

CROSS COUNTRY HEALTHCARE INC
 Form 4
 November 14, 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 *
 ANENBERG VICKIE

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres., Cross Country Staffing

(Last) (First) (Middle)
 C/O CROSS COUNTRY HEALTHCARE, INC., 5201 CONGRESS AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2016

BOCA RATON, FL 33487
 (City) (State) (Zip)

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

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

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 11/09/2016 | | M | | 18,000 | \$ 7.44 | D | |
| Common Stock | 11/09/2016 | | D | | 10,278 | \$ 13.03 | D | |
| Common Stock | 11/09/2016 | | M | | 30,000 | \$ 4.35 | D | |
| Common Stock | 11/09/2016 | | D | | 10,016 | \$ 13.03 | D | |
| | 11/09/2016 | | M | | 18,750 | \$ 5.21 | D | |

Common
Stock

Common Stock 11/09/2016 D 7,498 D \$ 13.03 195,517 D

Common Stock 4,120 I By children

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 7.44 | 11/09/2016 | | M | 18,000 | <u>(1)</u> 06/01/2018 | Common Stock | 18,000 |
| Stock Appreciation Right | \$ 4.35 | 11/09/2016 | | M | 30,000 | <u>(2)</u> 06/01/2019 | Common Stock | 30,000 |
| Stock Appreciation Right | \$ 5.21 | 11/09/2016 | | M | 18,750 | <u>(3)</u> 06/01/2020 | Common Stock | 18,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ANENBERG VICKIE
C/O CROSS COUNTRY HEALTHCARE, INC.
5201 CONGRESS AVE
BOCA RATON, FL 33487

Pres., Cross Country Staffing

Signatures

/s/ Vickie
Anenberg

11/11/2016

__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 vested in four equal installments and became fully exercisable on June 1, 2015.
- (2) The Stock Appreciation Rights vested in four equal installments and became fully exercisable on June 1, 2016.
- (3) The Stock Appreciation Rights vest in four equal installments and become fully exercisable on June 1, 2017.

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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