## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

Under the Securities and Exchange Act of 1934 (Amendment No. 8)

# **Cross Country Healthcare, Inc.**

(Name of Issuer)

Common Stock, \$0.0001 Par Value (Title of Class of Securities)

> 227483104 (CUSIP Number)

**December 31, 2011** (Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

□ Rule 13d-1(c)

⊠ Rule 13d-1(d)

The remainder of this cover page shall be filled out for reporting person's initial filings on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1       NAME OF REPORTING PERSON         Charterhouse Equity Partners III, L.P.         LR.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 52-2047386         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	CUSIPI	No. 227483	104	4	Page 2 of 5 Pages	
IR.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 52-2047386         CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         (a) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c	1	NAME OF REPORTING PERSON				
2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         (a)       (b)         3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       5         SUMBER OF SHARES       5         BENEFICIALLY OWNED BY       -0-         EACH REPORTING PERSON       7         SHARED DISPOSITIVE POWER         -0-         2,461,432         8       SHARED DISPOSITIVE POWER         -0-         EACH REPORTING         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN		Charter	ho	use Equity Partners III, L.P.		
(a)       (b)       -         3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       -         8       SOLE VOTING POWER         BENEFICIALLY       -0.         CITIZENSHIP OR PLACE OF OWER       -0.         BENEFICIALLY       -0.         PERSON       2,461,432         VITH       8         SHARES       6         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432       -0.         9       AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         9N       N						
3       SEC USE ONLY         4       CITIZENSHIP OR PLACE OF ORGANIZATION         Delaware       5         5       SOLE VOTING POWER         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN	2					
4       CITIZENSHIP OR PLACE OF ORGANIZATION         4       CITIZENSHIP OR PLACE OF ORGANIZATION         belaw       5         5       SOLE VOTING POWER         8       2,461,432         0WNED BY       -0-         0WNED BY       -0-         0WNED BY       2,461,432         0WNED BY       -0-         2,461,432       -0-         9       SOLE DISPOSITIVE POWER         -0-       -0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432       -0-         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         12       TYPE OF REPORTING PERSON         12       FN	3	. ,				
Delawate         NUMBER OF SHARES       5       SOLE VOTING POWER         EACH REPORTING       2,461,432         OWNED BY       -0-         EACH REPORTING       2,461,432         WITH       2,461,432         BENEFICIALIY       0-         PERSON WITH       2,461,432         8       SHARED DISPOSITIVE POWER         -0-       -0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432       -0-         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         12       TYPE OF REPORTING PERSON         12       PN						
NUMBER OF       5       SOLE VOTING POWER         SHARES       6       SHARED VOTING POWER         BENEFICIALLY       -0-       -0-         WNED BY       -0-       -0-         PERSON       2,461,432       -0-         WITH       8       SHARED DISPOSITIVE POWER       -0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       -0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       -0-         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □       -0-         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)       -0-         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)       12         12       TYPE OF REPORTING PERSON         PN       PN	4	CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER OF SHARES     2,461,432       BENEFICIALIY OWNED BY     -0-       EACH REPORTING PERSON     7     SOLE DISPOSITIVE POWER       2,461,432     2,461,432       8     SHARED DISPOSITIVE POWER       -0-     -0-       9     AGGREJATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       2,461,432     -0-       10     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES       11     PERCENT       12     TYPE OF REPORTING PERSON       PN     -						
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OWNED BY       -0-         EACH       7         SOLE DISPOSITIVE POWER       2,461,432         PERSON       8         WITH       8         SHARED DISPOSITIVE POWER       -0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432       -0-         10       CHECK JUNCT BENEFICIALLY OWNED BY EACH REPORTING PERSON         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         12       TYPE OF REPORTING PERSON         PN       PN				SHARED VOTING POWER		
REPORTING PERSON WITH       2,461,432         8       SHARED DISPOSITIVE POWER         -0-       -0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432       -0-         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         12       TYPE OF REPORTING PERSON         12       PN	OW	NED BY				
WITH       8       SHARED DISPOSITIVE POWER         -0-       -0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN			7	SOLE DISPOSITIVE POWER		
-0-         9       AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         2,461,432         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN						
<ul> <li>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         <ul> <li>2,461,432</li> <li>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □</li> <li>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</li> <li>7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)</li> <li>12 TYPE OF REPORTING PERSON</li> <li>PN</li> </ul> </li> </ul>	v	VIII	8	SHARED DISPOSITIVE POWER		
2,461,432         10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN						
10       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES         11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN	9	AGGRE	GΑ	FE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11       PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)         7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN						
7.9% (based on 31,239,066 shares of common stock outstanding as of October 31, 2011)         12       TYPE OF REPORTING PERSON         PN	10	CHECK	BC	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\ \square$		
12 TYPE OF REPORTING PERSON PN	11	PERCEN	IT	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
PN		7.9%	5 (t	based on 31,239,066 shares of common stock outstanding as of October 31, 2011)		
	12					
2		PN				
				2		

13G

Item 1	(a).	Name of Issuer:		
		Cross Country Healthcare, Inc.		
Item 1	(b).	Address of Issuer's Principal Executive Offices:		
		6551 Park of Commerce Blvd., N.W. Boca Raton, FL 33487		
Item 2	(a).	Name of Person Filing		
		Charterhouse Equity Partners III, L.P.		
Item 2	(b).	Address of Principal Business Office or, if None, Residence		
		1105 N. Market Street Suite 1300 Wilmington, DE 19899		
Item 2	(c).	Citizenship		
		Delaware		
Item 2	(d).	Title of Class of Securities:		
		Common Stock, \$0.0001 par value		
Item 2	(e).	CUSIP Number:		
		227483104		
Item 3.	If this St	If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:		

Not Applicable.

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#### Item 4. Ownership

- (a) Amount beneficially owned:
  - 2,461,432
- (b) Percent of Class:

7.9% (based on 31,239,066 shares of Common Stock outstanding as of October 31, 2011)

(c) Number of shares as to which person has:

Sole power to vote:

2,461,432

Shared power to vote:

-0-

Sole power to dispose of:

2,461,432

Shared power to dispose of:

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-0-
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Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of the Group

Not Applicable.

### Item 10. Certifications.

Not Applicable.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

#### CHARTERHOUSE EQUITY PARTNERS III, L.P.

By: CHUSA Equity Investors III, L.P., general partner

By: Charterhouse Equity III, Inc., general partner

By: /S/ Cheri Lieberman

Name: Cheri Lieberman Title: Chief Financial Officer

Date: February 10, 2012

correct.

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