

**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) December 15, 2025



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.)
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5201 Congress Avenue, Suite 160, 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)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	CCRN	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 15, 2025, the Board of Directors (the “Board”) of Cross Country Healthcare, Inc. (the “Company”) announced that, effective December 14, 2025 (the “Effective Date”), John A. Martins, the Company’s President and Chief Executive Officer (“CEO”), has separated from the Company (the “Separation”). Mr. Martins also ceased to serve as a member of the Board, and the size of the Board was reduced from seven members to six members.

In connection with the Separation and consistent with Sections 9(e) and 9(g) of his Employment Agreement with the Company, dated January 14, 2022, upon receipt of a fully effective and irrevocable waiver and release of claims against the Company and related parties, Mr. Martins will receive from the Company: (1) a cash severance payment equal to the sum of (a) two years of his base salary of \$875,000, plus (b) an amount equal to two times the average actual bonus paid in the immediately prior three calendar years, with such cash severance payment payable in installments in accordance with the Company’s regular payroll practices for 24 months; (2) if continued benefits are elected by Mr. Martins in accordance with the Company’s policies, continued benefits for a period of 24 months; and (3) full vesting of all of Mr. Martins’ unvested equity awards, with his outstanding performance share awards vesting at target level performance.

On December 15, 2025, the Board also announced that Kevin C. Clark, the Company’s current Chairman of the Board, former CEO, and co-founder, was appointed President and CEO of the Company, effective as of the Effective Date (the “Appointment”). Mr. Clark will continue to serve as the Chairman of the Board. Mr. Clark’s biographical information (as required by Item 401(b) of Regulation S-K) and business experience (as required by Item 401(e) of Regulation S-K) is set forth on page 2 of the Definitive Proxy Statement on Schedule 14A filed by the Company with the Securities and Exchange Commission on October 27, 2025 (the “2025 Proxy Statement”) and is incorporated herein by reference. There are no family relationships between Mr. Clark and any director or executive officer of the Company. Other than the transactions disclosed on page 31 of the 2025 Proxy Statement, which are incorporated herein by reference, the Company has not entered into any transactions with Mr. Clark that are reportable pursuant to Item 404(a) of Regulation S-K. There are no arrangements or understandings between Mr. Clark and any other persons pursuant to which he was selected as the Company’s CEO.

The Company and Mr. Clark intend to enter into an employment agreement that will set forth the terms of Mr. Clark’s employment and compensation as President and CEO of the Company; however, the terms of Mr. Clark’s compensation have not been determined as of the date of this Current Report on Form 8-K. In accordance with Instruction 2 to Item 5.02 of Form 8-K, the Company intends to file an amendment to this Current Report on Form 8-K if and when such information is available.

Item 7.01. Regulation FD Disclosure.

On December 15, 2025, the Company issued a press release announcing the Separation and the Appointment. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibits 99.1 and is incorporated by reference herein. In accordance with General Instructions B.2. of Form 8-K, the information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
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99.1	Press Release, dated December 15, 2025
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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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: December 15, 2025

By: /s/ William J. Burns

Name: William J. Burns

Title: Executive Vice President & Chief Financial Officer

Cross Country Healthcare Announces CEO Transition

Co-Founder and Chairman, Kevin C. Clark, Returns as Chief Executive Officer

BOCA RATON, Fla.--(BUSINESS WIRE)--Dec. 15, 2025-- Cross Country Healthcare, Inc. (the “Company” and “Cross Country”) (Nasdaq: CCRN) today announced that John A. Martins, the Company’s President and Chief Executive Officer, has separated from the Company and ceased to serve as a member of its Board of Directors (the “Board”), effective as of December 14, 2025. The Board appointed Kevin C. Clark, the Company’s current Chairman, former Chief Executive Officer, and Co-Founder, to succeed Mr. Martins as the Company’s President and Chief Executive Officer. Mr. Clark will continue to serve as the Chairman of the Board.

“The Board members are thrilled to have Kevin return as Cross Country’s CEO to embark on a new chapter of growth” said Cross Country’s Lead Independent Director, Larry Cash. “Kevin brings nearly 40 years of experience in the healthcare staffing industry. He co-founded Cross Country in 1986, serving as Chairman and CEO until 1994 and he returned to lead Cross Country as its CEO from 2019 to 2022, which resulted in a period of rapid growth and strong financial results. From 2002 to 2015, he co-founded Onward Healthcare, a leading travel nurse, allied health and per diem company, and also led Locum Leaders and Medefis until all three were acquired in 2015.”

