

CROSS COUNTRY HEALTHCARE INC

Form 4/A

August 13, 2014

# FORM 4

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

OMB APPROVAL

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HENSEL EMIL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/03/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Former Officer and Director

C/O CROSS COUNTRY HEALTHCARE, INC., 6551 PARK OF COMMERCE BLVD., N.W.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/06/2014

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOCA RATON, FL 33487

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock (restricted) <sup>(1)</sup> | 06/04/2014                           |  | D                              | 38,125  | \$ 0  | D  |   |
| Common Stock <sup>(2)</sup>              | 06/04/2014                           |  | M                              | 1,590   | \$ 4.35   | D  |   |
| Common Stock <sup>(3)</sup>              | 06/05/2014                           |  | S                              | 3,000   | \$ 6.75   | I  | By wife   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights                  | \$ 4.35  | 06/04/2014                           |  | M                              | 5,000   | <u>(4)</u> 06/01/2019                                    | Common Stock  | 5,000                      |
| Stock Appreciation Rights <sup>(6)</sup>   | \$ 4.35  | 06/03/2014                           |  | D                              | 38,125  | <u>(4)</u> 06/01/2019                                    | Common Stock  | 38,125                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

HENSEL EMIL  
C/O CROSS COUNTRY HEALTHCARE, INC.  
6551 PARK OF COMMERCE BLVD., N.W.  
BOCA RATON, FL 33487

Former Officer and Director

## Signatures

/s/ Emil Hensel 08/13/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents forfeiture of unvested restricted stock.
- (2) Mr. Hensel will exercise Stock Appreciation Rights and as a result of such exercise will receive an aggregate of 1,590 shares.
- (3) Mr. Hensel's wife holds 165,812 shares.
- (4) The Stock Appreciation Rights were exercisable on June 1, 2013 and June 1, 2014.

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(5) This Form 4 is amended to reflect the expiration of 15,000 derivative securities on April 11, 2013.

(6) This Form 4 is amended to reflect a forfeiture of Stock Appreciation Rights on June 3, 2014.

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

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