemnification obligations under our contracts with such clients relating to these matters. Certain of the above-referenced matters may include speculative claims for substantial or indeterminate amounts of damages. We record a liability when we believe that it is both probable that a loss has been incurred

and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. Where a range of loss can be reasonably estimated with no best estimate in the range, we record the minimum estimated liability. We review these provisions at least quarterly and adjust these provisions accordingly to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. We believe that the amount or estimable range of reasonably possible loss, will not, either individually or in the aggregate, have a material adverse effect on our business, consolidated financial position, results of operations, or cash flows with respect to loss contingencies for legal and other contingencies as of December 31, 2018. However, the outcome of litigation is inherently uncertain. Therefore, if one or more of these legal matters were resolved against us for amounts in excess of management's expectations, our results of operations and financial condition, including in a particular reporting period, could be materially adversely affected.

### ***Income Taxes***

We evaluate our unrecognized tax benefits in accordance with the guidance for accounting for uncertainty in income taxes. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

### **Recent Accounting Pronouncements**

In February 2016, the FASB issued ASU 2016-02, "Leases." This standard requires organizations that lease assets to recognize the assets and liabilities created by those leases. The standard also will require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. A modified retrospective transition approach is required, applying the standard to all leases existing at the date of initial application. In addition, the FASB has also issued several amendments to the standard, which clarify certain aspects of the guidance, including an optional transition method for adoption of this standard, which allows organizations to initially apply the new requirements at the effective date, recognize a cumulative effect adjustment to the opening balance of retained earnings, and continue to apply the legacy guidance in Accounting Standards Codification 840, Leases, including its disclosure requirements, in the comparative periods presented. We have adopted this standard effective January 1, 2019, which is more fully described in "Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements—Note (1), Summary of Significant Accounting Policies."

In January 2017, the FASB issued ASU 2017-04, "Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." The standard simplifies the subsequent measurement of goodwill by removing the requirement to perform a hypothetical purchase price allocation to compute the implied fair value of goodwill to measure impairment. Instead, any goodwill impairment will equal the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. Further, the guidance eliminates the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the

goodwill impairment test. This standard is effective for annual or any interim goodwill impairment test in fiscal years beginning after December 15, 2019, with early adoption permitted for impairment tests performed after January 1, 2017. While we continue to assess the timing of adopting this standard, we do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, "Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement." The standard modifies the current disclosure requirements on fair value measurements and is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. We are currently evaluating the timing of this new standard's adoption and the effect that adopting it will have on our disclosures.

There have been no other new accounting pronouncements issued but not yet adopted that are expected to materially affect our consolidated financial condition or results of operations.

## **Item 7A. *Quantitative and Qualitative Disclosures about Market Risk***

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. During 2018, our primary exposure to market risk was interest rate risk associated with our variable interest debt instruments. A 100 basis point increase in interest rates on our variable rate debt would not have resulted in a material effect on our consolidated financial statements for 2018. During 2018, we generated substantially all of our revenue in the United States. Accordingly, we believe that our foreign currency risk is immaterial.

**Item 8.      *Financial Statements and Supplementary Data***

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

|   | <b><u>Page</u></b>        |
|---|---------------------------|
| <a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>  | <a href="#"><u>34</u></a> |
| <a href="#"><u>Consolidated Balance Sheets as of December 31, 2018 and 2017</u></a>   | <a href="#"><u>35</u></a> |
| <a href="#"><u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u></a> | <a href="#"><u>36</u></a> |
| <a href="#"><u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016</u></a> | <a href="#"><u>37</u></a> |
| <a href="#"><u>Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u></a>           | <a href="#"><u>38</u></a> |
| <a href="#"><u>Notes to Consolidated Financial Statements</u></a>   | <a href="#"><u>40</u></a> |

## Report of Independent Registered Public Accounting Firm

The Stockholders and Board of Directors  
AMN Healthcare Services, Inc.:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of AMN Healthcare Services, Inc. and subsidiaries (the “Company”) as of December 31, 2018 and 2017, the related consolidated statements of comprehensive income, stockholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 20, 2019 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2000.

San Diego, California  
February 20, 2019

**AMN HEALTHCARE SERVICES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except par value)

|  | <u>December 31, 2018</u> | <u>December 31, 2017</u> |
|--|--------------------------|--------------------------|
| <b>ASSETS</b>  |                          |                          |
| Current assets:  |                          |                          |
| Cash and cash equivalents  | \$ 13,856                | \$ 15,147                |
| Accounts receivable, net of allowances of \$10,560 and \$9,801 at December 31, 2018 and 2017, respectively   | 365,871                  | 350,496                  |
| Accounts receivable, subcontractor   | 50,143                   | 41,012                   |
| Prepaid expenses   | 12,409                   | 16,505                   |
| Other current assets   | 39,887                   | 50,993                   |
| Total current assets   | 482,166                  | 474,153                  |
| Restricted cash, cash equivalents and investments  | 59,331                   | 64,315                   |
| Fixed assets, net of accumulated depreciation of \$114,413 and \$97,889 at December 31, 2018 and 2017, respectively  | 90,419                   | 73,431                   |
| Other assets   | 96,152                   | 74,366                   |
| Goodwill   | 438,506                  | 340,596                  |
| Intangible assets, net of accumulated amortization of \$114,924 and \$90,685 at December 31, 2018 and 2017, respectively   | 326,147                  | 227,096                  |
| Total assets   | <u>\$ 1,492,721</u>      | <u>\$ 1,253,957</u>      |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                          |                          |
| Current liabilities:   |                          |                          |
| Accounts payable and accrued expenses  | \$ 149,603               | \$ 130,319               |
| Accrued compensation and benefits  | 135,059                  | 121,423                  |
| Deferred revenue   | 12,365                   | 8,384                    |
| Other current liabilities  | 10,243                   | 5,146                    |
| Total current liabilities  | 307,270                  | 265,272                  |
| Revolving credit facility  | 120,000                  | —                        |
| Notes payable, less unamortized fees   | 320,607                  | 319,843                  |
| Deferred income taxes, net   | 27,326                   | 27,036                   |
| Other long-term liabilities  | 78,528                   | 79,279                   |
| Total liabilities  | 853,731                  | 691,430                  |
| Commitments and contingencies  |                          |                          |
| Stockholders' equity:  |                          |                          |
| Preferred stock, \$0.01 par value; 10,000 shares authorized; none issued and outstanding at December 31, 2018 and 2017   | —                        | —                        |
| Common stock, \$0.01 par value; 200,000 shares authorized; 48,809 issued and 46,643 outstanding at December 31, 2018 and 48,411 issued and 47,481 outstanding at December 31, 2017 | 488                      | 484                      |
| Additional paid-in capital   | 452,730                  | 453,351                  |
| Treasury stock, at cost (2,166 and 930 shares at December 31, 2018 and 2017, respectively)   | (100,438)                | (33,425)                 |
| Retained earnings  | 286,059                  | 142,229                  |
| Accumulated other comprehensive income (loss)  | 151                      | (112)                    |
| Total stockholders' equity   | 638,990                  | 562,527                  |
| Total liabilities and stockholders' equity   | <u>\$ 1,492,721</u>      | <u>\$ 1,253,957</u>      |

See accompanying notes to consolidated financial statements.

AMN HEALTHCARE SERVICES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(in thousands, except per share amounts)

|   | Years Ended December 31, |              |              |
|---|--------------------------|--------------|--------------|
|   | 2018                     | 2017         | 2016         |
| Revenue                                     | \$ 2,136,074             | \$ 1,988,454 | \$ 1,902,225 |
| Cost of revenue                             | 1,439,691                | 1,344,035    | 1,282,501    |
| Gross profit                                | 696,383                  | 644,419      | 619,724      |
| Operating expenses:                         |                          |              |              |
| Selling, general and administrative         | 452,318                  | 399,700      | 398,472      |
| Depreciation and amortization               | 41,237                   | 32,279       | 29,620       |
| Total operating expenses                    | 493,555                  | 431,979      | 428,092      |
| Income from operations                      | 202,828                  | 212,440      | 191,632      |
| Interest expense, net, and other            | 16,143                   | 19,677       | 15,465       |
| Income before income taxes                  | 186,685                  | 192,763      | 176,167      |
| Income tax expense                          | 44,944                   | 60,205       | 70,329       |
| Net income                                  | \$ 141,741               | \$ 132,558   | \$ 105,838   |
| Other comprehensive income (loss):          |                          |              |              |
| Foreign currency translation and other      | 263                      | (98)         | 267          |
| Cash flow hedge, net of income taxes        | —                        | (15)         | (83)         |
| Other comprehensive income (loss)           | 263                      | (113)        | 184          |
| Comprehensive income                        | \$ 142,004               | \$ 132,445   | \$ 106,022   |
| Net income per common share:                |                          |              |              |
| Basic                                       | \$ 2.99                  | \$ 2.77      | \$ 2.21      |
| Diluted                                     | \$ 2.91                  | \$ 2.68      | \$ 2.15      |
| Weighted average common shares outstanding: |                          |              |              |
| Basic                                       | 47,371                   | 47,807       | 47,946       |
| Diluted                                     | 48,668                   | 49,430       | 49,267       |

See accompanying notes to consolidated financial statements.

AMN HEALTHCARE SERVICES, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
Years Ended December 31, 2018, 2017 and 2016  
(in thousands)

|  | Common Stock |        | Additional<br>Paid-in<br>Capital | Treasury Stock |              | Retained Earnings<br>(Accumulated<br>Deficit) | Accumulated Other<br>Comprehensive<br>Income (Loss) | Total      |
|--|--------------|--------|----------------------------------|----------------|--------------|---|---|------------|
|  | Shares       | Amount |                                  | Shares         | Amount       |   |   |            |
| Balance, December 31, 2015   | 47,709       | \$ 477 | \$ 443,733                       | —              | \$ —         | \$ (96,167)                                   | \$ (183)  | \$ 347,860 |
| Repurchase of common stock into treasury   | —            | —      | —                                | (443)          | (13,261)     | —   | —   | (13,261)   |
| Equity awards vested and exercised, net of shares withheld for payroll taxes       | 346          | 4      | (5,785)                          | —              | —            | —   | —   | (5,781)    |
| Excess income tax benefits from equity awards vested and exercised                 | —            | —      | 3,144                            | —              | —            | —   | —   | 3,144      |
| Share-based compensation   | —            | —      | 11,399                           | —              | —            | —   | —   | 11,399     |
| Comprehensive income   | —            | —      | —                                | —              | —            | 105,838                                       | 184   | 106,022    |
| Balance, December 31, 2016   | 48,055       | \$ 481 | \$ 452,491                       | (443)          | \$ (13,261)  | \$ 9,671                                      | \$ 1  | \$ 449,383 |
| Repurchase of common stock into treasury   | —            | —      | —                                | (487)          | (20,164)     | —   | —   | (20,164)   |
| Equity awards vested and exercised, net of shares withheld for payroll taxes       | 356          | 3      | (9,377)                          | —              | —            | —   | —   | (9,374)    |
| Share-based compensation   | —            | —      | 10,237                           | —              | —            | —   | —   | 10,237     |
| Comprehensive income (loss)  | —            | —      | —                                | —              | —            | 132,558                                       | (113)   | 132,445    |
| Balance, December 31, 2017   | 48,411       | \$ 484 | \$ 453,351                       | (930)          | \$ (33,425)  | \$ 142,229                                    | \$ (112)  | \$ 562,527 |
| Repurchase of common stock into treasury   | —            | —      | —                                | (1,236)        | (67,013)     | —   | —   | (67,013)   |
| Equity awards vested and exercised, net of shares withheld for payroll taxes       | 398          | 4      | (11,436)                         | —              | —            | —   | —   | (11,432)   |
| Cumulative-effect adjustment from adoption of the new revenue recognition standard | —            | —      | —                                | —              | —            | 2,089   | —   | 2,089      |
| Share-based compensation   | —            | —      | 10,815                           | —              | —            | —   | —   | 10,815     |
| Comprehensive income   | —            | —      | —                                | —              | —            | 141,741                                       | 263   | 142,004    |
| Balance, December 31, 2018   | 48,809       | \$ 488 | \$ 452,730                       | (2,166)        | \$ (100,438) | \$ 286,059                                    | \$ 151  | \$ 638,990 |

See accompanying notes to consolidated financial statements.



**AMN HEALTHCARE SERVICES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

|   | Years Ended December 31, |                       |                       |
|---|--------------------------|-----------------------|-----------------------|
|   | 2018                     | 2017<br>* As Adjusted | 2016<br>* As Adjusted |
| <b>Cash flows from operating activities:</b>  |                          |                       |                       |
| Net income  | \$ 141,741               | \$ 132,558            | \$ 105,838            |
| Adjustments to reconcile net income to net cash provided by operating activities:                               |                          |                       |                       |
| Depreciation and amortization   | 41,237                   | 32,279                | 29,620                |
| Non-cash interest expense and other   | (4,841)                  | 2,231                 | 2,416                 |
| Change in fair value of contingent consideration  | (2,400)                  | 184                   | (24)                  |
| Increase in allowances for doubtful accounts and sales credits  | 9,006                    | 10,339                | 12,008                |
| Provision for deferred income taxes   | (667)                    | 5,607                 | (9,424)               |
| Share-based compensation  | 10,815                   | 10,237                | 11,399                |
| Excess tax benefit from equity awards vested and exercised  | —                        | —                     | (3,351)               |
| Loss on disposal or sale of fixed assets  | 117                      | 227                   | 69                    |
| Write-off of fees on the prior credit facilities  | 574                      | —                     | —                     |
| Amortization of discount on investments   | (202)                    | (127)                 | —                     |
| Changes in assets and liabilities, net of effects from acquisitions:  |                          |                       |                       |
| Accounts receivable   | (1,453)                  | (18,858)              | (58,700)              |
| Accounts receivable, subcontractor  | (9,131)                  | 8,221                 | 1,542                 |
| Income taxes receivable   | 15,099                   | (15,537)              | 6,469                 |
| Prepaid expenses  | 4,465                    | (2,316)               | (455)                 |
| Other current assets  | (1,259)                  | 4,301                 | (5,662)               |
| Other assets  | 5,239                    | (5,406)               | (3,562)               |
| Accounts payable and accrued expenses   | 17,154                   | (7,862)               | 17,705                |
| Accrued compensation and benefits   | 10,252                   | 13,430                | 19,142                |
| Other liabilities   | (8,980)                  | (8,442)               | 8,147                 |
| Deferred revenue  | 319                      | (548)                 | 732                   |
| Restricted investments balance  | (92)                     | —                     | —                     |
| Net cash provided by operating activities   | 226,993                  | 160,518               | 133,909               |
| <b>Cash flows from investing activities:</b>  |                          |                       |                       |
| Purchase and development of fixed assets  | (35,206)                 | (26,529)              | (21,956)              |
| Purchase of investments   | (33,824)                 | (15,096)              | (13,152)              |
| Proceeds from maturity of investments   | 25,000                   | 20,301                | 2,000                 |
| Equity investment   | (6,100)                  | (2,000)               | —                     |
| Payments to fund deferred compensation plan   | (9,917)                  | (10,537)              | (6,911)               |
| Purchase of convertible promissory note   | (750)                    | —                     | —                     |
| Cash paid for acquisitions, net of cash received  | (217,360)                | —                     | (216,494)             |
| Cash paid for other intangibles   | (1,180)                  | —                     | —                     |
| Cash paid for other liabilities, working capital adjustments and holdback liability for prior year acquisitions | —                        | (1,500)               | (1,848)               |
| Net cash used in investing activities   | (279,337)                | (35,361)              | (258,361)             |

|   | Years Ended December 31, |                      |                      |
|---|--------------------------|----------------------|----------------------|
|   | 2018                     | 2017<br>*As Adjusted | 2016<br>*As Adjusted |
| Cash flows from financing activities:   |                          |                      |                      |
| Capital lease repayments  | —                        | —                    | (7)                  |
| Payments on term loans  | —                        | (44,063)             | (167,813)            |
| Proceeds from term loan   | —                        | —                    | 75,000               |
| Payments on revolving credit facility   | (75,000)                 | —                    | (206,500)            |
| Proceeds from revolving credit facility   | 195,000                  | —                    | 124,000              |
| Proceeds from senior notes  | —                        | —                    | 325,000              |
| Repurchase of common stock  | (67,013)                 | (20,164)             | (13,261)             |
| Payment of financing costs  | (2,331)                  | —                    | (6,561)              |
| Earn-out payments for prior acquisitions  | (1,713)                  | (3,677)              | (900)                |
| Proceeds from termination (payment on reduction) of derivative contract                                 | —                        | 85                   | (238)                |
| Cash paid for shares withheld for taxes   | (11,432)                 | (9,374)              | (5,781)              |
| Excess tax benefit from equity awards vested and exercised  | —                        | —                    | 3,351                |
| Net cash provided by (used in) financing activities   | 37,511                   | (77,193)             | 126,290              |
| Effect of exchange rate changes on cash   | 263                      | (98)                 | 267                  |
| Net increase (decrease) in cash, cash equivalents and restricted cash                                   | (14,570)                 | 47,866               | 2,105                |
| Cash, cash equivalents and restricted cash at beginning of year   | 98,894                   | 51,028               | 48,923               |
| Cash, cash equivalents and restricted cash at end of year   | \$ 84,324                | \$ 98,894            | \$ 51,028            |
| Supplemental disclosures of cash flow information:  |                          |                      |                      |
| Cash paid for interest (net of \$460, \$188 and \$174 capitalized in 2018, 2017 and 2016, respectively) | \$ 21,283                | \$ 17,936            | \$ 8,057             |
| Cash paid for income taxes  | \$ 30,593                | \$ 73,746            | \$ 73,366            |
| Acquisitions:   |                          |                      |                      |
| Fair value of tangible assets acquired in acquisitions, net of cash received                            | \$ 24,026                | \$ —                 | \$ 18,703            |
| Goodwill  | 97,910                   | —                    | 136,101              |
| Intangible assets   | 122,110                  | —                    | 89,064               |
| Liabilities assumed   | (16,586)                 | —                    | (21,474)             |
| Holdback provision  | —                        | —                    | (1,830)              |
| Earn-out liabilities  | (10,100)                 | —                    | (4,070)              |
| Net cash paid for acquisitions  | \$ 217,360               | \$ —                 | \$ 216,494           |
| Supplemental disclosures of non-cash investing and financing activities:                                |                          |                      |                      |
| Purchase of fixed assets recorded in accounts payable and accrued expenses                              | \$ 1,706                 | \$ 2,962             | \$ 2,134             |

\* See Note (1) for a summary of adjustments.