In addition to his significant healthcare staffing and workforce solutions experience, Mr. Clark has built and led other innovative staffing, marketing and technology companies. Kevin has a proven record of transformative leadership and operational excellence. He is the right leader to chart Cross Country’s next phase of financial growth.

Mr. Cash continued, “Kevin is an extraordinary leader whose passion and vision will usher in a new era of innovative AI-led, tech-enabled workforce solutions at Cross Country. In light of the termination of the transaction with Aya Healthcare, the Board believes that it is the right time for a CEO transition. On behalf of the entire Board, we thank John for his service and contributions to the Company.”

“I believe in Cross Country and its future, and I am honored to be returning as its CEO,” said Mr. Clark. He continued, “Cross Country stands at a pivotal moment, with the opportunity to redefine its trajectory as an innovative tech-enabled workforce solutions leader built on a nearly 40-year legacy as an iconic brand in our industry. Our strong value proposition combines trust, unrelenting quality, clinical excellence and deep client relationships with modern digital platforms and data driven solutions that help our clients solve their most complex workforce challenges. We will sharpen our focus, reduce our costs to serve, and optimize our capital allocation strategy so we can make meaningful, disciplined investments that drive sustainable, long-term profitable growth for our shareholders.”

About Cross Country Healthcare

Cross Country Healthcare, Inc. is a market-leading, tech-enabled workforce solutions and advisory firm with nearly 40 years of industry experience and insight. We help clients tackle complex labor-related challenges and achieve high-quality outcomes, while reducing complexity and improving visibility through data driven insights. Copies of this and other press releases, information about the Company, can be accessed online at ir.crosscountry.com. Stockholders and prospective investors can also register to automatically receive the Company’s press releases, filings with the Securities and Exchange Commission (SEC), and other notices by e-mail.

Forward-Looking Statements.

This press release contains “forward-looking statements” within the Private Securities Litigation Reform Act of 1995. Any statements contained in this press release that are not statements of historical fact, including statements relating to the Company’s future results, performance, and plans, may be deemed to be forward-looking statements. All such forward-looking statements are intended to provide management’s current expectations for the future of the Company based on current expectations and assumptions relating to the Company’s business, the economy, and other future conditions. Forward-looking statements generally can be identified through the use of words such as “believes,” “anticipates,” “may,” “should,” “will,” “plans,” “projects,” “expects,” “expectations,” “estimates,” “forecasts,” “predicts,” “targets,” “prospects,” “strategy,” “signs,” and other words of similar meaning in connection with the discussion of future performance, plans, actions or events. Because forward-looking statements relate to the future, they are subject to inherent risks, uncertainties and changes in circumstances that are difficult to predict. Such risks and uncertainties include, among others: (i) risks related to the termination of the proposed merger with Aya Healthcare, Inc., (ii) risks related to the CEO transition discussed herein, including the Company’s ability to retain customers and retain and hire key personnel and maintain relationships with its suppliers and customers, (iii) worldwide economic or political changes that affect the markets that the Company’s businesses serve which could have an

effect on demand for the Company's services and impact the Company's profitability, (iv) effects from global pandemics, epidemics, or other public health crises, (v) changes in marketplace conditions, such as alternative modes of healthcare delivery, reimbursement, and customer needs, and (vi) disruptions in the global credit and financial markets, including diminished liquidity and credit availability, changes in international trade agreements, including tariffs and trade restrictions, cyber-security vulnerabilities, foreign currency volatility, swings in consumer confidence and spending, costs of providing services, retention of key employees, and outcomes of legal proceedings, claims, and investigations. Accordingly, actual results may differ materially from those contemplated by these forward-looking statements. Investors, therefore, are cautioned against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in the Company's filings with the SEC, including the risks and uncertainties identified in Part I, Item 1A - Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2024, as amended by Amendment No. 1 on Form 10-K/A, and in the Company's other filings with the SEC. The list of factors is not intended to be exhaustive. These forward-looking statements speak only as of the date of this press release, and the Company does not assume any obligation to update or revise any forward-looking statement made in this press release or that may from time to time be made by or on behalf of the Company, except as may be required by applicable law.

Investors:

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Source: Cross Country Healthcare, Inc.