

CROSS COUNTRY HEALTHCARE INC  
 Form 3  
 July 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Benefit Street Partners LLC		(Month/Day/Year)	CROSS COUNTRY HEALTHCARE INC [CCRN]	
(Last)	(First)	(Middle)	06/30/2014	
9 WEST 57TH STREET, Â SUITE 4700			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10019			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Senior Convertible Notes	Â (3)	Â (3)	Common Stock	2,420,423	\$ (3)	I	By Providence Debt Fund III L.P. (1) (2)
Senior Convertible Notes	Â (3)	Â (3)	Common Stock	831,127	\$ (3)	I	By PECM Strategic Funding L.P. (1) (2)
Senior Convertible Notes	Â (3)	Â (3)	Common Stock	269,577	\$ (3)	I	By Benefit Street Partners SMA LM L.P. (1) (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benefit Street Partners LLC 9 WEST 57TH STREET SUITE 4700 NEW YORK, NY 10019	Â	Â X	Â	Â
Providence Equity Capital Markets L.L.C. 9 WEST 57TH STREET SUITE 4700 NW YORK, NY 10019	Â	Â X	Â	Â
NELSON JONATHAN M 50 KENNEDY PLAZA 18TH FLOOR PROVIDENCE, RI 02903	Â	Â X	Â	Â
SALEM PAUL J 50 KENNEDY PLAZA 18TH FLOOR RHODE ISLAND, RI 02903	Â	Â X	Â	Â
CREAMER GLENN M 50 KENNEDY PLAZA 18TH FLOOR RHODE ISLAND, RI 02903	Â	Â X	Â	Â
Gahan Thomas 9 WEST 57TH STREET SUITE 4700 NEW YORK, NY 10019	Â	Â X	Â	Â

## Signatures

/s/ Bryan R. Martoken, Authorized Signatory Benefit Street Partners L.L.C.

07/10/2014

\*\*Signature of Reporting Person

Date

/s/ Bryan R. Martoken, Authorized Signatory Providence Equity Capital Markets

07/10/2014

L.L.C.

__Signature of Reporting Person	Date
/s/ Jonathan M. Nelson, Authorized Signatory Jonathan M. Nelson	07/10/2014
__Signature of Reporting Person	Date
/s/ Paul J. Salem, Authorized Signatory Paul J. Salem	07/10/2014
__Signature of Reporting Person	Date
/s/ Glenn M. Creamer, Authorized Signatory Glenn M. Creamer	07/10/2014
__Signature of Reporting Person	Date
/s/ Thomas J. Gahan, Authorized Signatory Thomas J. Gahan	07/10/2014
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares are held by Providence Debt Fund III L.P., PECM Strategic Funding L.P. and Benefit Street Partners SMA LM L.P. (collectively, the "Providence Funds"). Benefit Street Partners L.L.C. ("BSP") is the investment manager of each of Providence Debt

(1) Fund III L.P. and Benefit Street Partners SMA LM L.P. Providence Equity Capital Markets L.L.C. ("PECM") is the investment manager of PECM Strategic Funding L.P. Messrs. Creamer, Gahan, Nelson and Salem collectively control each of BSP and PECM through their indirect ownership of membership interests of BSP and PECM (continued in footnote 2).

(continued from footnote 1) As a result, each of Messrs. Creamer, Gahan, Nelson and Salem and BSP may be deemed to share beneficial ownership of the shares held by each of Providence Debt Fund III L.P. and Benefit Street Partners SMA LM L.P., and each of Messrs.

(2) Creamer, Gahan, Nelson and Salem and PECM may be deemed to share beneficial ownership of the shares held by PECM Strategic Funding L.P. Each Reporting Person disclaims beneficial ownership of the shares held by the Providence Funds, except to the extent of its or his pecuniary interest therein.

Represents shares of Common Stock, par value \$0.0001 of Cross Country Healthcare, Inc. (the "Company") at the current conversion price applicable to the Senior Convertible Notes (the "Notes") of \$7.10. Providence Debt Fund III L.P. holds \$17,185,000 in principal amount of the Notes, PECM Strategic Funding L.P. holds \$5,901,000 in principal amount of the Notes and Benefit Street Partners SMA

(3) LM L.P. holds \$1,914,000 in principal amount of the Notes. The Notes are convertible at the option of the holder of the security at any time prior to maturity and will be convertible at the option of the Company, subject to certain conditions, beginning on the third anniversary of the date of issuance, in each case at the then applicable conversion price. The Notes were issued on June 30, 2014 and bear interest at a rate of 8% per annum. The Notes mature on June 30, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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