

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) July 5, 2013



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 Blvd., N.W., Boca Raton, FL 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)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(i) Effective July 5, 2013, Mr. Joseph A. Boshart retired as the Chief Executive Officer and a director of Cross Country Healthcare, Inc. (“Cross Country” or the “Company”).

(ii) William J. Grubbs, 55, joined Cross Country in April 2013 as its President and Chief Operating Officer. Effective, July 5, 2013 he became Chief Executive Officer and President of the Company.

Prior to joining Cross Country, Mr. Grubbs served as Executive Vice President and Chief Operating Officer of TrueBlue, Inc., a staffing company, from October 2012 through March 2013. From 2005 through 2011 Mr. Grubbs held various senior executive positions with SFN Group, Inc., a staffing company formerly known as Spherion Corporation. He has 25 years of staffing company experience. Mr. Grubbs holds a B.S. degree in Computer Science from the University of New Hampshire.

On March 20, 2013, the Company entered into an employment agreement (the “Agreement”) with Mr. Grubbs pursuant to which, on April 1, 2013, Mr. Grubbs initially became President and Chief Operating Officer and a director and agreed that on or before July 31, 2013, Mr. Grubbs would become Chief Executive Officer, replacing Mr. Boshart in such position. The initial term of his Agreement expires on March 31, 2016, subject to automatic renewal for successive one-year terms unless prior to the end of any renewal term either party has given at least 90 days prior written notice of the intention not to renew the Agreement. Mr. Grubbs’ annual base salary increased to \$550,000 on the date he became Chief Executive Officer. The salary is subject to annual review by the Compensation Committee of the Board and Mr. Grubbs is eligible to receive an annual bonus of up to 100% of his annual base salary based on the level of achievement of performance goals to be established by the Compensation Committee.

Mr. Grubbs is eligible to participate in all benefit plans and fringe benefit arrangements available to the Company’s senior executives. If Mr. Grubbs’ employment is terminated by the Company without cause or Mr. Grubbs terminates his employment for Good Reason (as defined in the Agreement), he will be entitled to a severance payment equal to one year’s base salary plus a pro rata portion of the bonus, if any, earned with respect to the year in which such termination occurred. The Company also maintains an Executive Severance Policy pursuant to which, subject to executing a release, he is entitled to severance payments and benefits if within 90 days prior to, or within 18 months after, a Change of Control (as defined in the Severance Policy) of the Company, he is terminated without cause or incurs an involuntary termination (i.e. resignation for good reason). Under the Executive Severance Policy, he is entitled to receive continued base salary for a period of two years following termination, plus two times the amount of his target bonus for the year in which a Change of Control occurs. In addition, during such periods, the Company would continue to make group health, life or other similar insurance plans available to Mr. Grubbs or his dependents and the Company would pay for such coverage to the extent it paid for such coverage prior to the termination of employment. Benefits under the Severance Policy are subject to: (1) the six-month delay under Section 409A of the Code; (2) the execution and non-revocation of a general release of claims in favor of the Company; and (3) reduction to avoid any excise tax on “parachute payments” if Mr. Grubbs would benefit from such reduction as compared to paying the excise tax. On April 1, 2013, Mr. Grubbs was granted restricted shares having a value of \$250,000, as well as 50,000 stock appreciation rights.

(iii) On July 8, 2013, Mr. Nicholas Buscemi III joined the Company as its Chief Accounting Officer. Mr. Buscemi previously served as Senior Vice President and Chief Accounting Officer of Metropolitan Health Networks, Inc. from October 2002 to June 2013. Mr. Buscemi earned his Bachelor of Science degree from Dowling College in Accounting and Computer Science in 1986. He is a Certified Public Accountant.

Mr. Buscemi’s annual base salary is \$200,000 and he is eligible to participate in all benefit plans and fringe benefit arrangements available to others commensurate with his position. If Mr. Buscemi’s employment is terminated by the Company without cause other than in connection with a Change of Control, he will, subject to executing a release, be entitled to one week’s base salary for each full year of continuous service with the Company. Subject to executing a release, Mr. Buscemi is entitled to severance payments and benefits if within 90 days prior to, or within 18 months after a Change of Control of the Company, he is terminated without cause or incurs an involuntary termination (i.e. resignation for good reason). Under the Company’s Executive Severance Policy, he is entitled to receive continued base salary for a period of two years following termination, plus two times the amount of his target bonus for the year in which a Change of Control occurs. In addition, during such periods, the company would continue to make group health, life or other similar insurance plans available to Mr. Buscemi or his dependents and the Company would pay for such coverage to the extent it paid for such coverage prior to the termination of employment. Benefits under the Severance Policy are subject to: (1) the six-month delay under Section 409A of the Code; (2) the execution and non-revocation of a general release of claims in favor of the Company; and (3) reduction to avoid any excise tax on “parachute payments” if Mr. Buscemi would benefit from such reduction as compared to paying the excise tax. On July 8, 2013, Mr. Buscemi was granted 9,000 restricted shares, as well as 9,000 stock appreciation rights.

Item 8.01 Other Events

(i) Incorporated by reference is a press release issued by the Company on July 8, 2013 and attached hereto as Exhibit 99.1 regarding the retirement of Mr. Joseph A. Boshart as the Company's Chief Executive Officer and a director of the Company, as well as the appointment of William J. Grubbs as the Company's new Chief Executive Officer and President. The information is begin furnished under Item 8.01 and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended or otherwise subject to the liability of such section.

