

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 16, 2023



Cross Country Healthcare, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-33169
(Commission
File Number)

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

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

(561) 998-2232
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common stock, par value \$0.0001 per share

Trading Symbol
CCRN

Name of each exchange on which registered
The Nasdaq Stock Market LLC

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders

(a) On May 16, 2023, the Company held its Annual Meeting of Stockholders (“Annual Meeting”).

(b) The following items of business were voted upon by stockholders at the Annual Meeting:

(i) A proposal to elect the directors listed below for a one-year term ending in 2024 or until their successors are duly elected and qualified was approved with the following vote:

Director	For	Against	Abstentions	Broker Non-Votes
Kevin C. Clark	28,128,854	1,069,398	12,112	2,152,693
Dwayne Allen	29,173,272	24,822	12,270	2,152,693
Venkat Bhamidipati	29,173,126	25,150	12,088	2,152,693
W. Larry Cash	27,669,744	1,528,548	12,072	2,152,693
Gale Fitzgerald	23,911,647	5,286,687	12,030	2,152,693
John A. Martins	28,596,103	602,048	12,213	2,152,693
Dr. Janice E. Nevin, MD, MPH	27,860,406	1,337,828	12,130	2,152,693
Mark Perlberg, JD	27,930,509	1,267,541	12,314	2,152,693

(ii) The ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 was approved as follows:

For	Against	Abstentions	Broker Non-Votes
30,971,030	239,556	152,471	0

(iii) The compensation of named executive officers was approved, on an advisory (non-binding) basis, by the votes set forth below:

For	Against	Abstentions	Broker Non-Votes
28,268,309	473,260	468,795	2,152,693

(iv) The frequency periods for future non-binding stockholder advisory votes on the Company’s named executive officer compensation received the votes set forth below:

1 year	2 year	3 year	Abstentions	Broker Non-Votes
27,314,282	7,282	1,743,102	145,698	2,152,693

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CROSS COUNTRY HEALTHCARE, INC.

Dated: May 18, 2023

By: /s/ William J. Burns
William J. Burns
Executive Vice President & Chief Financial Officer