

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED
DECEMBER 31, 2001

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 0-33169

CROSS COUNTRY, INC.

(Exact name of registrant as specified in its charter)

DELAWARE 13-4066229
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

6551 PARK OF COMMERCE BOULEVARD, N.W.
SUITE 200
BOCA RATON, FLORIDA 33487
(Address of principal executive offices, zip code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (561) 998-2232
SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE
SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, \$.0001 PAR VALUE PER SHARE

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. / /

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based on the closing price of Common Stock on March 27, 2002 of \$26.66 as reported on the Nasdaq National Market, was approximately \$529,940,175.16. This calculation does not reflect a determination that persons are affiliated for any other purpose.

As of March 27, 2002, 32,244,663 shares of Common Stock, \$.0001 par value

per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement pursuant to Regulation 14A, which statement will be filed not later than 120 days after the end of the fiscal year covered by this Report, are incorporated by reference in Part III hereof.

The penultimate "Risk Factor" of Part I, Item 1 of the Form 10-K for the fiscal year ended December 31, 2001 is hereby amended and restated in its entirety to read as follows:

"AN AGGREGATE OF APPROXIMATELY 635,107 RESTRICTED SHARES WILL BECOME ELIGIBLE FOR RESALE IN THE PUBLIC MARKET ON APRIL 23, 2002, 635,587 RESTRICTED SHARES WILL BECOME ELIGIBLE FOR RESALE IN THE PUBLIC MARKET ON MAY 20, 2002 AND 11,977,464 SHARES WILL BECOME ELIGIBLE FOR RESALE IN THE PUBLIC MARKET ON JUNE 19, 2002 AND FUTURE SALES OF THIS STOCK MAY CAUSE OUR STOCK PRICE TO DECLINE.

Sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur, could adversely affect the market price of our common stock and could materially impair our future ability to raise capital through offerings of our common stock. We and our officers, directors, CEP III, Morgan Stanley Private Equity, and CHEF Nominees Limited have agreed not to sell or transfer any shares of our common stock until June 19, 2002 without the consent of the underwriters' for our public offering commenced March 20, 2002. DB Capital Investors, L.P. and the Northwestern Mutual Life Insurance Company have agreed not to sell or transfer any shares of our common stock until May 20, 2002 without the consent of the underwriters' for our public offering commenced March 20, 2002. Substantially all of the other individuals holding shares of our common stock prior to our initial public offering, agreed not to sell or transfer any shares of our common stock until April 23, 2002 without the consent of the underwriters for our initial public offering. The underwriters may release these shares from the restrictions at any time.

Furthermore, CEP III and investment funds managed by Morgan Stanley Private Equity each have demand rights to cause us to file, at our expense, a registration statement under the Securities Act covering resales of their shares. These shares represent approximately 35% of our outstanding common stock. These shares may also be sold under Rule 144 of the Securities Act, depending on their holding period and subject to significant restrictions in the case of shares held by persons deemed to be our affiliates.

In addition, we registered 4,398,001 shares of common stock for issuance under our stock option plans. Options to purchase 3,479,296 shares of common stock were issued and outstanding as of February 28, 2002, of which, as of February 28, 2002, options to purchase 1,507,236 shares were vested. Common stock issued upon exercise of stock options, except by our executive officers and directors, under our benefit plans are eligible for resale in the public market without restriction.

We cannot predict what effect, if any, market sales of shares held by any stockholder or the availability of these shares for future sale will have on the market price of our common stock."

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CROSS COUNTRY, INC.

By: /s/ JOSEPH A. BOSHART

Name: Joseph A. Boshart

Title: Chief Executive
Officer and President

Dated: April 23, 2002