See accompanying notes to consolidated financial statements.

**AMN HEALTHCARE SERVICES, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2018, 2017 and 2016**  
**(in thousands, except per share amounts)**

**(1) Summary of Significant Accounting Policies**

**(a) General**

AMN Healthcare Services, Inc. was incorporated in Delaware on November 10, 1997. AMN Healthcare Services, Inc. and its subsidiaries (collectively, the “Company”) provide healthcare workforce solutions and staffing services at acute and sub-acute care hospitals and other healthcare facilities throughout the United States.

**(b) Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of AMN Healthcare Services, Inc. and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

**(c) Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. On an ongoing basis, the Company evaluates its estimates, including those related to goodwill and indefinite-lived intangible assets, professional liability reserve, contingent liabilities, and income taxes. The Company bases these estimates on the information that is currently available and on various other assumptions that it believes are reasonable under the circumstances. Actual results could differ from those estimates under different assumptions or conditions.

**(d) Cash and Cash Equivalents**

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents include currency on hand, deposits with financial institutions and highly liquid investments.

**(e) Restricted Cash, Cash Equivalents and Investments**

Restricted cash and cash equivalents primarily represent cash and money market funds on deposit with financial institutions and investments represents commercial paper that serves as collateral for the Company’s outstanding letters of credit and captive insurance subsidiary claim payments. See Note (3), “Fair Value Measurement” and Note (7), “Notes Payable and Credit Agreement” for additional information.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the accompanying consolidated balance sheets and related notes to the amounts presented in the accompanying consolidated statements of cash flows.

|   | <b>December 31, 2018</b> | <b>December 31, 2017</b> |
|---|--------------------------|--------------------------|
| Cash and cash equivalents   | \$ 13,856                | \$ 15,147                |
| Restricted cash and cash equivalents (included in other current assets) | 26,329                   | 25,506                   |
| Restricted cash, cash equivalents and investments                       | 59,331                   | 64,315                   |
| Total cash, cash equivalents and restricted cash and investments        | 99,516                   | 104,968                  |
| Less restricted investments   | (15,192)                 | (6,074)                  |
| Total cash, cash equivalents and restricted cash                        | \$ 84,324                | \$ 98,894                |

**(f) Fixed Assets**

The Company records furniture, equipment, leasehold improvements and capitalized software at cost less accumulated amortization and depreciation. The Company records equipment acquired under capital leases at the present value of the future

minimum lease payments. The Company capitalizes major additions and improvements, and it expenses maintenance and repairs when incurred. The Company calculates depreciation on furniture, equipment and technology and software using the straight-line method based on the estimated useful lives of the related assets (three to ten years). The Company amortizes leasehold improvements and equipment obtained under capital leases over the shorter of the term of the lease or their estimated useful lives. The Company includes depreciation of equipment obtained under capital leases with depreciation expense in the accompanying consolidated financial statements.

The Company capitalizes costs it incurs to develop software during the application development stage. Application development stage costs generally include costs associated with software configuration, coding, installation and testing. The Company also capitalizes costs of significant upgrades and enhancements that result in additional functionality, whereas it expenses as incurred costs for maintenance and minor upgrades and enhancements. The Company amortizes capitalized costs using the straight-line method over three to ten years once the software is ready for its intended use.

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to the future undiscounted net cash flows that are expected to be generated by the asset group. If such asset group is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset group exceeds the fair value of the asset group. The Company reports assets to be disposed of at the lower of the carrying amount or fair value less costs to sell.

#### ***(g) Goodwill***

The Company records as goodwill the portion of the purchase price that exceeds the fair value of net assets of entities acquired. The Company evaluates goodwill annually for impairment at the reporting unit level and whenever circumstances occur indicating that goodwill may be impaired. The Company may first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events and circumstances, the Company determines that it is more likely than not that the fair value of the reporting unit is greater than its carrying amount, the quantitative impairment test is unnecessary. The performance of the quantitative impairment test involves a two-step process. The first step of the test involves comparing the fair value of the Company's reporting units with the reporting unit's carrying amount, including goodwill. The Company generally determines the fair value of its reporting units using a combination of the income approach (using discounted future cash flows) and the market valuation approach. If the carrying amount of a Company's reporting unit exceeds its fair value, the Company performs the second step of the test to determine the amount of impairment loss. The second step of the test involves comparing the implied fair value of the Company's reporting unit's goodwill with the carrying amount of that goodwill. The amount by which the carrying value of the goodwill exceeds its implied fair value, if any, is recognized as an impairment loss.

#### ***(h) Intangible Assets***

Intangible assets consist of identifiable intangible assets acquired through acquisitions. Identifiable intangible assets include tradenames and trademarks, customer relationships, non-compete agreements, staffing databases and acquired technology. The Company amortizes intangible assets, other than tradenames and trademarks with an indefinite life, using the straight-line method over their useful lives. The Company amortizes non-compete agreements using the straight-line method over the lives of the related agreements. The Company reviews for impairment intangible assets with estimable useful lives whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Company does not amortize indefinite-lived tradenames and trademarks and instead reviews them for impairment annually. The Company may first perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, the Company determines that it is more likely than not that the indefinite-lived intangible asset is not impaired, no quantitative fair value measurement is necessary. If a quantitative fair value measurement calculation is required for an indefinite-lived intangible asset, the Company compares its fair value with its carrying amount. If the carrying amount exceeds the fair value, the Company records the excess as an impairment loss.

#### ***(i) Insurance Reserves***

The Company maintains an accrual for professional liability that is included in accounts payable and accrued expenses and other long-term liabilities in the consolidated balance sheets. The expense is included in the selling, general and administrative expenses in the consolidated statement of comprehensive income. The Company determines the adequacy of this accrual by evaluating its historical experience and trends, loss reserves established by the Company's insurance carriers, management and third-party administrators, and independent actuarial studies. The Company obtains actuarial studies on a semi-annual basis that use the Company's actual claims data and industry data to assist the Company in determining the

adequacy of its reserves each year. For periods between the actuarial studies, the Company records its accruals based on loss rates provided in the most recent actuarial study and management's review of loss history and trends. In November 2012, the Company established a captive insurance subsidiary, which provides coverage, on an occurrence basis, for professional liability within its nurse and allied solutions segment. Liabilities include provisions for estimated losses incurred but not yet reported ("IBNR"), as well as provisions for known claims. IBNR reserve estimates involve the use of assumptions that are primarily based upon historical loss experience, industry data and other actuarial assumptions. The Company maintains excess insurance coverage through a commercial carrier for losses above the per occurrence retention.

The Company maintains an accrual for workers compensation, which is included in accrued compensation and benefits and other long-term liabilities in the consolidated balance sheets. The expense relating to healthcare professionals is included in cost of revenue, while the expense relating to corporate employees is included in the selling, general and administrative expenses in the consolidated statement of comprehensive income. The Company determines the adequacy of this accrual by evaluating its historical experience and trends, loss reserves established by the Company's insurance carriers and third-party administrators, and independent actuarial studies. The Company obtains actuarial studies on a semi-annual basis that use the Company's payroll and historical claims data, as well as industry data, to determine the appropriate reserve for both reported claims and IBNR claims for each policy year. For periods between the actuarial studies, the Company records its accruals based on loss rates provided in the most recent actuarial study.

On December 31, 2017, the Company transferred the legacy liabilities in amount of \$31,639 related to its self-insured retention portion of both the workers compensation and locum tenens solutions segment professional liability to its captive insurance subsidiary. This transaction had no impact on the amount of the recorded liabilities in the consolidated balance sheet as of December 31, 2017.

#### ***(j) Revenue Recognition***

Revenue primarily consists of fees earned from the temporary and permanent placement of healthcare professionals and executives as well as from the Company's SaaS-based technology, including its vendor management systems and its scheduling software. Revenue is recognized when control of these services is transferred to the customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services. Revenue from temporary staffing services is recognized as the services are rendered by clinical and non-clinical healthcare professionals. Under the Company's managed services program arrangements, the Company manages all or a part of a customer's supplemental workforce needs utilizing its own network of healthcare professionals along with those of third-party subcontractors. Revenue and the related direct costs under MSP arrangements are recorded in accordance with the accounting guidance on reporting revenue gross as a principal versus net as an agent. When the Company uses subcontractors and acts as an agent, revenue is recorded net of the related subcontractor's expense. Revenue from executive search, physician permanent placement, and recruitment process outsourcing services is recognized as the services are rendered. The Company's SaaS-based revenue is recognized ratably over the applicable arrangement's service period.

The Company's customers are primarily billed as services are rendered. Any fees billed in advance of being earned are recorded as deferred revenue. During the twelve months ended December 31, 2018, the amount recognized as revenue that was previously deferred was not material.

Under the new revenue recognition standard (as defined below), the Company has elected to apply the following practical expedients and optional exemptions:

- Recognize incremental costs of obtaining a contract with amortization periods of one year or less as expense when incurred. These costs are recorded within selling, general and administrative expenses.
- Recognize revenue in the amount of consideration to which the Company has a right to invoice the customer if that amount corresponds directly with the value to the customer of the Company's services completed to date.
- Exemptions from disclosing the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less, (ii) contracts for which revenue is recognized in the amount of consideration to which the Company has a right to invoice for services performed and (iii) contracts for which variable consideration is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct service that forms part of a single performance obligation.

#### ***(k) Accounts Receivable***

The Company records accounts receivable at the invoiced amount. Accounts receivable are non-interest bearing. The Company maintains an allowance for doubtful accounts based on the Company's historical write-off experience and an assessment of its customers' financial conditions. The Company also maintains a sales allowance to reserve for potential credits

issued to customers, which is based on the Company's historical experience. The Company has not experienced material bad debts or sales adjustments during the past three years.

***(l) Concentration of Credit Risk***

The majority of the Company's business activity is with hospitals located throughout the United States. Credit is extended based on the evaluation of each entity's financial condition. One customer primarily within the Company's nurse and allied solutions segment comprised approximately 13%, 13% and 11% of the consolidated revenue of the Company for the fiscal years ended December 31, 2018, 2017 and 2016, respectively.

The Company's cash and cash equivalents and restricted cash, cash equivalents and investments accounts are financial instruments that are exposed to concentration of credit risk. The Company maintains most of its cash, cash equivalents and investment balances with high-credit quality and federally insured institutions. However, restricted cash equivalents and investment balances may be invested in a non-federally insured money market account and commercial paper. As of December 31, 2018 and 2017, there were \$59,331 and \$64,315, respectively, of restricted cash, cash equivalents and investments, a portion of which was invested in a non-federally insured money market fund and commercial paper. See Note (3), "Fair Value Measurement," for additional information.

***(m) Income Taxes***

The Company records income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period the changes are enacted. In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carryforward periods), projected future taxable income, and tax-planning strategies in making this assessment. The Company recognizes the effect of income tax positions only if it is more likely than not that such positions will be sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits in income tax expense.

***(n) Fair Value of Financial Instruments***

The carrying amounts of the Company's cash equivalents and restricted cash equivalents and investments approximate their respective fair values due to the short-term nature and liquidity of these financial instruments. The fair value of the Company's equity investment is determined by using prices for identical or similar investments of the same issuer, which is more fully described in Note (3), "Fair Value Measurement." As it relates to the Company's Notes (as defined in Note (3) below), which were issued in October 2016 with a fixed rate of 5.125%, fair value disclosure is detailed in Note (3), "Fair Value Measurement." See Note (7), "Notes Payable and Credit Agreement," for additional information. The fair value of the long-term portion of the Company's insurance accruals cannot be estimated because the Company cannot reasonably determine the timing of future payments.

***(o) Share-Based Compensation***

The Company accounts for its share-based employee compensation plans by expensing the estimated fair value of share-based awards on a straight-line basis over the requisite employee service period, which typically is the vesting period. Restricted stock units ("RSUs") typically vest at the end of a three-year vesting period, however, 33% of the awards may vest on the 13th month anniversary of the grant date and 34% on the second anniversary of the grant date if certain performance targets are met. Share-based compensation cost of RSUs is measured by the market value of the Company's common stock on the date of grant, and the Company records share-based compensation expense only for those awards that are expected to vest. Performance restricted stock units ("PRSUs") primarily consist of PRSUs that contain a performance condition dependent on the Company's adjusted EBITDA margin during the third year of the three-year vesting period, with a range of 0% to 175% of the target amount granted to be issued under the award. Share-based compensation cost for these PRSUs is measured by the market value of the Company's common stock on the date of grant, and the amount recognized is adjusted for estimated achievement of the performance conditions. A limited amount of PRSUs contain a market condition dependent upon the Company's relative and absolute total stockholder return over a three-year period, with a range of 0% to 175% of the target

amount granted to be issued under the award. Share-based compensation cost for these PRSUs is measured using the Monte-Carlo simulation valuation model and is not adjusted for the achievement, or lack thereof, of the performance conditions.

**(p) Net Income per Common Share**

Share-based awards to purchase 23, 20 and 16 shares of common stock for the years ended December 31, 2018, 2017 and 2016, respectively, were not included in the calculation of diluted net income per common share because the effect of these instruments was anti-dilutive.

The following table sets forth the computation of basic and diluted net income per common share for the years ended December 31, 2018, 2017 and 2016, respectively:

|  | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2018                     | 2017       | 2016       |
| Net income   | \$ 141,741               | \$ 132,558 | \$ 105,838 |
| Net income per common share - basic                  | \$ 2.99                  | \$ 2.77    | \$ 2.21    |
| Net income per common share - diluted                | 2.91                     | 2.68       | 2.15       |
| Weighted average common shares outstanding - basic   | 47,371                   | 47,807     | 47,946     |
| Plus dilutive effect of potential common shares      | 1,297                    | 1,623      | 1,321      |
| Weighted average common shares outstanding - diluted | 48,668                   | 49,430     | 49,267     |

**(q) Segment Information**

The Company's operating segments are identified in the same manner as they are reported internally and used by the Company's chief operating decision maker for the purpose of evaluating performance and allocating resources. The Company has three reportable segments: (1) nurse and allied solutions, (2) locum tenens solutions, and (3) other workforce solutions. The nurse and allied solutions segment consists of the Company's nurse, allied, local and labor disruption and rapid response staffing businesses. The locum tenens solutions segment consists of the Company's locum tenens staffing business. The other workforce solutions segment consists of the following Company businesses (i) physician permanent placement services, (ii) healthcare interim leadership staffing and executive search services, (iii) vendor management systems, (iv) recruitment process outsourcing, (v) education, (vi) mid-revenue cycle management, and (vii) workforce optimization services.

