

CROSS COUNTRY HEALTHCARE INC  
Form 8-K  
April 18, 2005

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

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**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) **April 14, 2005**

**Cross Country Healthcare, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction)

**0-33169**  
(Commission)

**13-4066229**  
(I.R.S. Employer)

of Incorporation)

File Number)

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 (see General Instruction A.2. below):

..

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 1.01 Entry into a Material Definitive Agreement.**

On April 14, 2005, Cross Country Healthcare, Inc. ("the Company") entered into an Underwriting Agreement (the "Underwriting Agreement") with Morgan Stanley Dean Witter Capital Partners IV, L.P., MSDW IV 892 Investors, L.P., Morgan Stanley Dean Witter Capital Investors IV, L.P., Morgan Stanley Venture Partners III, L.P., Morgan Stanley Venture Investors III, L.P. and Morgan Stanley Venture Partners Entrepreneur Fund, L.P. (collectively, the "Selling Shareholders") and Citigroup Capital Markets Inc., as underwriter. The Underwriting Agreement was entered into in connection with the public offering of 4,172,868 shares of the Company's common stock, in the aggregate, owned by the Selling Shareholders. Under the terms of the Underwriting Agreement, we have agreed to indemnify Citigroup against certain liabilities, including liabilities under the Securities Act of 1933, or to contribute payments Citigroup may be required to make because of any of those liabilities. A copy of the Underwriting Agreement is attached hereto as Exhibit 99.1.

**Item 8.01 Other Events.**

Incorporated by reference are press releases issued by the Company on April 14, 2005 which are attached hereto as Exhibits 99.2, 99.3 and 99.4. This information is being furnished under Item 8.01 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

| Exhibit     | Description                                                  |
|-------------|--------------------------------------------------------------|
| 99.1        | Underwriting Agreement                                       |
| <u>99.2</u> | First Press Release issued by the Company on April 14, 2005  |
| <u>99.3</u> | Second Press Release issued by the Company on April 14, 2005 |
| <u>99.4</u> | Third Press Release issued by the Company on April 14, 2005  |



**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.**

|        |                         |
|--------|-------------------------|
| By:    | /s/ EMIL HENSEL         |
| Name:  | Emil Hensel             |
| Title: | Chief Financial Officer |

Dated: April 15, 2005

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**Links**

[Item 1.01 Entry into a Material Definitive Agreement.](#)

[Item 8.01 Other Events.](#)

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