

AMN HEALTHCARE SERVICES INC  
Form POS AM  
March 26, 2007

As filed with the Securities and Exchange Commission on March 26, 2007

Registration No. 333-132371

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2 TO

**FORM S-3**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**AMN HEALTHCARE SERVICES, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

12400 High Bluff Drive, Suite 100

San Diego, California 92130

866-871-8519

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Denise L. Jackson, Esq.

Senior Vice President, General Counsel and Secretary

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**AMN Healthcare Services, Inc.**

**12400 High Bluff Drive, Suite 100**

**San Diego, California 92130**

**866-871-8519**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*

**John C. Kennedy, Esq.**

**Paul, Weiss, Rifkind, Wharton & Garrison LLP**

**1285 Avenue of the Americas**

**New York, NY 10019-6064**

**(212) 373-3000**

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**Approximate date of commencement of proposed sale to public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  \_\_\_\_\_

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**TERMINATION OF REGISTRATION STATEMENT**

**AND DEREGISTRATION OF SECURITIES**

We previously filed a Registration Statement on Form S-3 (File No. 333-132371) (the Registration Statement ) with the Securities and Exchange Commission (the Commission ) on March 13, 2006, registering 3,046,538 shares of our common stock to be offered from time-to-time by the selling stockholders named therein. The Commission declared the Registration Statement effective on March 22, 2006. On May 22, 2006, by Post-Effective Amendment No. 1 to the Registration Statement, we deregistered 2,186,785 shares of our common stock under the Registration Statement.

Our contractual obligation to maintain the effectiveness of the Registration Statement has expired. Accordingly, we are filing this Post-Effective Amendment No. 2 to the Registration Statement to terminate the effectiveness of the Registration Statement and deregister, as of the effective date of this Post-Effective Amendment No. 2, all of the shares of our common stock remaining unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on March 26, 2007.

AMN HEALTHCARE SERVICES, INC.

By: /s/ SUSAN R. NOWAKOWSKI  
 Name: **Susan R. Nowakowski**  
 Title: **President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed on March 26, 2007 by the following persons in the capacities indicated.

Signature	Title
/s/ SUSAN R. NOWAKOWSKI  <b>Susan R. Nowakowski</b>	President, Chief Executive Officer and Director (Principal Executive Officer)
*	Chairman of the Board and Director
<b>Steven C. Francis</b>	
*	Chief Financial Officer, Chief Accounting Officer and Treasurer (Principal Financial and Accounting Officer)
<b>David C. Dreyer</b>	
*	Director
<b>Douglas D. Wheat</b>	
*	Director
<b>William F. Miller, III</b>	
*	Director
<b>Andrew M. Stern</b>	
*	Director
<b>Kenneth F. Yontz</b>	
*	Director
<b>R. Jeffrey Harris</b>	

\*By: /s/ SUSAN R. NOWAKOWSKI  
**Susan R. Nowakowski**

*Attorney-in-fact*

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