The Company's chief operating decision maker relies on internal management reporting processes that provide revenue and operating income by reportable segment for making financial decisions and allocating resources. Segment operating income represents income before income taxes plus depreciation, amortization of intangible assets, share-based compensation, interest expense, net, and other, and unallocated corporate overhead. The Company's management does not evaluate, manage or measure performance of segments using asset information; accordingly, asset information by segment is not prepared or disclosed.

The following table provides a reconciliation of revenue and operating income by reportable segment to consolidated results and was derived from each segment's internal financial information as used for corporate management purposes:

|                                  | Years Ended December 31, |                     |                     |
|----------------------------------|--------------------------|---------------------|---------------------|
|                                  | 2018                     | 2017                | 2016                |
| Revenue                          |                          |                     |                     |
| Nurse and allied solutions       | \$ 1,306,516             | \$ 1,238,543        | \$ 1,185,095        |
| Locum tenens solutions           | 393,366                  | 430,615             | 424,242             |
| Other workforce solutions        | 436,192                  | 319,296             | 292,888             |
|                                  | <u>\$ 2,136,074</u>      | <u>\$ 1,988,454</u> | <u>\$ 1,902,225</u> |
| Segment operating income         |                          |                     |                     |
| Nurse and allied solutions       | \$ 183,427               | \$ 182,792          | \$ 161,779          |
| Locum tenens solutions           | 41,348                   | 51,422              | 58,757              |
| Other workforce solutions        | 104,541                  | 81,154              | 77,450              |
|                                  | <u>329,316</u>           | <u>315,368</u>      | <u>297,986</u>      |
| Unallocated corporate overhead   | 74,436                   | 60,412              | 65,335              |
| Depreciation and amortization    | 41,237                   | 32,279              | 29,620              |
| Share-based compensation         | 10,815                   | 10,237              | 11,399              |
| Interest expense, net, and other | 16,143                   | 19,677              | 15,465              |
| Income before income taxes       | <u>\$ 186,685</u>        | <u>\$ 192,763</u>   | <u>\$ 176,167</u>   |

The Company offers a comprehensive managed services program, in which the Company manages all or a portion of a client's contingent staffing needs. This service includes both the placement of the Company's own healthcare professionals and the utilization of other staffing agencies to fulfill the client's staffing needs. See additional information in (j), "Revenue Recognition." For the years ended December 31, 2018, 2017 and 2016, revenue under the Company's managed services program arrangements comprised approximately 62%, 58% and 51% for nurse and allied solutions revenue, 17%, 13% and 14% for locum tenens solutions revenue and 7%, 8% and 7% for other workforce solutions revenue, respectively.

**(r) Recently Adopted Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)," which also established "Other Assets and Deferred Costs – Contracts with Customers (Subtopic 340-40)." The FASB also issued a series of other ASUs, which update ASU 2014-09 (collectively, the "new revenue recognition standard"). This new standard replaces all previous U.S. GAAP guidance on this topic and eliminates all industry-specific guidance. The new revenue recognition standard provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. The Company adopted this standard effective January 1, 2018, using the modified retrospective transition method applied to those contracts which were not completed as of that date. Revenue from substantially all of our contracts with customers continues to be recognized over time as services are rendered. The Company recognized the cumulative effect of adopting this guidance as an adjustment to its opening balance of retained earnings of \$2,089, net of tax, primarily related to capitalization of contract costs. Prior period amounts are not retrospectively adjusted and continue to be reported in accordance with the accounting standards in effect for those periods. The impact of the adoption of the new standard was not material to the Company's consolidated financial statements for the twelve months ended December 31, 2018. The Company expects the impact to be immaterial on an ongoing basis.

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments—Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities." The FASB also subsequently issued ASU 2018-03, which provides amendments to ASU 2016-01. These standards require equity investments, except those accounted for using the equity method of accounting, to be measured at fair value with changes in fair value recognized through net income. The new guidance also provides a measurement alternative for equity investments that do not have readily determinable fair values, which were previously accounted for under the cost method of accounting, to be recorded at cost, less impairment, adjusted for observable price changes from orderly transactions for identical or similar investments of the same issuer. For public entities, these standards are effective for fiscal years beginning after December 15, 2017, and interim periods within those annual periods. The Company adopted the standards prospectively effective January 1, 2018 and elected to use the measurement alternative. See additional information in Note (3), "Fair Value Measurement."



In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments." The standard provides guidance on how certain cash receipts and payments are presented and classified in the statement of cash flows. For public entities, ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, and interim periods within those annual periods, and requires a retrospective approach. The Company adopted this standard effective January 1, 2018 and the adoption did not have a material effect on the Company's consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash." The standard requires that a statement of cash flows explains the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents (collectively, "restricted cash"). Therefore, restricted cash should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The new guidance is effective for interim and annual periods beginning after December 15, 2017. The Company adopted this standard retrospectively effective January 1, 2018 and included certain restricted cash amounts for the year ended December 31, 2018 within the accompanying consolidated statements of cash flows. These adjustments had no effect on previously reported results of operations or retained earnings. The following tables provide a summary of the adjustments from amounts previously reported.

| Twelve months ended December 31, 2017                                 |                        |             |             |
|---|------------------------|-------------|-------------|
|   | As Previously Reported | Adjustments | As Adjusted |
| Cash flows from operating activities:                                 |                        |             |             |
| Changes in assets and liabilities:                                    |                        |             |             |
| Other current assets  | (934)                  | 5,235       | 4,301       |
| Restricted cash, cash equivalents and investments balance             | (40,021)               | 40,021      | —           |
| Net cash provided by operating activities                             | 115,262                | 45,256      | 160,518     |
| Cash flows from investing activities                                  |                        |             |             |
| Change in restricted cash, cash equivalents and investments balance   | 1,915                  | (1,915)     | —           |
| Net cash used in investing activities                                 | (33,446)               | (1,915)     | (35,361)    |
| Net increase in cash, cash equivalents and restricted cash            | \$ 4,525               | \$ 43,341   | \$ 47,866   |
| Cash, cash equivalents and restricted cash at the beginning of period | 10,622                 | 40,406      | 51,028      |
| Cash, cash equivalents and restricted cash at the end of period       | \$ 15,147              | \$ 83,747   | \$ 98,894   |

| Twelve months ended December 31, 2016                                 |                        |             |             |
|---|------------------------|-------------|-------------|
|   | As Previously Reported | Adjustments | As Adjusted |
| Cash flows from operating activities:                                 |                        |             |             |
| Changes in assets and liabilities:                                    |                        |             |             |
| Other current assets  | (13,938)               | 8,276       | (5,662)     |
| Restricted cash, cash equivalents and investments balance             | 6,218                  | (6,218)     | —           |
| Net cash provided by operating activities                             | 131,851                | 2,058       | 133,909     |
| Cash flows from investing activities                                  |                        |             |             |
| Change in restricted cash, cash equivalents and investments balance   | 999                    | (999)       | —           |
| Net cash used in investing activities                                 | (257,362)              | (999)       | (258,361)   |
| Net increase in cash, cash equivalents and restricted cash            | \$ 1,046               | \$ 1,059    | \$ 2,105    |
| Cash, cash equivalents and restricted cash at the beginning of period | 9,576                  | 39,347      | 48,923      |
| Cash, cash equivalents and restricted cash at the end of period       | \$ 10,622              | \$ 40,406   | \$ 51,028   |

There were no other material impacts to the Company's consolidated financial statements as a result of adopting these updated standards.

### ***(s) Recently Issued Accounting Pronouncements***

In February 2016, the FASB issued ASU 2016-02, "Leases." This standard requires organizations that lease assets to recognize the assets and liabilities created by those leases. The standard also will require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. A modified retrospective transition approach is required, applying the standard to all leases existing at the date of initial application. In addition, the FASB has also issued several amendments to the standard, which clarify certain aspects of the guidance, including an optional transition method for adoption of this standard, which allows organizations to initially apply the new requirements at the effective date, recognize a cumulative effect adjustment to the opening balance of retained earnings, and continue to apply the legacy guidance in Accounting Standards Codification ("ASC") 840, Leases, including its disclosure requirements, in the comparative periods presented. The new standard provides a number of optional practical expedients in transition. The Company elected the 'package of practical expedients', which permits organizations not to reassess under the new standard prior conclusions about lease identification, lease classification and initial direct costs.

The Company adopted ASU 2016-02 effective January 1, 2019, using the optional transition method described above. The Company will recognize the cumulative effect of adopting this guidance as an adjustment as of the effective date, primarily related to the recognition of lease liabilities of approximately \$114,800 and corresponding right-of-use assets of approximately \$99,500 for existing operating leases. The Company will also derecognize existing deferred rent liabilities of approximately \$15,300. These adjustments had no effect on opening retained earnings and prior periods will not be retrospectively adjusted and continue to be reported in accordance with ASC 840. The new standard also provides practical expedients for an organization's ongoing accounting. The Company expects to elect the short-term lease recognition exemption and the practical expedient to not separate lease and non-lease components for all leases that qualify. The Company does not expect the adoption of this standard to impact its results of operations.

### **(2) Acquisitions**

As set forth below, the Company completed five acquisitions from January 1, 2016 through December 31, 2018. The Company accounted for each acquisition using the acquisition method of accounting. Accordingly, it recorded the tangible and intangible assets acquired and liabilities assumed at their estimated fair values as of the applicable date of acquisition. Since the applicable date of acquisition, the Company has revised the allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on analysis of information that has been made available through December 31, 2018. The allocation will continue to be updated through the measurement period, if necessary. For each acquisition, the Company did not incur any material acquisition-related costs.

#### ***MedPartners Acquisition***

On April 9, 2018, the Company completed its acquisition of MedPartners HIM ("MedPartners"), which provides case management, clinical documentation improvement, medical coding and registry services to hospitals and physician medical groups nationwide. The initial purchase price of \$200,711 included (1) \$196,533 cash consideration paid upon acquisition, funded through borrowings under the Company's \$400,000 secured revolving credit facility, provided for under a credit agreement (the "New Credit Agreement"), and (2) a contingent earn-out payment of up to \$20,000 with an estimated fair value of \$4,400 as of the acquisition date. The contingent earn-out payment is based on (A) up to \$10,000 based on the operating results of MedPartners for the twelve months ending December 31, 2018, and (B) up to \$10,000 based on the operating results of MedPartners for the six months ending June 30, 2019. As the acquisition's operations are not considered material, pro forma information is not provided. The results of MedPartners have been included in the Company's other workforce solutions segment since the date of acquisition. During the third quarter of 2018, \$222 was returned to the Company for the final working capital settlement. The New Credit Agreement is more fully described in Note (7), "Notes Payable and Credit Agreement."

The preliminary allocation of the \$200,711 purchase price consisted of (1) \$28,420 of fair value of tangible assets acquired, which included \$8,403 cash received, (2) \$11,822 of liabilities assumed, (3) \$103,000 of identified intangible assets, and (4) \$81,113 of goodwill, all of which is deductible for tax purposes. The intangible assets acquired have a weighted average useful life of approximately sixteen years. The following table summarizes the fair value and useful life of each intangible asset acquired:

|                                | Fair Value        | Useful Life<br>(in years) |
|--------------------------------|-------------------|---------------------------|
| Identifiable intangible assets |                   |                           |
| Tradenames and Trademarks      | \$ 46,000         | 20                        |
| Customer Relationships         | 57,000            | 12                        |
|                                | <u>\$ 103,000</u> |                           |

#### ***Phillips DiPisa and Leaders For Today Acquisition***

On April 6, 2018, the Company completed its acquisition of two related entities, Phillips DiPisa and Leaders For Today (“PDA and LFT”), which offer a range of leadership staffing and permanent placement solutions for the healthcare industry. The initial purchase price of \$35,503 included (1) \$30,268 cash consideration paid upon acquisition, funded through cash on hand, and (2) a contingent earn-out payment of up to \$7,000 with an estimated fair value of \$5,700 as of the acquisition date. The contingent earn-out payment is based on the operating results of PDA and LFT for the twelve months ending December 31, 2018. As the acquisition’s operations are not considered material, pro forma information is not provided. The results of PDA and LFT have been included in the Company’s other workforce solutions segment since the date of acquisition. During the third quarter of 2018, \$465 was returned to the Company for the final working capital settlement.

The preliminary allocation of the \$35,503 purchase price consisted of (1) \$4,360 of fair value of tangible assets acquired, which included \$351 cash received, (2) \$4,764 of liabilities assumed, (3) \$19,110 of identified intangible assets, and (4) \$16,797 of goodwill, all of which is deductible for tax purposes. The fair value of intangible assets includes \$5,400 of trademarks, \$8,000 of customer relationships and \$5,710 of staffing databases with a weighted average useful life of approximately twelve years.

#### ***Peak Provider Solutions Acquisition***

On June 3, 2016, the Company completed its acquisition of Peak Provider Solutions (“Peak”), which provides remote medical coding, case management and consulting solutions to hospitals and physician medical groups nationwide. The addition of Peak has expanded the Company’s workforce solutions and enables the Company to offer services in coding diagnosis and procedure codes, which is critical to clinical quality reporting and the financial health of healthcare organizations. The initial purchase price of \$52,125 included (1) \$51,645 cash consideration paid upon acquisition, and (2) a contingent earn-out payment of up to \$3,000 with an estimated fair value of \$480 as of the acquisition date. The contingent earn-out payment was based on the operating results of Peak for the year ended December 31, 2016, which resulted in no earn-out payment. As the acquisition was not considered significant, pro forma information has not been provided. The results of Peak have been included in the Company’s other workforce solutions segment since the date of acquisition. During the third quarter of 2016, an additional \$275 of cash consideration was paid to the selling shareholders for the final working capital settlement.

The allocation of the \$52,400 purchase price, which included the additional cash consideration paid for the final working capital settlement, consisted of (1) \$5,658 of fair value of tangible assets acquired, (2) \$9,346 of liabilities assumed, (3) \$19,220 of identified intangible assets, and (4) \$36,868 of goodwill, none of which is deductible for tax purposes. The fair value of intangible assets primarily includes \$7,600 of trademarks and \$11,500 of customer relationships with a weighted average useful life of approximately thirteen years.

#### ***HealthSource Global Staffing Acquisition***

On January 11, 2016, the Company completed its acquisition of HealthSource Global Staffing (“HSG”), which provides labor disruption and rapid response staffing. The acquisition helps the Company expand its service lines and provide clients with rapid response staffing services. The initial purchase price of \$8,511 included (1) \$2,799 cash consideration paid upon acquisition, funded through cash-on-hand, net of cash received, and settlement of the pre-existing relationship between AMN and HSG, (2) \$2,122 cash holdback for potential indemnification claims, and (3) a tiered contingent earn-out payment of up to \$4,000 with an estimated fair value of \$3,590 as of the acquisition date. The contingent earn-out payment is comprised of (A) up to \$2,000 based on the operating results of HSG for the year ended December 31, 2016, of which, \$1,930 and \$70 were settled during the first quarters of 2017 and 2018, respectively, and (B) up to \$2,000 based on the operating results of HSG for the year ending December 31, 2017, which was settled in full during the first quarter of 2018. As the acquisition is not considered significant, pro forma information has not been provided. The results of HSG have been included in the Company’s nurse and allied solutions segment since the date of acquisition. During the third quarter of 2016, the final working capital settlement resulted in \$292 due from the selling shareholders to the Company, which was settled through a reduction to a cash holdback.

The allocation of the \$8,219 purchase price, which was reduced by the final working capital settlement, consisted of (1) \$1,025 of fair value of tangible assets acquired, (2) \$3,698 of liabilities assumed, (3) \$3,944 of identified intangible assets, and (4) \$6,948 of goodwill, none of which is deductible for tax purposes. The intangible assets include the fair value of trademarks, customer relationships, staffing databases, and covenants not to compete with a weighted average useful life of approximately eight years.

#### ***B.E. Smith Acquisition***

On January 4, 2016, the Company completed its acquisition of B.E. Smith (“BES”), a full-service healthcare interim leadership placement and executive search firm, for \$162,232 in cash, net of cash received, and settlement of the pre-existing relationship between AMN and BES. BES places interim leaders and executives across all healthcare settings, including acute care hospitals, academic medical and children’s hospitals, physician practices, and post-acute care providers. The acquisition provides the Company additional access to healthcare executives and enhances its integrated services to hospitals, health systems, and other healthcare facilities across the nation. The results of BES have been included in the Company’s other workforce solutions segment since the date of acquisition. During the second quarter of 2016, \$524 was returned to the Company for the final working capital settlement.

