

CROSS COUNTRY HEALTHCARE INC  
Form S-8  
May 10, 2013  
Registration No. 333-

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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CROSS COUNTRY HEALTHCARE, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

13-4066229  
(I.R.S. Employer Identification  
No.)

6551 Park of  
Commerce  
Boulevard, N.W.  
Boca Raton,  
Florida 33487  
(Address of (Zip  
Principal Code)  
Executive Offices)

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Cross Country Healthcare, Inc. 2007 Stock Incentive Plan  
(Amended and Restated Effective March 20, 2013)  
(Full Title of the Plan)

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Copies to:

Joseph A. Boshart  
Chief Executive Officer  
Cross Country  
Healthcare, Inc.  
6551 Park of Commerce  
Boulevard, N.W.  
Boca Raton, Florida  
33487  
(Name and Address of  
Agent for Service)

Stephen W. Rubin,  
Esq.  
Proskauer Rose LLP  
Eleven Times  
Square  
New York, New  
York 10036  
(212) 969-3000

(561) 998-2232

(Telephone Number,  
Including Area Code,  
of Agent for Service)

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.

Large  
accelerated filer

Accelerated  
filer

Non-accelerated  (Do not check if a smaller  
filer reporting company)

Smaller  
reporting  
company

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CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee (3)
Common Stock, par value \$0.0001 per share	2,000,000	\$5.04(2)	\$10,080,000(2)	\$1,375

- (1) This Registration Statement covers 2,000,000 additional shares of common stock, par value \$0.0001 per share (“Common Stock”), of Cross Country Healthcare, Inc. (the “Registrant”) available for issuance pursuant to awards under the Registrant’s 2007 Stock Incentive Plan (Amended and Restated Effective March 20, 2013) (the “Plan”).
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of Common Stock on May 8, 2013, as reported on the Nasdaq Global Select Market.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of 2,000,000 additional shares of Common Stock under the Plan. A Registration Statement on Form S-8 has been filed previously on August 15, 2007 (Registration No. 333-145484) for the existing securities under the Plan.
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EXPLANATORY NOTE

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 (Registration No. 333-145484) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by Cross Country Healthcare, Inc. (the “Registrant”) to register an additional 2,000,000 shares of common stock, par value \$0.0001 per share (“Common Stock”), of the Registrant, which may be awarded under the Cross Country Healthcare, Inc. 2007 Stock Incentive Plan (Amended and Restated Effective March 20, 2013) (the “Plan”) pursuant to an amendment of the Plan adopted by the Registrant’s Board of Directors on March 2, 2010, effective and approved by the stockholders of the Registrant on May 4, 2010.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on August 15, 2007 (Registration No. 333-145484) by the Registrant are incorporated herein by reference. In addition, the following documents filed with the Commission by the Registrant are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Commission on March 18, 2013;
- (b) the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013, filed with the Commission on May 9, 2013;
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on January 11, 2013, February 5, 2013 (other than with respect to Item 7.01 and Exhibit 99.1 therein), February 21, 2013 (other than with respect to Item 7.01 and Exhibit 99.1 therein), March 22, 2013 and May 6, 2013;
- (d) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-1 filed with the Commission on July 11, 2001 and February 27, 2002, including all amendments or reports filed for the purpose of updating this description; and
- (e) the description of the Registrant's Common Stock contained in the Registrant's prospectus filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Securities Act") with the Commission on October 25, 2001 and March 21, 2002.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02, Item 7.01 or Item 8.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1/A, File No. 333-83450)

4.2

Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1/A, File No. 333-83450)

- 5.1 Opinion of Proskauer Rose LLP\*
- 23.1 Consent of Ernst & Young LLP\*
- 23.2 Consent of Proskauer Rose LLP (included in Exhibit 5.1)\*
- 24.1 Power of Attorney (included on signature page)\*

\* Filed  
herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida on May 8, 2013.

CROSS COUNTRY HEALTHCARE, INC.

By: /s/ Joseph A. Boshart  
Name: Joseph A. Boshart  
Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints William J. Grubbs and Emil Hensel, and each of them, acting singly, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Joseph A. Boshart Joseph A. Boshart	Chief Executive Officer; Director (Principal Executive Officer)	May 8, 2013
/s/ Emil Hensel Emil Hensel	Chief Financial Officer; Director (Principal Financial Officer)	May 8, 2013
/s/ William J. Grubbs William J. Grubbs	President; Chief Operating Officer; Director	May 8, 2013
/s/ W. Larry Cash W. Larry Cash	Director	May 8, 2013
/s/ Thomas C. Dircks Thomas C. Dircks	Director	May 8, 2013
/s/ Gale Fitzgerald Gale Fitzgerald	Director	May 8, 2013
/s/ Richard M. Mastaler Richard M. Mastaler	Director	May 8, 2013
/s/ Joseph Trunfio Joseph Trunfio	Director	May 8, 2013

EXHIBIT INDEX

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\* Filed herewith