

CROSS COUNTRY HEALTHCARE INC  
Form 8-K  
May 05, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**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 4, 2011**

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**Cross Country Healthcare, Inc.**

(Exact name of registrant as specified in its charter)

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|--|---|--|
| <b>Delaware</b><br>(State or Other Jurisdiction<br>of Incorporation) | <b>0-33169</b><br>(Commission<br>File Number) | <b>13-4066229</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>6551 Park of Commerce Blvd., N.W., Boca Raton, FL 33487</b>       |   |  |

(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)

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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))
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## Section 2 Financial Information

### Item 2.02

#### Results of Operations and Financial Condition

(a) On May 4, 2011, Cross Country Healthcare, Inc. ( the Company ) issued a press release announcing results for the quarter ended March 31, 2011, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K. This information is being furnished under Item 2.02 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.

## Section 5 Corporate Governance and Management

### Item 5.07

#### Submission of Matters to a Vote of Security Holders

(a)

On May 3, 2011, 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 2012 and until their successors are duly elected and qualified was approved with the following vote:

| Director          | For        | Against | Withheld | Broker<br>Non-votes |
|-------------------|------------|---------|----------|---------------------|
| Joseph A. Boshart | 29,273,062 | 0       | 174,269  | 627,780             |

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|                  |            |   |         |         |
|------------------|------------|---|---------|---------|
| Emil Hensel      | 28,945,138 | 0 | 502,193 | 627,780 |
| W. Larry Cash    | 28,868,315 | 0 | 579,016 | 627,780 |
| Thomas C. Dircks | 28,866,005 | 0 | 581,326 | 627,780 |
| Gale Fitzgerald  | 29,334,256 | 0 | 113,075 | 627,780 |
| Joseph Trunfio   | 28,868,315 | 0 | 579,016 | 627,780 |

(ii)

The appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011 was approved as follows:

|            |                |                    |                  |
|------------|----------------|--------------------|------------------|
|            |                |                    | <b>Broker</b>    |
| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
| 29,942,306 | 132,795        | 10                 | 0                |

(iii)

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

|            |                |                    |                  |
|------------|----------------|--------------------|------------------|
|            |                |                    | <b>Broker</b>    |
| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Non-Votes</b> |
| 29,370,703 | 75,797         | 831                | 627,780          |

(iv)

The recommended frequency of advisory votes on executive compensation was every year, by the votes set forth below:

|                 |                  |                    |                    |
|-----------------|------------------|--------------------|--------------------|
| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> |
| 14,178,092      | 12,759,560       | 2,509,249          | 430                |

The Company's Board of Directors has determined to implement an annual advisory vote on executive compensation.



**Section 7 Regulation FD**

**Item 7.01**

**Regulation FD Disclosure**

Incorporated by reference is a press release issued by the Company on May 4, 2011, which is attached hereto as Exhibit 99.1. This information is being furnished under Item 7.01 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.

**Section 9 Financial Statements and Exhibits**

**Item 9.01**

**Financial Statements and Exhibits**

(d) Exhibits

| Exhibit     | Description  |
|-------------|--|
| <u>99.1</u> | Press Release issued by the Company on May 4, 2011 |

**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  
Emil Hensel  
Chief Financial Officer

Dated: May 5, 2011

**LINKS**

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