

CROSS COUNTRY HEALTHCARE INC
 Form 4
 August 09, 2016

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Ball Susan E

(Last) (First) (Middle)

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

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 08/08/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 General Counsel & Secretary

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/08/2016		M		11,250 A \$ 5.21	137,359	D
Common Stock	08/08/2016		D		4,813 D \$ 12.18	132,546	D
Common Stock	08/08/2016		M		12,500 A \$ 4.35	145,046	D
Common Stock	08/08/2016		D		4,465 D \$ 12.18	140,581	D
	08/08/2016		M		3,750 A \$ 7.44	144,331	D

Common
Stock

Common Stock 08/08/2016 D 2,291 D \$ 12.18 142,040 D

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

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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	\$ 5.21	08/08/2016		M	11,250	⁽¹⁾ 06/01/2020	Common Stock	11,250
Stock Appreciation Rights	\$ 4.35	08/08/2016		M	12,500	⁽²⁾ 06/01/2019	Common Stock	12,500
Stock Appreciation Rights	\$ 7.44	08/08/2016		M	3,750	⁽³⁾ 06/01/2018	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ball Susan E
C/O CROSS COUNTRY HEALTHCARE, INC.
6551 PARK OF COMMERCE BLVD., NW
BOCA RATON, FL 33487

General Counsel & Secretary

Signatures

/s/ Susan E. Ball

08/09/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The stock appreciation rights vest in four equal installments on June 1, 2014, June 1, 2015, June 1, 2016 and June 1, 2017.

(2) The stock appreciation rights vest in four equal installments on June 1, 2013, June 1, 2014, June 1, 2015 and June 1, 2016.

(3) The stock appreciation rights vest in four equal installments on June 1, 2012, June 1, 2013, June 1, 2014 and June 1, 2015.

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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