The allocation of the \$161,708 purchase price, which was reduced by the final working capital settlement, consisted of (1) \$11,953 of fair value of tangible assets acquired, (2) \$7,272 of liabilities assumed, (3) \$65,900 of identified intangible assets, and (4) \$91,127 of goodwill, most of which is deductible for tax purposes. The intangible assets acquired have a weighted average useful life of approximately fifteen years. The following table summarizes the fair value and useful life of each intangible asset acquired:

|                                | <u>Fair Value</u> | <u>Useful Life</u><br>(in years) |
|--------------------------------|-------------------|----------------------------------|
| Identifiable intangible assets |                   |                                  |
| Tradenames and Trademarks      | \$ 26,300         | 20                               |
| Customer Relationships         | 25,700            | 12                               |
| Staffing Database              | 13,000            | 10                               |
| Non-Compete Agreements         | 900               | 5                                |
|                                | <u>\$ 65,900</u>  |                                  |

### **(3) Fair Value Measurement**

Fair value represents the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which the Company would conduct a transaction, in addition to the assumptions that market participants would use when pricing the related assets or liabilities, including non-performance risk.

A three-level hierarchy prioritizes the inputs to valuation techniques used to measure fair value and requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of the fair value hierarchy are as follows:

*Level 1*—Quoted prices in active markets for identical assets or liabilities.

*Level 2*—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3*—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

#### ***Assets and Liabilities Measured on a Recurring Basis***

The Company’s restricted cash equivalents that serve as collateral for the Company’s outstanding letters of credit typically consist of money market funds that are measured at fair value based on quoted prices, which are Level 1 inputs.

As of December 31, 2018, the Company's restricted cash equivalents and investments that serve as collateral for the Company's captive insurance company consist of commercial paper that is measured at observable market prices for identical securities that are traded in less active markets, which are Level 2 inputs. Of the \$63,243 commercial paper issued and outstanding as of December 31, 2018, \$15,192 had original maturities greater than three months, which were considered available-for-sale securities. As of December 31, 2017, the Company had \$28,708 commercial paper issued and outstanding, of which \$6,074 had original maturities greater than three months and were considered available-for-sale securities. The increase in commercial paper issued and outstanding is due to additional restricted investments related to the captive insurance company.

The Company's contingent consideration liabilities are measured at fair value using probability-weighted discounted cash flow analysis for the acquired companies, which are Level 3 inputs. The Company recognizes changes to the fair value of its contingent consideration liabilities in selling, general and administrative expenses in the consolidated statements of comprehensive income.

The following tables present information about assets and liabilities measured at fair value on a recurring basis and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value:

| Fair Value Measurements as of December 31, 2018  |          |  |   |   |
|--|----------|--|---|---|
| Assets (Liabilities)                             | Total    | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Money market funds                               | \$ 2,461 | \$ 2,461   | \$ —  | \$ —                                      |
| Commercial paper                                 | 63,243   | —  | 63,243  | —   |
| Acquisition contingent consideration liabilities | (7,700)  | —  | —   | (7,700)                                   |

| Fair Value Measurements as of December 31, 2017  |          |  |   |   |
|--|----------|--|---|---|
| Assets (Liabilities)                             | Total    | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Money market funds                               | \$ 2,713 | \$ 2,713   | \$ —  | \$ —                                      |
| Commercial paper                                 | 28,708   | —  | 28,708  | —   |
| Acquisition contingent consideration liabilities | (2,070)  | —  | —   | (2,070)                                   |

The following table sets forth a reconciliation of changes in the fair value of contingent consideration liabilities classified as Level 3 in the fair value hierarchy:

|   | 2018       | 2017       |
|---|------------|------------|
| Balance as of January 1,  | \$ (2,070) | \$ (6,816) |
| Settlement of The First String Healthcare contingent consideration liability for year ended December 31, 2016 | —          | 3,000      |
| Settlement of HSG contingent consideration liability for year ended December 31, 2016                         | 70         | 1,930      |
| Settlement of HSG contingent consideration liability for year ended December 31, 2017                         | 2,000      | —          |
| Contingent consideration liability from PDA and LFT acquisition on April 6, 2018                              | (5,700)    | —          |
| Contingent consideration liability from MedPartners acquisition on April 9, 2018                              | (4,400)    | —          |
| Change in fair value of contingent consideration liability from HSG acquisition                               | —          | (184)      |
| Change in fair value of contingent consideration liability from PDA and LFT acquisition                       | (1,300)    | —          |
| Change in fair value of contingent consideration liability from MedPartners acquisition                       | 3,700      | —          |
| Balance as of December 31,  | \$ (7,700) | \$ (2,070) |

### ***Assets Measured on a Non-Recurring Basis***

The Company applies fair value techniques on a non-recurring basis associated with valuing potential impairment losses related to its goodwill, indefinite-lived intangible assets, long-lived assets and equity method investment.

The Company evaluates goodwill and indefinite-lived intangible assets annually for impairment and whenever circumstances occur indicating that goodwill or indefinite-lived intangible assets might be impaired. The Company determines the fair value of its reporting units based on a combination of inputs, including the market capitalization of the Company, as well as Level 3 inputs such as discounted cash flows, which are not observable from the market, directly or indirectly. The Company determines the fair value of its indefinite-lived intangible assets using the income approach (relief-from-royalty method) based on Level 3 inputs.

The Company's equity investment represents an investment in a non-controlled corporation without a readily determinable market value. The Company has elected to measure the investment at cost minus impairment, if any, plus or minus changes resulting from observable price changes. The fair value is determined by using prices for identical or similar investments of the same issuer, which are Level 2 inputs. The Company recognizes changes to the fair value of its equity investment in interest expense, net, and other in the consolidated statements of comprehensive income.

The following tables set forth a reconciliation of changes in the balance of the equity investment classified as Level 2 in the fair value hierarchy:

|                             | 2018             | 2017         |
|-----------------------------|------------------|--------------|
| Balance as of January 1, \$ | 2,000            | —            |
| Initial investment          | —                | 2,000        |
| Additional investments      | 6,100            | —            |
| Change in fair value        | 7,349            | —            |
| Balance as of December 31,  | <u>\$ 15,449</u> | <u>2,000</u> |

There were no triggering events identified, no indication of impairment of the Company's goodwill, indefinite-lived intangible assets, long-lived assets, or equity investments, and no impairment charges recorded during the three years ended December 31, 2018 requiring such measurements.

### ***Other Fair Value Measurement Disclosures***

The Company is required to disclose the fair value of financial instruments that are not recognized at fair value in the consolidated balance sheets for which it is practicable to estimate that value. As of December 31, 2018, the Company's 5.125% Senior Notes due 2024 (the "Notes") have a carrying amount of \$325,000 and an estimated fair value of \$310,375. As of December 31, 2017, the Notes had a carrying amount of \$325,000 and an estimated fair value of \$335,156. Quoted market prices in active markets for identical liabilities based inputs (Level 1) were used to estimate fair value. The Notes were issued in October 2016 and have a fixed rate of 5.125%. See additional information in Note (7), "Notes Payable and Credit Agreement."

The fair value of the Company's long-term self-insurance accruals cannot be estimated as the Company cannot reasonably determine the timing of future payments.

#### (4) Goodwill and Identifiable Intangible Assets

As of December 31, 2018 and 2017, the Company had the following acquired intangible assets:

|  | As of December 31, 2018 |                          |                     | As of December 31, 2017 |                          |                     |
|--|-------------------------|--------------------------|---------------------|-------------------------|--------------------------|---------------------|
|  | Gross Carrying Amount   | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount   | Accumulated Amortization | Net Carrying Amount |
| Intangible assets subject to amortization:     |                         |                          |                     |                         |                          |                     |
| Staffing databases                             | \$ 25,536               | \$ (10,174)              | \$ 15,362           | \$ 19,826               | \$ (7,693)               | \$ 12,133           |
| Customer relationships                         | 201,759                 | (75,081)                 | 126,678             | 136,759                 | (60,764)                 | 75,995              |
| Tradenames and trademarks                      | 112,769                 | (22,529)                 | 90,240              | 61,369                  | (16,757)                 | 44,612              |
| Non-compete agreements                         | 2,877                   | (1,410)                  | 1,467               | 1,697                   | (958)                    | 739                 |
| Acquired technology                            | 8,730                   | (5,730)                  | 3,000               | 8,730                   | (4,513)                  | 4,217               |
|  | <u>\$ 351,671</u>       | <u>\$ (114,924)</u>      | <u>\$ 236,747</u>   | <u>\$ 228,381</u>       | <u>\$ (90,685)</u>       | <u>\$ 137,696</u>   |
| Intangible assets not subject to amortization: |                         |                          |                     |                         |                          |                     |
| Tradenames and trademarks                      |                         |                          | \$ 89,400           |                         |                          | \$ 89,400           |
|  |                         |                          | <u>\$ 326,147</u>   |                         |                          | <u>\$ 227,096</u>   |

Aggregate amortization expense for intangible assets was \$24,239 and \$18,628 for the years ended December 31, 2018 and 2017, respectively. Based on the current amount of intangibles subject to amortization, the estimated future amortization expense as of December 31, 2018 is as follows:

|                               | Amount            |
|-------------------------------|-------------------|
| Year ending December 31, 2019 | \$ 25,943         |
| Year ending December 31, 2020 | 23,030            |
| Year ending December 31, 2021 | 21,014            |
| Year ending December 31, 2022 | 20,756            |
| Year ending December 31, 2023 | 20,182            |
| Thereafter                    | 125,822           |
|                               | <u>\$ 236,747</u> |

The following table summarizes the activity related to the carrying value of goodwill by reportable segment:

|  | Nurse and Allied Solutions | Locum Tenens Solutions | Other Workforce Solutions | Total             |
|--|----------------------------|------------------------|---------------------------|-------------------|
| Balance, January 1, 2017                                     | \$ 104,306                 | \$ 19,743              | \$ 217,705                | \$ 341,754        |
| Goodwill adjustment from HSG acquisition                     | (1,199)                    | —                      | —                         | (1,199)           |
| Goodwill adjustment from Peak acquisition                    | —                          | —                      | 41                        | 41                |
| Balance, December 31, 2017                                   | 103,107                    | 19,743                 | 217,746                   | 340,596           |
| Goodwill from MedPartners acquisition                        | —                          | —                      | 81,113                    | 81,113            |
| Goodwill from PDA and LFT acquisition                        | —                          | —                      | 16,797                    | 16,797            |
| Balance, December 31, 2018                                   | <u>\$ 103,107</u>          | <u>\$ 19,743</u>       | <u>\$ 315,656</u>         | <u>\$ 438,506</u> |
| Accumulated impairment loss as of December 31, 2017 and 2018 | <u>\$ 154,444</u>          | <u>\$ 53,940</u>       | <u>\$ 6,555</u>           | <u>\$ 214,939</u> |

## (5) Balance Sheet Details

The consolidated balance sheets detail is as follows as of December 31, 2018 and 2017:

|  | As of December 31, |                   |
|--|--------------------|-------------------|
|  | 2018               | 2017              |
| Other current assets:                  |                    |                   |
| Restricted cash and cash equivalents   | 26,329             | 25,506            |
| Income taxes receivable                | 799                | 15,898            |
| Other                                  | 12,759             | 9,589             |
| Other current assets                   | <u>\$ 39,887</u>   | <u>\$ 50,993</u>  |
| Fixed assets:                          |                    |                   |
| Furniture and equipment                | \$ 34,211          | \$ 29,494         |
| Technology and software                | 162,006            | 132,770           |
| Leasehold improvements                 | 8,615              | 9,056             |
|  | <u>204,832</u>     | <u>171,320</u>    |
| Accumulated depreciation               | (114,413)          | (97,889)          |
| Fixed assets, net                      | <u>\$ 90,419</u>   | <u>\$ 73,431</u>  |
| Accounts payable and accrued expenses: |                    |                   |
| Trade accounts payable                 | \$ 31,537          | \$ 31,420         |
| Subcontractor payable                  | 50,892             | 41,786            |
| Accrued expenses                       | 30,236             | 29,238            |
| Loss contingencies                     | 24,549             | 12,548            |
| Professional liability reserve         | 8,633              | 7,672             |
| Other                                  | 3,756              | 7,655             |
| Accounts payable and accrued expenses  | <u>\$ 149,603</u>  | <u>\$ 130,319</u> |
| Accrued compensation and benefits:     |                    |                   |
| Accrued payroll                        | \$ 42,571          | \$ 33,923         |
| Accrued bonuses and commissions        | 18,021             | 19,489            |
| Accrued travel expense                 | 3,417              | 3,256             |
| Health insurance reserve               | 3,559              | 3,658             |
| Workers compensation reserve           | 7,817              | 8,553             |
| Deferred compensation                  | 55,720             | 49,330            |
| Other                                  | 3,954              | 3,214             |
| Accrued compensation and benefits      | <u>\$ 135,059</u>  | <u>\$ 121,423</u> |
| Other long-term liabilities:           |                    |                   |
| Workers compensation reserve           | \$ 19,454          | \$ 19,074         |
| Professional liability reserve         | 38,324             | 38,964            |
| Deferred rent                          | 15,012             | 14,744            |
| Unrecognized tax benefits              | 4,862              | 5,270             |
| Deferred revenue                       | 865                | 960               |
| Other                                  | 11                 | 267               |
| Other long-term liabilities            | <u>\$ 78,528</u>   | <u>\$ 79,279</u>  |



## (6) Income Taxes

The provision for income taxes from operations for the years ended December 31, 2018, 2017 and 2016 consists of the following:

|  | Years Ended December 31, |           |           |
|--|--------------------------|-----------|-----------|
|  | 2018                     | 2017      | 2016      |
| Current income taxes:                      |                          |           |           |
| Federal                                    | \$ 33,564                | \$ 45,899 | \$ 68,312 |
| State                                      | 12,047                   | 8,699     | 11,441    |
| Total                                      | 45,611                   | 54,598    | 79,753    |
| Deferred income taxes:                     |                          |           |           |
| Federal                                    | (1,372)                  | 1,754     | (9,115)   |
| State                                      | 705                      | 3,853     | (309)     |
| Total                                      | (667)                    | 5,607     | (9,424)   |
| Provision for income taxes from operations | \$ 44,944                | \$ 60,205 | \$ 70,329 |

Total income tax expense for the years ended December 31, 2018, 2017 and 2016 was allocated as follows:

|  | Years Ended December 31, |           |           |
|--|--------------------------|-----------|-----------|
|  | 2018                     | 2017      | 2016      |
| Provision for income taxes from operations   | \$ 44,944                | \$ 60,205 | \$ 70,329 |
| Shareholders' equity, for compensation expense for tax purposes in excess of amounts recognized for financial reporting purposes | —                        | —         | (3,144)   |
|  | \$ 44,944                | \$ 60,205 | \$ 67,185 |

The Company's income tax expense differs from the amount that would have resulted from applying the federal statutory rate of 21% for 2018 and 35% for both 2017 and 2016 to pretax income from operations because of the effect of the following items during the years ended December 31, 2018, 2017 and 2016:

|   | Years Ended December 31, |           |           |
|---|--------------------------|-----------|-----------|
|   | 2018                     | 2017      | 2016      |
| Tax expense at federal statutory rate                     | \$ 39,272                | \$ 67,467 | \$ 61,658 |
| State taxes, net of federal benefit                       | 9,902                    | 7,880     | 7,597     |
| Non-deductible expenses                                   | 2,956                    | 3,849     | 3,656     |
| Share-based compensation                                  | (4,343)                  | (4,889)   | —         |
| Corporate tax rate change impact on deferred income taxes | —                        | (14,039)  | —         |
| Unrecognized tax benefit                                  | 413                      | (1,175)   | 379       |
| Other, net  | (3,256)                  | 1,112     | (2,961)   |
| Income tax expense from operations                        | \$ 44,944                | \$ 60,205 | \$ 70,329 |

The adoption of ASU 2016-09, “Stock Compensation - Improvements to Employee Share-Based Payment Accounting” in the first quarter of 2017, resulted in recording reductions in income tax expense of \$5,401 and \$5,449 for the years ended December 31, 2018 and 2017. Prior to adoption, this amount would have been recorded as additional paid-in capital.

