

CHARTERHOUSE EQUITY PARTNERS III LP  
Form SC 13G/A  
February 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities and Exchange Act of 1934**

**(Amendment No. 5)\***

Cross Country Healthcare, Inc.

(Name of Issuer)

Common Stock, \$.0001 Par Value

(Title of Class of Securities)

227483104

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

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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

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Charterhouse Equity Partners III, L.P.

52-2047386

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 SOLE VOTING POWER

NUMBER OF

SHARES

2,461,432

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

-0-

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,461,432

8 SHARED DISPOSITIVE POWER

WITH

-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)

8.0% (based on 30,774,868 shares of common stock outstanding as of October 31, 2008)

**12** TYPE OF REPORTING PERSON

PN

**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, \$.0001 par value

**Item 2 (e). CUSIP Number:**

227483104

**Item 3. 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.

**Item 4. Ownership**

(a) Amount beneficially owned:

2,461,432

(b) Percent of Class:

8.0% (based on 30,774,868 shares of Common Stock outstanding as of October 31, 2008)

(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:

-0-

**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 correct.

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, 2009