(ii) Incorporated by reference is a press release issued by the Company on July 8, 2013 and attached hereto as Exhibit 99.2 regarding the Company's second quarter 2013 earnings release date and conference call information. The information is begin furnished under Item 8.01 and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended or otherwise subject to the liability of such section.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated July 8, 2013 issued by Cross Country Healthcare, Inc.
99.2	Press Release dated July 8, 2013 issued by Cross Country Healthcare, Inc.

SIGNATURES

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: July 9, 2013

By: /s/ William J. Grubbs

Name: William J. Grubbs

Title: Chief Executive Officer and President

Cross Country Healthcare Completes CEO Transition

BOCA RATON, Fla.--(BUSINESS WIRE)--July 8, 2013--Cross Country Healthcare, Inc. (Nasdaq: CCRN) announced today that William J. Grubbs became the Chief Executive Officer and President of the Company, effective July 5, 2013. In March, the Company announced that Joseph A. Boshart, who had been the CEO and President since 1994, would be retiring in July 2013 and that Grubbs would be transitioning into that role. Effective July 5, 2013, Mr. Boshart also retired as a Director of the Company. Mr. Boshart led the Company from its private ownership through its IPO in 2001 and its growth as a publicly traded company over the past decade, including several successful acquisitions.

"I've had an incredible experience at Cross Country and, after working with Bill through a transition period the past few months, I'm confident I'm leaving it in good hands," said Boshart.

Before joining Cross Country Healthcare, Mr. Grubbs was Executive Vice President and Chief Operating Officer of TrueBlue, Inc. (NYSE: TBI), a staffing company, from October 2012 through March 2013. From 2005 through 2011, Mr. Grubbs held various senior executive positions, including Chief Operating Officer, with SFN Group, Inc., a staffing company formerly known as Spherion Corporation. He has more than 25 years of staffing experience.

"Cross Country has a stellar history, a great reputation and an excellent team. I am very excited to build on this strong foundation to drive value for our customers and shareholders," said Grubbs.

About Cross Country Healthcare

Cross Country Healthcare, Inc. is a leader in healthcare staffing with a primary focus on providing nurse, allied and physician (locum tenens) staffing services and workforce solutions to the healthcare market. The Company believes it is one of the top two providers of nurse and allied staffing services, one of the top four providers of temporary physician staffing services, and one of the top five providers of retained physician and healthcare executive search services. The Company also is a leading provider of education and training programs specifically for the healthcare marketplace. On a company-wide basis, Cross Country Healthcare has approximately 4,000 contracts with hospitals and healthcare facilities, and other healthcare organizations to provide our staffing services and workforce solutions. Copies of this and other news releases as well as additional information about Cross Country Healthcare can be obtained online at www.crosscountryhealthcare.com. Shareholders and prospective investors can also register to automatically receive the Company's press releases, SEC filings and other notices by e-mail.

In addition to historical information, this press release contains statements relating to our future results (including certain projections and business trends) that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and are subject to the "safe harbor" created by those sections. Forward-looking statements consist of statements that are predictive in nature, depend upon or refer to future events. Words such as "expects," "anticipates," "intends," "plans," "believes," "estimates," "suggests," "appears," "seeks," "will" and variations of such words and similar expressions intended to identify forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. These factors include, without limitation, the following: our ability to attract and retain qualified nurses, physicians and other healthcare personnel, costs and availability of short-term housing for our travel nurses and physicians, demand for the healthcare services we provide, both nationally and in the regions in which we operate, the functioning of our information systems, the effect of existing or future government regulation and federal and state legislative and enforcement initiatives on our business, our clients' ability to pay us for our services, our ability to successfully implement our acquisition and development strategies, the effect of liabilities and other claims asserted against us, the effect of competition in the markets we serve, our ability to successfully defend the Company, its subsidiaries, and its officers and directors on the merits of any lawsuit or determine its potential liability, if any, and other factors set forth in Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, and our other Securities and Exchange Commission filings made prior to the date hereof.

Although we believe that these statements are based upon reasonable assumptions, we cannot guarantee future results and readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date of this press release. There can be no assurance that (i) we have correctly measured or identified all of the factors affecting our business or the extent of these factors' likely impact, (ii) the available information with respect to these factors on which such analysis is based is complete or accurate, (iii) such analysis is correct or (iv) our strategy, which is based in part on this analysis, will be successful. The Company undertakes no obligation to update or revise forward-looking statements. All references to "we," "us," "our," or "Cross Country" in this press release mean Cross Country Healthcare, Inc., its subsidiaries and affiliates.

CONTACT:

Cross Country Healthcare, Inc.
William J. Grubbs, 800-530-6152
CEO and President

Cross Country Healthcare Announces Second Quarter 2013 Earnings Release Date and Conference Call Information

BOCA RATON, Fla.--(BUSINESS WIRE)--July 8, 2013--Cross Country Healthcare, Inc. (Nasdaq: CCRN) will hold its quarterly conference call to discuss its second quarter 2013 financial results on Wednesday, August 7, 2013, at 10:00 a.m. Eastern Time. The Company intends to distribute its earnings press release after the close of business on Tuesday, August 6, 2013.

This call will be webcast live and can be accessed at the Company's website at www.crosscountryhealthcare.com or by dialing 888-972-6408 from anywhere in the U.S. or by dialing 210-234-0087 from non-U.S. locations – Passcode: Cross Country. From August 7th through August 22nd, a replay of the webcast will be available at the Company's website and a replay of the conference call will be available by telephone by calling 800-262-4966 from anywhere in the U.S. or 402-220-9709 from non-U.S. locations – Passcode: 2013.

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CONTACT:

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