Certain reclassifications have been made to the prior year’s presentation of deferred tax assets and liabilities in order to conform to the current year presentation. The current year presentation presents the deferred tax assets and liabilities net of the federal benefit of state taxes. There is no change to the prior year total net deferred tax liabilities. The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities are presented below as of the years ended December 31, 2018 and 2017:

|                                | Years Ended December 31, |             |
|--------------------------------|--------------------------|-------------|
|                                | 2018                     | 2017        |
| Deferred tax assets:           |                          |             |
| Stock compensation             | \$ 6,606                 | \$ 7,326    |
| Deferred compensation          | 13,869                   | 12,336      |
| Accrued expenses               | 21,643                   | 12,477      |
| Deferred rent                  | 4,000                    | 3,844       |
| Net operating losses           | 1,846                    | 2,590       |
| Other                          | 1,030                    | 1,388       |
| Total deferred tax assets      | \$ 48,994                | \$ 39,961   |
| Deferred tax liabilities:      |                          |             |
| Intangibles                    | \$ (51,493)              | \$ (49,235) |
| Fixed assets                   | (19,802)                 | (15,099)    |
| Other                          | (5,025)                  | (2,628)     |
| Total deferred tax liabilities | \$ (76,320)              | \$ (66,962) |
| Valuation allowance            | \$ —                     | \$ (35)     |
| Net deferred tax liabilities   | \$ (27,326)              | \$ (27,036) |

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Management believes it is more likely than not that the Company will realize the benefits of its deferred tax assets, net of the recorded valuation allowance.

The amount of federal net operating losses (“NOL”) carryforward that is available for use in years subsequent to December 31, 2018 is \$8,789, which is set to expire by 2029. The amount of state NOL carryforward that is available for use in years subsequent to December 31, 2018 is not material.

A summary of the changes in the amount of unrecognized tax benefits (excluding interest and penalties) for 2018, 2017 and 2016 is as follows:

|  | 2018     | 2017     | 2016     |
|--|----------|----------|----------|
| Beginning balance of unrecognized tax benefits               | \$ 4,663 | \$ 6,842 | \$ 6,537 |
| Additions based on tax positions related to the current year | 475      | 513      | —        |
| Additions based on tax positions of prior years              | 753      | 731      | 868      |
| Reductions due to lapse of applicable statute of limitation  | (547)    | (949)    | (563)    |
| Settlements  | (951)    | (2,474)  | —        |
| Ending balance of unrecognized tax benefits                  | \$ 4,393 | \$ 4,663 | \$ 6,842 |

At December 31, 2018, if recognized, approximately \$4,285 net of \$577 of temporary differences would affect the effective tax rate (including interest and penalties).

The Company recognizes interest related to unrecognized tax benefits in income tax expense. The Company had approximately \$467, \$606 and \$1,622 of accrued interest related to unrecognized tax benefits at December 31, 2018, 2017 and 2016, respectively. The amount of interest expense (benefit) recognized in 2018, 2017 and 2016 was \$(139), \$(1,016) and \$78, respectively.

The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. With few exceptions, as of December 31, 2018, the Company is no longer subject to state, local or foreign examinations by tax authorities for tax years before 2009, and the Company is no longer subject to U.S. federal income or payroll tax examinations for tax years before 2015. The IRS conducted, completed, and settled audits of the Company's 2011-2012 and 2013 tax years related to income and employment tax issues for the Company's treatment of certain non-taxable per diem allowances and travel benefits in November 2017 and May 2018, respectively.

The Company believes its reserve for unrecognized tax benefits and contingent tax issues is adequate with respect to all open years. Notwithstanding the foregoing, the Company could adjust its provision for income taxes and contingent tax liability based on future developments.

#### ***Tax Cuts and Jobs Act***

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act makes broad and complex changes to the U.S. tax code, including, but not limited to, reducing the U.S. federal corporate tax rate from 35% to 21%.

The Tax Act changes that affected the Company in 2017 are primarily tax rate changes on certain deferred tax assets ("DTAs") and deferred tax liabilities ("DTLs"). The Tax Act also establishes new tax laws that will affect 2018 and beyond, including, but not limited to, (1) reduction of the U.S. federal corporate tax rate; (2) the repeal of the domestic production activity deduction; (3) limitations on the deductibility of certain executive compensation; and (4) limitations on various entertainment and meals deductions.

The SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118"), which provides guidance on accounting for the tax effects of the Tax Act. SAB 118 provides a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under ASC 740. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in the financial statements.

The Company's accounting for the following elements of the Tax Act was incomplete as of the year ended December 31, 2017. The Company was able to make reasonable estimates of executive compensation and accounting methods and, therefore, recorded provisional adjustments for these items. Final adjustments were made in the quarter ended December 31, 2018 which were not material and the accounting for these elements is now considered complete.

### **(7) Notes Payable and Credit Agreement**

#### ***(a) The Company's Credit Agreement and Related Credit Facilities***

##### ***New Credit Agreement***

On February 9, 2018, the Company entered into the New Credit Agreement with several lenders to provide for a \$400,000 secured revolving credit facility (the "Senior Credit Facility") to replace its then-existing Prior Credit Agreement. The Senior Credit Facility includes a \$50,000 sublimit for the issuance of letters of credit and a \$50,000 sublimit for swingline loans. The obligations of the Company under the New Credit Agreement and the Senior Credit Facility are secured by substantially all of the assets of the Company. Borrowings under the Senior Credit Facility bear interest at floating rates, at the Company's option, based upon either LIBOR plus a spread of 1.00% to 2.00% or a base rate plus a spread of 0.00% to 1.00%. The applicable spread is determined quarterly based upon the Company's consolidated net leverage ratio. The interest rate for the outstanding Senior Credit Facility was 4.0% on a LIBOR basis as of December 31, 2018.

The New Credit Agreement contains various customary affirmative and negative covenants, including restrictions on incurrence of additional indebtedness, declaration and payment of dividends, dispositions of assets, consolidation into another entity, and allowable investments. Additionally, there are financial covenants based on the Company's consolidated leverage ratio and interest coverage ratio as calculated in accordance with the New Credit Agreement. The payment obligations under the New Credit Agreement may be accelerated upon the occurrence of defined events of default. Additionally, the New Credit Agreement does not require the Company to make mandatory prepayments under any of the credit facilities provided thereunder with the proceeds of extraordinary receipts and excess cash flow when certain financial conditions are present. The Senior Credit Facility is secured by substantially all of the assets of the Company and the common stock or equity interests of its domestic subsidiaries.

In connection with obtaining the New Credit Agreement, the Company incurred \$2,331 in fees paid to lenders and other third parties, which were capitalized and are amortized to interest expense over the term of the Senior Credit Facility. In addition, the Company wrote off \$574 of unamortized financing fees during 2018 relating to the Prior Credit Facilities.

The Senior Credit Facility is available for working capital, capital expenditures, permitted acquisitions and general corporate purposes of the Company. At December 31, 2018, with \$15,265 of outstanding letters of credit collateralized by the Senior Credit Facility, there was \$264,735 of available credit under the Senior Credit Facility.

#### ***Credit Agreement Prior to February 9, 2018***

The Company was party to a credit agreement (as amended to date, the “Prior Credit Agreement”) with several lenders in respect of three credit facilities (the “Prior Credit Facilities”), including (A) a \$275,000 revolver facility (the “Revolver”), which included a \$40,000 sublimit for the issuance of letters of credit and a \$20,000 sublimit for swingline loans, (B) a \$150,000 secured term loan facility (the “Original Term Loan”) and (C) a \$75,000 secured term loan facility (the “Second Term Loan,” and together with the Original Term Loan, the “Term Loans”). The maturity dates of the Revolver and the Original Term Loan, on the one hand, and the Second Term Loan, on the other hand, were April 18, 2019 and January 4, 2021, respectively. The Company fully repaid all amounts under the Original Term Loan and Second Term Loan in 2016 and 2017, respectively.

The Revolver carried an unused fee of 0.25% to 0.35% per annum and each standby letter of credit issued under the Revolver was subject to a letter of credit fee ranging from 1.50% to 2.25% per annum of the average daily maximum amount available to be drawn under the standby letter of credit, in each case, depending on the Company’s consolidated leverage ratio, as calculated quarterly in accordance with the Prior Credit Agreement. The Second Term Loan was subject to amortization of principal of 5.00% per year of the original loan amount and payable in equal quarterly installments. Borrowings under the Second Term Loan and Revolver bore interest at floating rates, at the Company’s option, based upon either LIBOR plus a spread of 1.50% to 2.25% or a base rate plus a spread of 0.50% to 1.25%. The applicable spread was determined quarterly based upon the Company’s consolidated leverage ratio.

#### ***(b) The Company’s 5.125% Senior Notes Due 2024***

On October 3, 2016, the Company completed the issuance and sale of \$325,000 aggregate principal amount of the Notes, which mature on October 1, 2024. Interest on the Notes is fixed at 5.125% and payable semi-annually in arrears on April 1 and October 1 of each year, commencing April 1, 2017. With the proceeds from the Notes and cash generated from operations, the Company (1) repaid \$131,250 of Original Term Loan indebtedness, (2) repaid \$7,188 of existing Second Term Loan indebtedness, (3) repaid \$182,500 under the Revolver, and (4) paid \$6,113 of fees and expenses related to the issuance and sale of the Notes, which were recorded as a reduction of the notes payable balance and are being amortized to interest expense over the term of the Notes.

The indenture governing the Notes contains covenants that, among other things, restrict the ability of the Company to:

- sell assets,
- pay dividends or make other distributions on capital stock or make payments in respect of subordinated indebtedness,
- make investments,
- incur additional indebtedness or issue preferred stock,
- create, or permit to exist, certain liens,
- enter into agreements that restrict dividends or other payments from restricted subsidiaries,
- consolidate, merge or transfer all or substantially all of its assets,
- engage in transactions with affiliates, and
- create unrestricted subsidiaries.

These covenants are subject to a number of important exceptions and qualifications. The indenture governing the Notes contains affirmative covenants and events of default that are customary for indentures governing high yield securities. The Notes and the related guarantees thereof are not subject to any registration rights agreements.

**(c) Debt Balances**

Outstanding debt balances as of December 31, 2018 and 2017 consisted of the following:

|                                    | As of December 31, |            |
|------------------------------------|--------------------|------------|
|                                    | 2018               | 2017       |
| Senior Credit Facility             | 120,000            | —          |
| Notes                              | 325,000            | 325,000    |
| Total debt outstanding             | 445,000            | 325,000    |
| Less unamortized fees              | (4,393)            | (5,157)    |
| Long-term portion of notes payable | \$ 440,607         | \$ 319,843 |

The aggregate principal amounts of the Senior Credit Facility and the Notes mature on February 9, 2023 and October 1, 2024, respectively.

**(d) Letters of Credit**

At December 31, 2018, the Company maintained outstanding standby letters of credit totaling \$17,632 as collateral in relation to its professional liability insurance agreements, workers compensation insurance agreements, and a corporate office lease agreement. Of the \$17,632 outstanding letters of credit, the Company has collateralized \$2,367 in cash and cash equivalents and the remaining amount has been collateralized by the Senior Credit Facility. Outstanding standby letters of credit at December 31, 2017 totaled \$21,976.

**(8) Retirement Plans**

The Company maintains the AMN Services 401(k) Retirement Savings Plan (the “AMN Plan”), which the Company believes complies with the IRC Section 401(k) provisions. The AMN Plan covers all employees that meet certain age and other eligibility requirements. An annual discretionary matching contribution is determined by the Compensation and Stock Plan Committee of the Board of Directors each year. Employer contribution expenses incurred under the AMN Plan were \$5,250, \$4,486 and \$5,010 for the years ended December 31, 2018, 2017 and 2016, respectively.

The Company has a deferred compensation plan for certain executives and key employees (the “Plan”). The Plan is not intended to be tax qualified and is an unfunded plan. The Plan is composed of deferred compensation and all related income and losses attributable thereto. Discretionary matching contributions to the Plan are made that vest incrementally so that the employee is fully vested in the match following five years of employment with the Company. Under the Plan, participants can defer up to 80% of their base salary, 90% of their bonus and 100% of their vested RSUs or vested PRSUs. An annual discretionary matching contribution is determined by the Compensation and Stock Plan Committee of the Board of Directors each year. Employer contributions under the Plan were \$4,708, \$4,545 and \$3,032 for the years ended December 31, 2018, 2017 and 2016, respectively. In connection with the administration of the Plan, the Company has purchased company-owned life insurance policies insuring the lives of certain officers and key employees. The cash surrender value of these policies was \$55,028 and \$48,145 at December 31, 2018 and 2017, respectively. The cash surrender value of these insurance policies is included in other assets in the consolidated balance sheets.

**(9) Capital Stock**

**(a) Preferred Stock**

The Company has 10,000 shares of preferred stock authorized for issuance in one or more series (including preferred stock designated as Series A Conditional Convertible Preferred Stock), at a par value of \$0.01 per share. At December 31, 2018 and 2017, no shares of preferred stock were outstanding.

**(b) Treasury Stock**

On November 1, 2016, the Company’s Board of Directors approved a share repurchase program under which the Company may repurchase up to \$150,000 of its outstanding common stock. The amount and timing of the purchases will depend on a number of factors including the price of the Company’s shares, trading volume, Company performance, Company liquidity, general economic and market conditions and other factors that the Company’s management believes are relevant. The share repurchase program does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time.

The Company intends to make all repurchases and to administer the plan in accordance with applicable laws and regulatory guidelines, including Rule 10b-18 of the Exchange Act, and in compliance with its debt instruments. Repurchases may be made from cash on hand, free cash flow generated from the Company's business or from the Company's Senior Credit Facility. Repurchases may be made from time to time through open market purchases or privately negotiated transactions. Repurchases may also be made pursuant to one or more plans established pursuant to Rule 10b5-1 under the Exchange Act, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so under insider trading restrictions.

During 2018, the Company repurchased 1,236 shares of its common stock at an average price of \$54.17 per share, resulting in an aggregate purchase price of \$67,013. During 2017, the Company repurchased 487 shares of its common stock at an average price of \$41.41 per share, resulting in an aggregate purchase price of \$20,164.

## **(10) Share-Based Compensation**

### ***(a) Equity Award Plans***

#### Equity Plan

The Company established the AMN Healthcare Equity Plan (as amended or amended and restated from time to time, the "Equity Plan"), which has been approved by the Company's stockholders. At the time of the Equity Plan's original adoption in 2006, equity awards, based on the Company's common stock, could be issued for a maximum of 723 shares plus the number of shares of common stock underlying any grants under the Stock Option Plan (under which there are no longer any outstanding awards) that were forfeited, canceled or terminated (other than by exercise) from and after the effective date of the Equity Plan. Pursuant to the Equity Plan, stock options and stock appreciation rights ("SARs") granted have a maximum contractual life of ten years and have exercise prices that will be determined at the time of grant, which will be no less than fair market value of the underlying common stock on the date of grant. Any shares to be issued under the Equity Plan will be issued by the Company from authorized but unissued common stock or shares of common stock reacquired by the Company. On April 18, 2007, April 9, 2009, April 18, 2012 and April 28, 2017, the Company amended the Equity Plan, with stockholder approval, to increase the number of shares authorized under the Equity Plan by 3,000, 1,850, 2,400 and 1,400, respectively. At December 31, 2018 and 2017, respectively, 3,051 and 3,244 shares of common stock were reserved for future grants under the Equity Plan.

#### Other Plans

From time to time, the Company grants, and has granted, key employees inducement awards outside of the Equity Plan (collectively, "Other Plans"), which have consisted of SARs, options or RSUs. Although these awards are not made under the Equity Plan, the key terms and conditions of the grant are typically the same as equity awards made under the Equity Plan.

Additionally, in February 2014, the Company established the 2014 Employment Inducement Plan, which reserves for issuance 200 shares of common stock for prospective employees of the Company. As of December 31, 2018, 173 shares of common stock remained available for future grants under the 2014 Employment Inducement Plan.

**(b) Share-Based Compensation**

**Restricted Stock Units**

RSUs and PRSUs (subject to a PRSU being earned) granted under the Equity Plan generally entitle the holder to receive, at the end of a vesting period, a specified number of shares of the Company's common stock. The following table summarizes RSU and PRSU activity for non-vested awards for the years ended December 31, 2018, 2017 and 2016:

|                               | Number of Shares | Weighted Average<br>Grant Date<br>Fair Value per<br>Share |
|-------------------------------|------------------|---|
| Unvested at January 1, 2016   | 1,237            | \$ 16.73  |
| Granted—RSUs                  | 180              | \$ 32.65  |
| Granted—PRSUs (1)             | 361              | \$ 20.88  |
| Vested                        | (641)            | \$ 14.90  |
| Canceled/forfeited/expired    | (62)             | \$ 22.57  |
| Unvested at December 31, 2016 | 1,075            | \$ 22.14  |
| Granted—RSUs                  | 166              | \$ 40.73  |
| Granted—PRSUs (1)             | 317              | \$ 27.51  |
| Vested                        | (637)            | \$ 16.88  |
| Canceled/forfeited/expired    | (66)             | \$ 30.02  |
| Unvested at December 31, 2017 | 855              | \$ 30.98  |
| Granted—RSUs                  | 279              | \$ 53.73  |
| Granted—PRSUs (1)             | 266              | \$ 35.28  |
| Vested                        | (499)            | \$ 23.04  |
| Canceled/forfeited/expired    | (83)             | \$ 42.32  |
| Unvested at December 31, 2018 | 818              | \$ 43.84  |

(1) PRSUs granted included both the PRSUs granted during the year at the target amount and the additional shares of prior period granted PRSUs vested during the year in excess of the target shares.

