

CROSS COUNTRY HEALTHCARE INC
Form 8-K
July 13, 2007

**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 9, 2007

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

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(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 July 13, 2007, ClinForce, LLC (the "**Buyer**") and its parent, Cross Country Healthcare, Inc. (**the Company**) entered into a Stock Purchase Agreement (the **Agreement**) with the shareholders of Assent Consulting, a California corporation ("**Assent**), pursuant to which Buyer acquired all of the stock of Assent.

Pursuant to the Agreement (filed as Exhibit 1.01), Buyer acquired all of the stock of Assent. for a purchase price, subject to adjustment, of approximately \$ 19,573,000 million. Although subject to an earnout based on the financial results of the acquired business for 2007 and 2008, the aggregate purchase price will not exceed \$24,500,000.

Item 8.01

Other Events.

Incorporated by reference are press releases, issued by the Company on July 9, 2007, and July 13, 2007, attached hereto as Exhibits 99.1 and 99.2, respectively. 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.

(d) Exhibits

| Exhibit | Description |
|----------------|---|
| 1.01 | Stock Purchase Agreement, dated July 13, 2007, by and among ClinForce LLC, the Stockholders of Assent Consulting and Cross Country Healthcare, Inc. |
| <u>99.1</u> | Press Release issued by the Company on July 9, 2007 |
| <u>99.2</u> | Press Release issued by the Company on July 13, 2007 |

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: July 13, 2007

LINKS

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

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[Item 9.01 Financial Statements and Exhibits.](#)