FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20049

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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OMB APPROVAL

OMB Number: 3235-0287

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Grubbs William J					2. Issuer Name and Ticker or Trading Symbol CROSS COUNTRY HEALTHCARE INC [CCRN]												,	Owner Owner		
(Last) (First) (Middle) C/O CROSS COUNTRY HEALTHCARE, INC. 5201 CONGRESS AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2017									X Officer (give title below) Other (specify below) President and CEO						
		33487 (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable Line) X 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																				
Date					r) E	Execution f any	recution Date, any		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4			l and Secu Bene Own		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)					
Common Stock ⁽¹⁾ 12/31					/2017					19,343	3 D \$1		\$12	2.76 343,741		43,741	D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	Date,		Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)			Amoun or Numbe of			vative ırity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Final Conversion or Exercise Price of Derivative (Signal Conversion or Exercise Price or Exe	(First) (COSS COUNTRY HEALTHOUNGRESS AVENUE RATON FL 3 (State) (Costate) (State) (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) DSS COUNTRY HEALTHCARE, INDIGRESS AVENUE RATON FL 33487 (State) (Zip) Table I - Note	(First) (Middle) DSS COUNTRY HEALTHCARE, INC. DNGRESS AVENUE RATON FL 33487 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Trans Date (Month/II) Stock(1) 12/31 Table II - Derivat (e.g., pi Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (State) (Jip) 3. Transaction Date (if any (Month/Day/Year)	(First) (Middle) OSS COUNTRY HEALTHCARE, INC. ONGRESS AVENUE Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative S (e.g., puts, c Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. 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Number of Original Filed (Month/Day/Year) 4. Securities Acquired Disposed Of (D) (Instr. (A) or (D)	CROSS COUNTRY HEALTHCARE INC (Grist) (Middle) OSS COUNTRY HEALTHCARE, INC. ONGRESS AVENUE Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (A) or Date (Month/Day/Year) (Month/Day/Year) (A) or Exercise of Derivative Security Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) (A) or Date (A) or Or Date (A) or Or Original Filed (Month/Day/Year) (A) or Or Disposed of (D) (Month/Day/Year) (Month/Day/Year) (A) or Or Date (A) or Or Date (A) or Or Date (A) or Or Original Filed (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Or Date (A) or	CROSS COUNTRY HEALTHCARE INC. 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Date of Earliest Transaction (Month/Day/Year) 12/31/2017 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock(1) 12/31/2017		

Explanation of Responses:

1. Shares withheld to cover taxes due on vesting of Performance Stock Awards.

Remarks:

<u>/s/ William J. Grubbs</u>

** Signature of Reporting Person

01/03/2018

Date

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

- * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.