As of December 31, 2018, there was \$17,021 unrecognized compensation cost related to non-vested RSUs and PRSUs. The Company expects to recognize such cost over a period of 1.8 years. As of December 31, 2018 and 2017, the aggregate intrinsic value of the RSUs and PRSUs outstanding was \$46,336 and \$42,103, respectively.

**Stock Options and SARs**

Stock options entitle the holder to purchase, at the end of a vesting period, a specified number of shares of the Company's common stock at a price per share set at the date of grant. SARs entitle the holder to receive, at the end of a vesting period, shares of the Company's common stock equal in value to the difference between the exercise price of the SAR, which is set at the date of grant, and the fair market value of the Company's common stock on the date of exercise.

A summary of stock option and SAR activity under the Equity Plan and Other Plans are as follows:

|  | Number<br>Outstanding | Weighted-<br>Average<br>Exercise Price<br>per Share |
|--|-----------------------|---|
| Outstanding at December 31, 2015                 | 332                   | \$ 10.26  |
| Granted  | —                     | \$ —  |
| Exercised  | (44)                  | \$ 13.69  |
| Canceled/forfeited/expired                       | (2)                   | \$ 18.03  |
| Outstanding at December 31, 2016                 | 286                   | \$ 9.67   |
| Granted  | —                     | \$ —  |
| Exercised  | (24)                  | \$ 18.85  |
| Canceled/forfeited/expired                       | —                     | \$ —  |
| Outstanding at December 31, 2017                 | 262                   | \$ 8.81   |
| Granted  | —                     | \$ —  |
| Exercised  | (35)                  | \$ 10.12  |
| Canceled/forfeited/expired                       | —                     | \$ —  |
| Outstanding at December 31, 2018                 | 227                   | \$ 8.61   |
| Vested and expected to vest at December 31, 2018 | 227                   | \$ 8.61   |
| Exercisable at December 31, 2018                 | 227                   | \$ 8.61   |

As of December 31, 2018, all SARs were fully vested, and there were no stock options outstanding. The total intrinsic value of stock options and SARs exercised was \$1,535, \$555 and \$877 for 2018, 2017 and 2016, respectively. At December 31, 2018 and 2017, the total intrinsic value of stock options and SARs outstanding and exercisable was \$10,841 and \$10,674, respectively.

#### Share-Based Compensation

Total share-based compensation expense for the years ended December 31, 2018, 2017 and 2016 was as follows:

|   | Years Ended December 31, |           |           |
|---|--------------------------|-----------|-----------|
|   | 2018                     | 2017      | 2016      |
| Share-based employee compensation, before tax | \$ 10,815                | \$ 10,237 | \$ 11,399 |
| Related income tax benefits                   | (2,812)                  | (3,985)   | (4,423)   |
| Share-based employee compensation, net of tax | \$ 8,003                 | \$ 6,252  | \$ 6,976  |

## **(11) Commitments and Contingencies**

### **(a) Legal**

From time to time, the Company is involved in various lawsuits, claims, investigations, and proceedings that arise in the ordinary course of business. These matters typically relate to professional liability, tax, compensation, contract, competitor disputes and employee-related matters and include individual and class action lawsuits, as well as inquiries and investigations by governmental agencies regarding the Company's employment and compensation practices. Additionally, some of the Company's clients may also become subject to claims, governmental inquiries and investigations, and legal actions relating to services provided by the Company's healthcare professionals. Depending upon the particular facts and circumstances, the Company may also be subject to indemnification obligations under its contracts with such clients relating to these matters. The Company records a liability when management believes an adverse outcome from a loss contingency is both probable and the amount, or a range, can be reasonably estimated. Significant judgment is required to determine both probability of loss and the estimated amount. The Company reviews its loss contingencies at least quarterly and adjusts its accruals and/or disclosures to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, or other new information, as deemed necessary. The most significant matters for which the Company has established loss contingencies are class actions related to wage and hour claims under California and Federal law. Specifically, among other claims in these lawsuits, it is alleged that employees were not afforded required breaks or compensated for all time worked, employees' wage statements are not sufficiently clear,



and certain expense reimbursements should be included in the regular rate of pay for purposes of calculating overtime rates. The Company believes that its wage and hour practices conform with law in all material respects, but litigation is always subject to inherent uncertainty. As a result, the Company entered into settlement agreements relating to claims in two wage and hour class actions during September and October 2018. The settlement agreements are subject to court approval, which is considered probable. The Company recorded increases to its accruals established in connection with these matters amounting to \$12,140 during the third quarter of 2018.

With regards to outstanding loss contingencies as of December 31, 2018, which are included in accounts payable and accrued expenses in the consolidated balance sheet, the Company believes that such matters will not, either individually or in the aggregate, have a material adverse effect on its business, consolidated financial position, results of operations, or cash flows.

**(b) Leases**

The Company leases certain office facilities and equipment under various operating leases. The Company recognizes rent expense on a straight-line basis over the lease term. Future minimum lease payments under noncancelable operating leases (with initial or remaining lease terms in excess of one year) as of December 31, 2018 are as follows:

|                              | <b>Operating<br/>Leases</b> |
|------------------------------|-----------------------------|
| Years ending December 31,    |                             |
| 2019                         | \$ 18,218                   |
| 2020                         | 18,149                      |
| 2021                         | 18,349                      |
| 2022                         | 18,144                      |
| 2023                         | 17,990                      |
| Thereafter                   | 50,436                      |
| Total minimum lease payments | <u>\$ 141,286</u>           |

Rent expense under operating leases was \$21,402, \$20,529, and \$18,793 for the years ended December 31, 2018, 2017 and 2016, respectively.

**(12) Quarterly Financial Data (Unaudited)**

|                                   | <b>Year Ended December 31, 2018</b>          |                           |                          |                           |                   |
|-----------------------------------|--|---------------------------|--------------------------|---------------------------|-------------------|
|                                   | <b>First<br/>Quarter</b>                     | <b>Second<br/>Quarter</b> | <b>Third<br/>Quarter</b> | <b>Fourth<br/>Quarter</b> | <b>Total Year</b> |
|                                   | <b>(In thousands, except per share data)</b> |                           |                          |                           |                   |
| Revenue                           | \$ 522,489                                   | \$ 558,108                | \$ 526,842               | \$ 528,635                | \$ 2,136,074      |
| Gross profit                      | \$ 167,824                                   | \$ 180,956                | \$ 175,147               | \$ 172,456                | \$ 696,383        |
| Net income                        | <u>\$ 42,681</u>                             | <u>\$ 35,529</u>          | <u>\$ 27,918</u>         | <u>\$ 35,613</u>          | <u>\$ 141,741</u> |
| <b>Net income per share from:</b> |  |                           |                          |                           |                   |
| Basic                             | <u>\$ 0.89</u>                               | <u>\$ 0.75</u>            | <u>\$ 0.59</u>           | <u>\$ 0.76</u>            | <u>\$ 2.99</u>    |
| Diluted                           | <u>\$ 0.87</u>                               | <u>\$ 0.73</u>            | <u>\$ 0.58</u>           | <u>\$ 0.74</u>            | <u>\$ 2.91</u>    |

Net income for the first quarter of 2018 included a net tax benefit of \$2,501 to adjust for an immaterial error correction related to the income tax treatment of fair value changes in the cash surrender value of company owned life insurance for prior years.

Year Ended December 31, 2017

|                                       | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter | Total Year   |
|---------------------------------------|------------------|-------------------|------------------|-------------------|--------------|
| (In thousands, except per share data) |                  |                   |                  |                   |              |
| Revenue                               | \$ 495,169       | \$ 489,803        | \$ 494,406       | \$ 509,076        | \$ 1,988,454 |
| Gross profit                          | \$ 161,776       | \$ 161,012        | \$ 159,539       | \$ 162,092        | \$ 644,419   |
| Net income                            | \$ 32,008        | \$ 31,255         | \$ 28,128        | \$ 41,167         | \$ 132,558   |
| <b>Net income per share from:</b>     |                  |                   |                  |                   |              |
| Basic                                 | \$ 0.67          | \$ 0.65           | \$ 0.59          | \$ 0.86           | \$ 2.77      |
| Diluted                               | \$ 0.65          | \$ 0.63           | \$ 0.57          | \$ 0.84           | \$ 2.68      |

Net income for the fourth quarter of 2017 included a discrete net tax benefit of \$14,039 in connection with the Company's initial analysis of the impact of the Tax Act. See Note (6), "Income Taxes," for additional information.

**(13) Subsequent Events**

***Silversheet Acquisition***

On January 30, 2019, the Company completed its acquisition of Silversheet, Inc. ("Silversheet") for \$30,000 in cash and a tiered contingent earn-out payment of up to \$25,000. Silversheet provides innovative software and services to reduce the complexities and challenges of the credentialing process for clinicians and healthcare organizations. On January 29, 2019, the Company borrowed \$30,000 under the New Credit Agreement to fund the acquisition. The New Credit Agreement is more fully described in Note (7), "Notes Payable and Credit Agreement."

**Item 9. *Changes In and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

**(1) Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures as of December 31, 2018 were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

**(2) Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Based on the framework set forth in *Internal Control—Integrated Framework (2013)*, management concluded that our internal control over financial reporting was effective as of December 31, 2018.

A registrant may omit an assessment of an acquired business's internal control over financial reporting from the registrant's assessment of its internal control; however, such an exclusion may not extend beyond one year from the date of the acquisition, nor may such assessment be omitted from more than one annual management report on internal control over financial reporting. We acquired MedPartners HIM, LLC (the "acquired entity") during 2018, and we excluded from the

assessment of the effectiveness of our internal control over financial reporting as of December 31, 2018, the acquired entity's internal control over financial reporting associated with total assets of \$205.5 million (of which \$179.8 million represents goodwill and intangibles included within the scope of the assessment) and total revenues of \$91.4 million included in our consolidated financial statements as of and for the year ended December 31, 2018.

The effectiveness of our internal control over financial reporting as of December 31, 2018 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report, which we include herein.

### **(3) Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **(4) Report of Independent Registered Public Accounting Firm**

The Stockholders and Board of Directors  
AMN Healthcare Services, Inc.:

##### *Opinion on Internal Control Over Financial Reporting*

We have audited AMN Healthcare Services, Inc. and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and related notes (collectively, the "consolidated financial statements"), and our report dated February 20, 2019 expressed an unqualified opinion on those consolidated financial statements.

The Company acquired MedPartners HIM, LLC, during 2018, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, MedPartners HIM, LLC's internal control over financial reporting associated with total assets of \$205.5 million (of which \$179.8 million represents goodwill and intangibles included within the scope of the assessment) and total revenues of \$91.4 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2018. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of MedPartners HIM, LLC.

##### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

##### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

San Diego, California  
February 20, 2019

## **Item 9B. *Other Information***

On February 19, 2019, the Company entered into new severance agreements with each of Ralph S. Henderson, the Company's President, Professional Services and Staffing, Brian M. Scott, the Company's Chief Accounting Officer, Chief Financial Officer and Treasurer, and Denise L. Jackson, the Company's Chief Legal Officer and Corporate Secretary (collectively, the "NEOs"). The terms of each of the new severance agreements with the NEOs are identical and provide certain benefits if his or her employment is terminated by the Company without Cause (as defined in the severance agreements) or the NEO resigns for Good Reason (as defined in the severance agreements). The severance benefits increase if the NEO's employment with the Company is terminated without Cause or the NEO resigns for Good Reason within one year following a change in control of the Company.

## **PART III**

## **Item 10. *Directors, Executive Officers and Corporate Governance***

Information required by this item, other than the information below concerning our Code of Ethics for Senior Financial Officers and stockholder recommended nominations, is incorporated by reference to the Proxy Statement to be distributed in connection with our Annual Meeting of Stockholders currently scheduled to be held on April 18, 2019 (the "2019 Annual Meeting Proxy Statement") under the headings "Election of Directors—Nominees for the Board of Directors," "Executive Compensation Disclosure—Non-Director Executive Officers," "Security Ownership and Other Matters—Section 16(a) Beneficial Ownership Reporting Compliance," the table set forth in "Corporate Governance—Committees of the Board" identifying, among other things, members of our Board committees, and "Corporate Governance—Committees of the Board."

We have adopted a Code of Ethics for Senior Financial Officers that applies to our principal executive officer, principal financial officer, and principal accounting officer or any person performing similar functions, which we post on our website in the "Corporate Governance" link located at [www.amnhealthcare.com/investors](http://www.amnhealthcare.com/investors). We intend to publish any amendment to, or waiver from, the Code of Ethics for Senior Financial Officers on our website. We will provide any person, without charge, a copy of such Code of Ethics upon written request, which may be mailed to 12400 High Bluff Drive, Suite 100, San Diego, California 92130, Attn: Corporate Secretary.

There have been no material changes to the procedures by which stockholders may recommend nominees to our Board since we last disclosed information related to such procedures.

## **Item 11. *Executive Compensation***

Information required by this item is incorporated by reference to the 2019 Annual Meeting Proxy Statement under the headings "Compensation, Discussion and Analysis," "Executive Compensation Disclosure," "Director Compensation and Stock Ownership Guidelines," "Corporate Governance—Board Role In Risk Oversight," "Corporate Governance—Committees of the Board—Compensation Committee—Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report."

## **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Information required by this item is incorporated by reference to the 2019 Annual Meeting Proxy Statement under the headings "Security Ownership and Other Matters—Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information at December 31, 2018."

## **Item 13. *Certain Relationships and Related Transactions, and Director Independence***

Information required by this item is incorporated by reference to the 2019 Annual Meeting Proxy Statement under the headings "Corporate Governance—Board Policy on Conflicts of Interest and Related Party Transactions," "Corporate Governance—Director Independence," and "Corporate Governance—Committees of the Board."

## **Item 14. *Principal Accounting Fees and Services***

Information required by this item is incorporated by reference to the 2019 Annual Meeting Proxy Statement under the heading "Ratification of the Selection of Independent Registered Public Accounting Firm."

## PART IV

### Item 15. *Exhibits and Financial Statement Schedules*

(a) Documents filed as part of the report.

(1) Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm  
Consolidated Balance Sheets as of December 31, 2018 and 2017  
Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017  
and 2016  
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016  
Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016  
Notes to Consolidated Financial Statements

(2) Financial Statement Schedules

All schedules have been omitted because the required information is presented in the financial statements or notes thereto, the amounts involved are not significant or the schedules are not applicable.

(3) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 2.1            | <a href="#"><u>Agreement and Plan of Merger dated as of December 16, 2014 by and among Onward Healthcare, Inc., AMN Healthcare, Inc., Terrell Acquisition Corp., and OGH, LLC (Incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K dated January 7, 2015, filed with the SEC on January 9, 2015).</u></a>   |
| 2.2            | <a href="#"><u>Stock Purchase Agreement among John D. Smith, Josem Holding, Inc. and AMN Healthcare, Inc. dated November 17, 2015 (Incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K dated January 4, 2016, filed with the SEC on January 4, 2016).</u></a>   |
| 2.3            | <a href="#"><u>Membership Interest Purchase Agreement, dated as of April 9, 2018, by and among AMN Healthcare, Inc., MedPartners HIM, LLC, the owners listed on Schedule A thereto, and the Owner Representative as defined therein (Incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K dated April 9, 2018, filed with the SEC on April 10, 2018).</u></a>  |
| 3.1            | <a href="#"><u>Amended and Restated Certificate of Incorporation of AMN Healthcare Services, Inc. (Incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the SEC on March 18, 2002).</u></a>  |
| 3.2            | <a href="#"><u>Eighth Amended and Restated By-laws of AMN Healthcare Services, Inc., effective September 18, 2017 (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated September 18, 2017, filed with the SEC on September 19, 2017).</u></a>   |
| 3.3            | <a href="#"><u>Certificate of Designations of Series A Conditional Convertible Preferred Stock (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated August 29, 2010, filed with the SEC on September 1, 2010).</u></a>  |
| 4.1            | <a href="#"><u>Specimen Stock Certificate (Incorporated by reference to Exhibit 4.1 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the SEC on March 18, 2002).</u></a>  |
| 4.2            | <a href="#"><u>Indenture, dated as of October 3, 2016, by and among AMN Healthcare, Inc., the guarantors party thereto, and U.S. Bank National Association (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the SEC on November 4, 2016).</u></a>   |
| 10.1           | <a href="#"><u>Credit Agreement, dated as of February 9, 2018, by and among AMN Healthcare, Inc., as borrower, AMN Healthcare Services, Inc., AMN Services, LLC, O'Grady-Peyton International (USA), Inc., AMN Staffing Services, LLC, Merritt, Hawkins &amp; Associates, LLC, AMN Healthcare Allied, Inc., Staff Care, Inc., AMN Allied Services, LLC, Nursefinders, LLC, Shiftwise, Inc., AMN Vision Services, LLC, Locum Leaders of Missouri, LLC, Onward Healthcare, LLC, Locum Leaders, LLC, Medefis, Inc., Avantas, LLC, The First String Healthcare, Inc., MillicanSolutions, LLC, B. E. Smith, LLC, B. E. Smith Interim Services, LLC, HealthSource Global Staffing, Inc., Peak Provider Solutions, Inc., Peak Health Solutions, LLC, and Peak Government Services, LLC, as guarantors, the lenders identified on the signature pages thereto, as lenders, and SunTrust Bank, as administrative agent (Incorporated by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 4, 2018).</u></a> |
| 10.2           | <a href="#"><u>Office Lease, dated as of April 2, 2002, between Kilroy Realty, L.P. and AMN Healthcare, Inc. (Incorporated by reference to Exhibit 10.45 of the Registrant's Registration Statement on Form S-1 (File No. 333-86952), filed with the SEC on April 25, 2002).</u></a>  |
| 10.3           | <a href="#"><u>Third Amendment to Office Lease, dated as of June 30, 2014, between Kilroy Realty, L.P. and AMN Healthcare, Inc. (Incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed with the SEC on August 1, 2014).</u></a>  |
| 10.4           | <a href="#"><u>AMN Healthcare 2017 Equity Plan (Management Contract or Compensatory Plan or Arrangement) effective as of April 19, 2017 (Incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K dated April 19, 2017, filed with the SEC on April 25, 2017).</u></a>  |
| 10.5           | <a href="#"><u>Form of AMN Healthcare Equity Plan Stock Appreciation Right Agreement—Director (Management Contract or Compensatory Plan or Arrangement).**</u></a>  |
| 10.6           | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Director (Management Contract or Compensatory Plan or Arrangement).**</u></a>   |
| 10.7           | <a href="#"><u>Form of AMN Healthcare Equity Plan Stock Appreciation Right Agreement—Officer (Management Contract or Compensatory Plan or Arrangement).**</u></a>   |
| 10.8           | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Officer (Management Contract or Compensatory Plan or Arrangement).**</u></a>  |



| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.9                      | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Officer (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.1 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, filed with the SEC on May 7, 2010).</u></a>                                      |
| 10.10                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Performance Restricted Stock Unit Agreement—Officer (TSR) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.1 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, filed with the SEC on May 6, 2011).</u></a>                    |
| 10.11                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Director (One Year Vesting and Settlement) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.2 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed with the SEC on August 7, 2012).</u></a> |
| 10.12                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Performance Restricted Stock Unit Agreement—Officer (Adjusted EBITDA Margin) (Management Contract or Compensation Plan or Arrangement) (Incorporated by reference to Exhibit 10.1 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed with the SEC on May 3, 2013).</u></a> |
| 10.13                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Officer (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.2 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the SEC on May 2, 2014).</u></a>                                      |
| 10.14                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Performance Restricted Stock Unit Agreement—Officer (TSR) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.3 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the SEC on May 2, 2014).</u></a>                    |
| 10.15                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Director (One Year Vesting with Deferral) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.4 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the SEC on May 2, 2014).</u></a>    |
| 10.16                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Performance Restricted Stock Unit Agreement—Officer (TSR) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.2 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on May 6, 2016).</u></a>                    |
| 10.17                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Performance Restricted Stock Unit Agreement—Officer (Adjusted EBITDA Margin) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.3 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on May 6, 2016).</u></a> |
| 10.18                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Officer (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.4 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the SEC on May 6, 2016).</u></a>                                      |
| 10.19                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Officer (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.17 of the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 24, 2016).</u></a>                                  |
| 10.20                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Performance Restricted Stock Unit Agreement—Officer (TSR) (Management Contract or Compensatory Plan or Arrangement). (Incorporated by reference to Exhibit 10.1 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 4, 2018).</u></a>                   |
| 10.21                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Performance Restricted Stock Unit Agreement—Officer (Adjusted EBITDA Margin) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.2 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 4, 2018).</u></a> |
| 10.22                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Officer (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.3 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 4, 2018).</u></a>                                      |
| 10.23                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Director (One Year Vesting with Deferral) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.4 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 4, 2018).</u></a>    |

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 10.24                     | <a href="#"><u>Form of AMN Healthcare Equity Plan Restricted Stock Unit Agreement—Director (One Year Vesting and Settlement) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.5 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 4, 2018).</u></a>                |
| 10.25                     | <a href="#"><u>AMN Healthcare 2017 Senior Executive Incentive Bonus Plan (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit C of the Registrant’s Definitive Proxy Statement on Schedule 14A, filed on March 9, 2017).</u></a>  |
| 10.26                     | <a href="#"><u>The 2005 Amended and Restated Executive Nonqualified Excess Plan of AMN Healthcare, Inc., effective January 1, 2009 (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.2 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed with the SEC on November 7, 2008).</u></a> |
| 10.27                     | <a href="#"><u>Employment Agreement, dated as of May 4, 2005, between AMN Healthcare, Inc. and Susan R. Nowakowski (aka Susan R. Salka) (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 10.3 of the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the SEC on May 9, 2005).</u></a>     |
| 10.28                     | <a href="#"><u>First Amendment to Employment Agreement, dated as of February 6, 2008, between AMN Healthcare, Inc. and Susan R. Nowakowski (aka Susan R. Salka) (Management Contract or Compensatory Plan or Arrangement).***</u></a>  |
| 10.29                     | <a href="#"><u>Executive Severance Agreement between AMN Healthcare, Inc. and Denise L. Jackson, dated February 6, 2008 (Management Contract or Compensatory Plan or Arrangement).***</u></a>  |
| 10.30                     | <a href="#"><u>Executive Severance Agreement between AMN Healthcare, Inc. and Ralph Henderson, dated February 6, 2008 (Management Contract or Compensatory Plan or Arrangement).***</u></a>  |
| 10.31                     | <a href="#"><u>Executive Severance Agreement between AMN Healthcare, Inc. and Brian M. Scott, effective as of January 24, 2011 (Management Contract or Compensatory Plan or Arrangement) (Incorporated by reference to Exhibit 99.3 of the Registrant’s Current Report on Form 8-K dated January 3, 2011, filed with the SEC on January 5, 2011).</u></a>                            |
| 10.32                     | <a href="#"><u>Form of Indemnification Agreement—Officer and Director (Incorporated by reference to Exhibit 10.14 of the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on March 5, 2010).</u></a>  |
| 10.33                     | <a href="#"><u>Form of AMN 2017 Healthcare Equity Plan Restricted Stock Unit Agreement—Officer (Management Contract or Compensatory Plan or Arrangement).*</u></a>   |
| 21.1                      | <a href="#"><u>Subsidiaries of the Registrant.*</u></a>  |
| 23.1                      | <a href="#"><u>Consent of Independent Registered Public Accounting Firm.*</u></a>  |
| 31.1                      | <a href="#"><u>Certification by Susan R. Salka pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.*</u></a>   |
| 31.2                      | <a href="#"><u>Certification by Brian M. Scott pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.*</u></a>   |
| 32.1                      | <a href="#"><u>Certification by Susan R. Salka pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u></a>  |
| 32.2                      | <a href="#"><u>Certification by Brian M. Scott pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u></a>  |
| 101.INS                   | XBRL Instance Document.*   |
| 101.SCH                   | XBRL Taxonomy Extension Schema Document.*  |
| 101.CAL                   | XBRL Taxonomy Extension Calculation Linkbase Document.*  |
| 101.DEF                   | XBRL Taxonomy Extension Definition Linkbase Document.*   |
| 101.LAB                   | XBRL Taxonomy Extension Label Linkbase Document.*  |
| 101.PRE                   | XBRL Taxonomy Extension Presentation Linkbase Document.*   |

- \* Filed herewith.
- \*\* Incorporated by reference to the applicable exhibit of the Registrant's Current Report on Form 8-K dated April 12, 2006, filed with the SEC on April 14, 2006.
- \*\*\* Incorporated by reference to the applicable exhibit of the Registrant's Current Report on Form 8-K dated February 12, 2008, filed with the SEC on February 12, 2008.

## **Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMN HEALTHCARE SERVICES, INC.

/S/ SUSAN R. SALKA

Susan R. Salka  
President and Chief Executive Officer

Date: February 20, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated and on February 20, 2019.

/S/ SUSAN R. SALKA

Susan R. Salka  
Director, President and Chief Executive Officer  
(Principal Executive Officer)

/S/ BRIAN M. SCOTT

Brian M. Scott  
Chief Accounting Officer,  
Chief Financial Officer and Treasurer  
(Principal Accounting and Financial Officer)

/S/ DOUGLAS D. WHEAT

Douglas D. Wheat  
Director and Chairman of the Board

/S/ MARK G. FOLETTA

Mark G. Foletta  
Director

/S/ R. JEFFREY HARRIS

R. Jeffrey Harris  
Director

/S/ MICHAEL M.E. JOHNS

Michael M.E. Johns  
Director

/S/ MARTHA H. MARSH

Martha H. Marsh  
Director

/S/ ANDREW M. STERN

Andrew M. Stern  
Director

/S/ PAUL E. WEAVER

Paul E. Weaver  
Director

/S/ DAPHNE E. JONES

Daphne E. Jones  
Director

**AMN HEALTHCARE  
EQUITY PLAN  
RESTRICTED STOCK UNIT AGREEMENT**

THIS RESTRICTED STOCK UNIT AGREEMENT (the “Agreement”), made this \_\_\_\_\_, 20\_\_\_\_, by and between AMN Healthcare Services, Inc. (the “Company”), a Delaware corporation, and \_\_\_\_\_ (the “Grantee”).

WITNESSETH:

WHEREAS, the Company sponsors the AMN Healthcare 2017 Equity Plan, (as may be amended from time to time, the “Plan”), and desires to afford the Grantee the opportunity to share in the appreciation of the Company’s common stock, par value \$.01 per share (“Stock”) thereunder, thereby strengthening the Grantee’s commitment to the welfare of the Company and Affiliates and promoting an identity of interest between stockholders and the Grantee.

NOW THEREFORE, in consideration of the covenants and agreements herein contained, the parties hereto hereby agree as follows:

**1. Definitions.**

The following definitions shall be applicable throughout the Agreement. Where capitalized terms are used but not defined herein, their meaning shall be that set forth in the Plan (unless the context indicates otherwise).

(a) “Affiliate” means (i) any entity that directly or indirectly is controlled by, or is under common control with, the Company and (ii) any entity in which the Company has a significant equity interest, in either case, as determined by the Committee.

(b) “Cause” means (i) the definition of “cause” provided in the employment or severance agreement in effect between the Grantee and the Company or any Affiliate or (ii) if no such agreement exists, then the occurrence of any of the following: (A) Grantee’s failure to perform in any material respect his or her duties as an employee of the Company, (B) Grantee’s violation of the Company’s Code of Business Conduct, Code of Ethics for Senior Financial Officers and Principal Executive Officer, and/or Securities Trading Policy, (C) the engaging by Grantee in willful misconduct or gross negligence which is injurious to the Company or any of its affiliates, monetarily or otherwise, (D) the commission by the Grantee of an act of fraud or embezzlement against the Company or any of its affiliates, or (E) the conviction of the Grantee of a crime which constitutes a felony or any lesser crime that involves Company property or a pleading of guilty or nolo contendere with respect to a crime which constitutes a felony or any lesser crime that involves Company property.

(c) “Change in Control” means:

(i) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended

(the “Exchange Act”)) (a “Person”) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of a majority of the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors;

(ii) the sale of all or substantially all of the business or assets of the Company; or

(iii) the consummation of a merger, consolidation or similar form of corporate transaction involving the Company that requires the approval of the Company’s stockholders, whether for such transaction or the issuance of securities in the transaction (a “Business Combination”), if immediately following such Business Combination: (A) a Person is or becomes the beneficial owner, directly or indirectly, of a majority of the combined voting power of the outstanding voting securities eligible to elect directors of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation), or (B) the Company’s stockholders prior to the Business Combination thereafter cease to beneficially own, directly or indirectly, a majority of the combined voting power of the outstanding voting securities eligible to elect directors of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation), counting for this purpose only voting securities of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation) received by such stockholders in connection with the Business Combination. “Surviving Corporation” shall mean the corporation resulting from a Business Combination, and “Parent Corporation” shall mean the ultimate parent corporation that directly or indirectly has beneficial ownership of a majority of the combined voting power of the then outstanding voting securities of the Surviving Corporation entitled to vote generally in the election of directors.

(d) “Change in Control Termination” means the occurrence of either of the following events during the Protection Period: (i) the Company’s termination of the Grantee’s Service without Cause (other than due to death or Disability) or (ii) the Grantee’s termination of his or her Service with Good Reason at a time when the Grantee could not have been terminated for Cause.

(a) “Credited Service” means the performance of Service on a substantially full time basis for a continuous twelve-month period. For this purpose, substantially full time basis shall mean that the employee or consultant provides regular and recurring services to the Company of at least 32 hours each week. The taking of approved paid time off or legally mandated leave, such as FMLA, does not interrupt this period of Credited Service. Notwithstanding the foregoing, the Committee may treat periods of less than full time employment, in whole or in part, as Credited Service in its sole discretion.

(b) “Disabled” has the meaning set forth in Section 13(c)(ii) of the Plan.

(c) “Good Reason” means (i) the definition of “good reason” provided in the employment or severance agreement in effect between the Grantee and the Company or any Affiliate or (ii) if no such agreement exists, then the occurrence of any of the following events without the Grantee’s express written consent: (A) a material reduction in the Grantee’s base

salary or target annual bonus compensation as in effect on the date immediately prior to a Change in Control, (B) the Company's assignment to the Grantee without the Grantee's consent of duties materially and adversely inconsistent with the Grantee's position, duties or responsibilities as in effect immediately before the Change in Control, including, but not limited to, any material reduction in such position, duties or responsibilities, or a change in the Grantee's title or office, as then in effect, or any removal of the Grantee from any of such positions, titles or offices, or (C) the Company's relocation of the Grantee's principal place of employment to a locale that is more than fifty (50) miles from the Grantee's principal place of employment immediately prior to the Change in Control.

(d) "Grant Date" means \_\_\_\_\_, which is the date the Committee authorized this RSU grant.

(e) "NQDC Plan" means the Company's 2005 Amended and Restated Executive Nonqualified Excess Plan, as may be amended from time to time.

(f) "Protection Period" means the period beginning on the date that is six (6) months before the effective date of a Change in Control and ending on the second anniversary of the effective date of the Change in Control.

(g) "Restricted Stock Unit(s)" or "RSU(s)" means the restricted stock unit granted under Section 2.

(h) "Retirement" means termination of an employee's Service (other than for Cause or due to a Change in Control Termination) on or after attainment of age 55 with at least 15 full years of aggregate Service. For clarity, only twelve (12) months of continuous Service shall count as a full year of Service for purposes of determining if an employee is eligible for Retirement.

(i) "Service" means the performance of services for the Company (or any Affiliate) by a person in the capacity of an officer or other employee or key person (including consultants).

**2. Grant of Restricted Stock Units.** Subject to the terms and conditions set forth herein, the Company hereby grants to the Grantee an aggregate of \_\_\_\_\_ Restricted Stock Units ("RSUs").

**3. Vesting Schedule.** No RSUs may be settled until they shall have vested. Except as otherwise set forth in this Agreement or in the Plan, the RSUs will vest in three tranches on each of the first, second and third anniversaries of the Grant Date and the Grantee's provision of three periods of Credited Service. The first tranche, equal to 33% of the RSUs granted, will vest on the first anniversary of the Grant Date and the Grantee's provision of one period of Credited Service. The second tranche, equal to 33% of the RSUs granted, will vest on the second anniversary of the Grant Date and the Grantee's provision of a second period of Credited Service. The final tranche, equal to 34% of the RSUs granted, will vest on the third anniversary of the Grant Date and the Grantee's provision of a third period of Credited Service.

#### 4. **Settlement and Deferral of RSUs.**

(a) Each vested RSU entitles the Grantee to receive one share of Stock on the “Settlement Date,” which shall be the later of (i) the vesting date for such RSU, provided, however, if there is an accelerated vesting of all or a portion of the RSUs under Section 6 hereof, the Settlement Date for any such accelerated RSUs shall be the date on which it is determined that the conditions to acceleration have been met or (ii) the end of the deferral period specified by the Grantee. The deferral period shall be no less than four (4) years and five (5) days from the Grant Date. Such deferral election shall be made within 30 days of the Grant Date. The deferral of RSUs shall be subject to the NQDC Plan and the applicable deferral election.

(b) Shares of Stock underlying the RSUs shall be issued and delivered to the Grantee in accordance with paragraph (a) and upon compliance to the satisfaction of the Committee with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Committee as to such compliance shall be final and binding on the Grantee. The shares of Stock delivered to the Grantee pursuant to this Section 4 shall be free and clear of all liens, fully paid and non-assessable. In no event shall fractional shares of Stock be issued.

(c) Until such time as shares of Stock have been issued to the Grantee pursuant to paragraph (b) above, and except as set forth in Section 5 below regarding dividend equivalents, the Grantee shall not have any rights as a holder of the shares of Stock underlying this Grant including but not limited to voting rights.

(d) The Grantee may be required to pay to the Company or any Affiliate, and the Company or any Affiliate shall have the right and is hereby authorized to withhold from any shares of Stock or other property deliverable under the RSU or from any compensation or other amounts owing to the Grantee the amount (in cash, Stock or other property) of any required tax withholding and payroll taxes in respect of an RSU vesting or settlement and to take such other action as may be necessary in the opinion of the Company to satisfy all obligations for the payment of such taxes.

(e) Without limiting the generality of clause (d) above, in the Committee’s sole discretion the Grantee may satisfy, in whole or in part, the foregoing withholding liability by having the Company withhold from the number of shares of Stock otherwise issuable pursuant to the settlement of the RSU a number of shares with a Fair Market Value equal to such withholding liability.

**5. Dividend Equivalents.** If on any date the Company shall pay any cash dividend on shares of Stock of the Company, the number of RSUs credited to the Grantee shall, as of such date, be increased by an amount determined by the following formula:

$W = (X \text{ multiplied by } Y) \text{ divided by } Z$ , where:

W = the number of additional RSUs to be credited to the Grantee on such dividend payment date;



X = the aggregate number of RSUs (whether vested or unvested) credited to the Grantee as of the record date of the dividend;

Y = the cash dividend per share amount; and

Z = the Fair Market Value per share of Stock (as determined under the Plan) on the dividend payment date.

## **6. Termination of Service.**

(a) Except as provided below, if the Grantee's Service terminates for any reason prior to the Settlement Date, then all vested RSUs shall be settled in accordance with Section 4, and any unvested RSUs shall be forfeited.

(b) If the Grantee's Service terminates due to Retirement at any time after six (6) months from the Grant Date but before the Settlement Date, then the Grantee shall continue to vest in all of the Grantee's RSUs according to the schedule established in Section 3 as though the Grantee's Service had not terminated (and, for the sake of clarity, as though the Grantee met all Credited Service requirements), and such RSUs shall be settled at the time specified in Section 4 hereof.

(c) If the Grantee's Service terminates due to a Change in Control Termination after the Grant Date but before the Settlement Date, then on the date of the Grantee's termination (or, if later, on the effective date of the Change in Control), 100% of the RSUs shall become immediately vested and settled according to Section 4 hereof.

(d) In the event of the Grantee's death or if the Committee determines, in its sole discretion, that the Grantee has become Disabled, in each case, after the Grant Date and prior to third anniversary of the Grant Date), 100% of the RSUs shall become immediately vested and, regardless of the Grantee's deferral election, the Company as soon as reasonably practicable shall issue shares of Stock to the Grantee (or the Grantee's designated beneficiary or estate executor in the event of the Grantee's death) with respect to the RSUs that have vested hereunder but for which shares of Stock had not yet been issued to the Grantee.

(e) If the Grantee's service terminates for Cause, then any outstanding RSUs, whether vested or unvested, shall be forfeited and cancelled as of the Grantee's termination date. If the Grantee's employment is terminated due to a reason specified in (b)-(d) above but, after such termination, the Committee determines that it would have had Cause to terminate the Grantee's Service if all the relevant facts had been known to the Committee as of the date of the Grantee's termination, then all outstanding RSUs shall immediately be forfeited and cancelled, whether or not vested, as of the date of the Committee's determination.

## **7. Company; Grantee.**

(a) The term "Company" as used in this Agreement with reference to employment shall include the Company, its Subsidiaries and its Affiliates, as appropriate.

(b) Whenever the word “Grantee” is used in any provision of this Agreement under circumstances where the provision should logically be construed to apply to the beneficiaries, the executors, the administrators, or the person or persons to whom the RSUs may be transferred by will or by the laws of descent and distribution, the word “Grantee” shall be deemed to include such person or persons.

**8. Non-Transferability.** The RSUs granted herein are not transferable by the Grantee other than to a designated beneficiary upon death, by will or the laws of descent and distribution, to a trust solely for the benefit of the Grantee or his/her immediate family or, in the case of the RSUs being held by such a trust, by the trustee.

**9. Forfeiture by Violation of Restrictive Covenants.**

(a) Non-Compete. The Grantee agrees that during the term of the Grantee’s employment and for a period of two years thereafter (the “Coverage Period”) the Grantee will not engage in, consult with, participate in, hold a position as shareholder, director, officer, consultant, employee, partner or investor, or otherwise assist any business entity (i) in any State of the United States of America or (ii) in any other country in which the Company (which, for the avoidance of doubt, includes for all purposes of this Section 9 any and all of its divisions, Affiliates or Subsidiaries) has business activities, in either case, that is engaged in (A) any activities that are competitive with the business of providing (I) healthcare or other personnel on a temporary or permanent placement basis to hospitals, healthcare facilities, healthcare provider practice groups or other entities, or (II) clinical workforce management services, or (B) any other business in which the Company is then engaged, in each case, including any and all business activities reasonably related thereto.

(b) Non-Solicit. The Grantee agrees that during the Coverage Period, the Grantee shall not solicit, attempt to solicit or endeavor to entice away from the Company any person who, at any time during the term of the Grantee’s employment was a healthcare professional (including a healthcare executive) of the Company, or an employee, customer, permanent placement candidate, client or supplier of the Company.

(c) Confidential and Proprietary Information. The Grantee agrees that the Grantee will not, at any time make use of or divulge to any other person, firm or corporation any confidential or proprietary information concerning the business or policies of the Company (which includes, for the avoidance of doubt, any and all of its divisions, Affiliates or Subsidiaries). For purposes of this Agreement, any confidential information shall constitute any information designated as confidential or proprietary by the Company or otherwise known by the Grantee to be confidential or proprietary information including, without limitation, customer information. The Grantee acknowledges and agrees that for purposes of this Agreement, “customer information” includes without limitation, customer lists, all lists of professional personnel, names, addresses, phone numbers, contact persons, preferences, pricing arrangements, requirements and practices. The Grantee’s obligation under this Section 9(c) shall not apply to any information that (i) is known publicly; (ii) is in the public domain or hereafter enters the public domain without the fault of the Grantee; or (iii) is hereafter disclosed to the Grantee by a third party not under an obligation of confidence to the Company. The Grantee agrees not to

remove from the premises of the Company, except as an employee of the Company in pursuit of the business of the Company or except as specifically permitted in writing by the Company, any document or other object containing or reflecting any such confidential or proprietary information. The Grantee recognizes that all such information, whether developed by the Grantee or by someone else, will be the sole exclusive property of the Company. Upon termination of employment, the Grantee shall forthwith deliver to the Company all such confidential or proprietary information, including without limitation all lists of customers, pricing methods, financial structures, correspondence, accounts, records and any other documents, computer disks, computer programs, software, laptops, modems or property made or held by the Grantee or under the Grantee's control in relation to the business or affairs of the Company, and no copy of any such confidential or proprietary information shall be retained by the Grantee.

(d) **Forfeiture for Violations.** If the Grantee shall at any time violate the provisions of Section 9(a), (b), or (c), the Grantee shall immediately forfeit his/her RSUs (whether vested or unvested) and any issuance of shares of Stock that occurs after (or within six (6) months before) any such violation shall be void *ab initio*.

(e) **Additional Agreement.** For the avoidance of doubt, this Section 9 shall be in addition to and shall not supersede (or be superseded by) any other agreements related to the subject matter of this Section 9 contained in any confidentiality agreement, noncompetition agreement or any other agreement between the Grantee and the Company.

**10. Rights as Stockholder.** The Grantee or a transferee of the RSUs shall have no rights as a stockholder with respect to any share of Stock covered by the RSUs until the Grantee shall have become the holder of record of such share of Stock and no adjustment shall be made for dividends or distributions or other rights in respect of such share of Stock for which the record date is prior to the date upon which Grantee shall become the holder of record thereof.

**11. Successor.** The obligations of the Company under this Agreement shall be binding upon any successor corporation or organization resulting from the merger, consolidation or other reorganization of the Company, or upon any successor corporation or organization succeeding to substantially all of the assets and business of the Company. The Company agrees that it will make appropriate provisions for the preservation of the Grantee's rights under this Agreement in any agreement or plan that it may enter into or adopt to effect any such merger, consolidation, reorganization or transfer of assets.

**12. Notice.** Every notice or other communication relating to this Agreement shall be in writing, and shall be mailed to or delivered to the party for whom it is intended at such address as may from time to time be designated by it in a notice mailed or delivered to the other party as herein provided, provided that, unless and until some other address be so designated, all notices or communications by the Grantee to the Company shall be mailed or delivered to the Company at its principal executive office, and all notices or communications by the Company to the Grantee may be given to the Grantee personally or may be mailed to the Grantee at the Grantee's address as recorded in the records of the Company.

**13. No Right to Continued Employment.** This Agreement shall not be construed as giving the Grantee the right to be retained in the employ or service of the Company, a Subsidiary or an Affiliate. Further, the Company or an Affiliate may at any time dismiss the Grantee or discontinue any consulting relationship, free from any liability or any claim under this Agreement, except as otherwise expressly provided herein.

**14. Binding Effect.** Subject to Section 8 hereof, this Agreement shall be binding upon the heirs, executors, administrators and successors of the parties hereto.

**15. Amendment of Agreement.** The Committee may, to the extent consistent with the terms of this Agreement, waive any conditions or rights under, amend any terms of, or alter, suspend, discontinue, cancel or terminate, any portion of the RSUs heretofore granted, prospectively or retroactively; provided that any such waiver, amendment, alteration, suspension, discontinuance, cancellation or termination that would adversely impair the rights of the Grantee in respect of any RSUs already granted shall not to that extent be effective without the consent of the Grantee.

**16. RSUs Subject to Plan and NQDC Plan.** By entering into this Agreement, the Grantee agrees and acknowledges that the Grantee has received and read a copy of the Plan and a copy of the NQDC Plan. The RSUs are subject to the terms of Plan, and the NQDC Plan if the RSUs are deferred under the NQDC Plan. The terms and provisions of the plans as they may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of either the Plan or the NQDC Plan, the applicable terms and provisions of the applicable plan will govern and prevail.

**17. Governing Law.** This Agreement shall be construed and interpreted in accordance with the internal laws of the State of Delaware without regard to the principles of conflicts of law thereof, or principles of conflicts of laws of any other jurisdiction that could cause the application of the laws of any jurisdiction other than the State of Delaware.

**IN WITNESS WHEREOF**, the parties hereto have executed this Agreement as of the day and year first above written.

**AMN HEALTHCARE SERVICES, INC.**

**By:** \_\_\_\_\_

Name: Susan R. Salka

Title: President and CEO

**GRANTEE**

**By:** \_\_\_\_\_

Name:

## Subsidiaries of the Registrant, as of December 31, 2018

| Subsidiary  | Jurisdiction of Organization |
|---|------------------------------|
| AMN Allied Services, LLC                              | Delaware                     |
| AMN Healthcare Allied, Inc.                           | Texas                        |
| AMN Healthcare, Inc.                                  | Nevada                       |
| AMN Services, LLC                                     | North Carolina               |
| AMN Staffing Services, LLC                            | Delaware                     |
| AMN Vision Services, LLC                              | Delaware                     |
| Avantas, LLC  | Nebraska                     |
| B. E. Smith Interim Services, LLC                     | Delaware                     |
| B. E. Smith, LLC                                      | Delaware                     |
| HealthSource Global Staffing, Inc.                    | California                   |
| Leaders for Today, LLC                                | Massachusetts                |
| Locum Leaders, LLC                                    | Delaware                     |
| Medefis, Inc.   | Delaware                     |
| MedPartners HIM, LLC                                  | Delaware                     |
| Merritt, Hawkins & Associates, LLC                    | California                   |
| MillicanSolutions, LLC                                | Delaware                     |
| Nursefinders, LLC                                     | Texas                        |
| O'Grady Peyton International (Europe) Limited         | United Kingdom               |
| O'Grady Peyton International (India) Private Limited  | India                        |
| O'Grady Peyton International Recruitment U.K. Limited | United Kingdom               |
| O'Grady-Peyton International (USA), Inc.              | Massachusetts                |
| Onward Healthcare, LLC                                | Delaware                     |
| Peak Government Services, LLC                         | California                   |
| Peak Health Solutions, LLC                            | California                   |
| Peak Provider Solutions, Inc.                         | Delaware                     |
| Phillips, DiPisa & Associates, Inc.                   | Massachusetts                |
| ShiftWise, Inc.                                       | Oregon                       |
| Spectrum Insurance Company, Inc.                      | Hawaii                       |
| Staff Care, Inc.                                      | Delaware                     |
| The First String Healthcare, Inc.                     | California                   |

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
AMN Healthcare Services, Inc.:

We consent to the incorporation by reference in the registration statements (No. 333-73482, No. 333-117695, No. 333-133227, No. 333-133305, No. 333-142187, No. 333-158523, No. 333-180856, No. 333-180857, No. 333-194484, and No. 333-217553) on Form S-8 of AMN Healthcare Services, Inc. and subsidiaries (the Company) of our reports dated February 20, 2019, with respect to the consolidated balance sheets of the Company as of December 31, 2018 and 2017, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2018, which reports appear in the December 31, 2018 annual report on Form 10-K of AMN Healthcare Services, Inc. and subsidiaries.

Our report dated February 20, 2019, on the effectiveness of internal control over financial reporting as of December 31, 2018, contains an explanatory paragraph that states management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, MedPartners HIM, LLC, internal control over financial reporting associated with total assets of \$205.5 million (of which \$179.8 million represents goodwill and intangibles included within the scope of the assessment) and total revenue of \$91.4 million included in the consolidated financial statements of AMN Healthcare Services, Inc. and subsidiaries as of and for the year ended December 31, 2018. Our audit of internal control over financial reporting of AMN Healthcare Services, Inc. and subsidiaries also excluded an evaluation of the internal control over financial reporting of MedPartners HIM, LLC.

/s/ KPMG LLP

San Diego, California  
February 20, 2019

**Certification Pursuant To  
Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Susan R. Salka, certify that:

1. I have reviewed this report on Form 10-K of AMN Healthcare Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ SUSAN R. SALKA

\_\_\_\_\_  
**Susan R. Salka**  
**Director, President and Chief Executive Officer**  
**(Principal Executive Officer)**

Date: February 20, 2019



**Certification Pursuant To  
Rule 13a-14(a) of the Securities Exchange Act of 1934**

I, Brian M. Scott, certify that:

1. I have reviewed this report on Form 10-K of AMN Healthcare Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ BRIAN M. SCOTT

**Brian M. Scott**  
**Chief Accounting Officer,**  
**Chief Financial Officer and Treasurer**  
**(Principal Accounting and Financial Officer)**

Date: February 20, 2019

## AMN Healthcare Services, Inc.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of AMN Healthcare Services, Inc. (the "Company") on Form 10-K for the period ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Susan R. Salka, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SUSAN R. SALKA

---

**Susan R. Salka**  
**President and Chief Executive Officer**

Date: February 20, 2019

## AMN Healthcare Services, Inc.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of AMN Healthcare Services, Inc. (the "Company") on Form 10-K for the period ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian M. Scott, Chief Accounting Officer, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ BRIAN M. SCOTT

---

**Brian M. Scott**  
**Chief Accounting Officer,**  
**Chief Financial Officer and Treasurer**

Date: February 20, 2019