

CROSS COUNTRY HEALTHCARE INC
Form SC 13G/A
April 09, 2007

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant
to Rule 13d-1(b), (c) and (d) and Amendments Thereto Filed
Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment 3)*

Cross Country Healthcare, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

227483104

(CUSIP Number)

March 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate 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 a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which would alter the
disclosures 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 (however, see

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

the Notes).

CUSIP No. 227483104

13G

1 NAME OF REPORTING PERSON /
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Partners Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions) (a) []
(b) []

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF
SHARES 6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH 3,093,256

REPORTING
PERSON 7 SOLE DISPOSITIVE POWER
WITH

None

8 SHARED DISPOSITIVE POWER

3,582,156

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,156

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

11.1%

12 TYPE OF REPORTING PERSON
(see Instructions)

IA

Page 2 of 15

CUSIP No. 227483104

13G

1 NAME OF REPORTING PERSON/
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

(a) []

(b) []

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,093,256

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

3,582,156

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,156

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1%

12 TYPE OF REPORTING PERSON
(see Instructions)

CO

Page 3 of 15

CUSIP No. 227483104

13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ZFIC, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

(a) []
(b) []

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

3,093,256

7 SOLE DISPOSITIVE POWER

None

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

8 SHARED DISPOSITIVE POWER

3,582,156

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,156

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1%

12 TYPE OF REPORTING PERSON
(see Instructions)

CO

Page 4 of 15

CUSIP No. 227483104

13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew A. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

(a) []

(b) []

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF
SHARES

6 SHARED VOTING POWER

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

BENEFICIALLY

OWNED BY

EACH 3,093,256

REPORTING

PERSON 7 SOLE DISPOSITIVE POWER

WITH

None

8 SHARED DISPOSITIVE POWER

3,582,156

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,156

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1%

12 TYPE OF REPORTING PERSON
(see Instructions)

IN

Page 5 of 15

CUSIP No. 227483104

13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carlene M. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

(a) []
(b) []

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY
OWNED BY
EACH 3,093,256
REPORTING
PERSON 7 SOLE DISPOSITIVE POWER
WITH

None

8 SHARED DISPOSITIVE POWER

3,582,156

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,156

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1%

12 TYPE OF REPORTING PERSON
(see Instructions)

IN

CUSIP No. 227483104 13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Funds, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions) (a) []
(b) []

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

5 SOLE VOTING POWER

None

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY

1,970,900

EACH

REPORTING

PERSON

7 SOLE DISPOSITIVE POWER

WITH

None

8 SHARED DISPOSITIVE POWER

1,970,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,970,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1%

12 TYPE OF REPORTING PERSON
(see Instructions)

CO

Item 1(a) Name of Issuer:

Cross Country Healthcare, Inc.

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

Item 1(b) Address of Issuer's Principal Executive Offices:

6551 Park of Commerce Boulevard, N. W.
Boca Raton, Florida 33487

Item 2(a) Name of Person Filing:

Artisan Partners Limited Partnership ("Artisan Partners")
Artisan Investment Corporation, the general partner of
Artisan Partners ("Artisan Corp.")
ZFIC, Inc., the sole stockholder of Artisan Corp. ("ZFIC")
Andrew A. Ziegler
Carlene M. Ziegler
Artisan Funds, Inc. ("Artisan Funds")

Item 2(b) Address of Principal Business Office:

Artisan Partners, Artisan Corp., ZFIC, Mr. Ziegler,
Ms. Ziegler and Artisan Funds are all located at:

875 East Wisconsin Avenue, Suite 800
Milwaukee, WI 53202

Item 2(c) Citizenship:

Artisan Partners is a Delaware limited partnership
Artisan Corp. is a Wisconsin corporation
ZFIC is a Wisconsin corporation
Mr. Ziegler and Ms. Ziegler are U.S. citizens
Artisan Funds is a Wisconsin corporation

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

227483104

Item 3 Type of Person:

(d) Artisan Funds is an Investment Company under section 8 of
the Investment Company Act.

(e) Artisan Partners is an investment adviser registered under
section 203 of the Investment Advisers Act of 1940; Artisan
Corp. is the general partner of Artisan Partners; ZFIC is the
sole stockholder of Artisan Corp.; Mr. Ziegler and Ms. Ziegler
are the principal stockholders of ZFIC.

Page 8 of 15

Item 4 Ownership (at March 31, 2007):

(a) Amount owned "beneficially" within the meaning of
rule 13d-3:

3,582,156

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

(b) Percent of class:

11.1 % (based on 32,158,276 shares outstanding as of February 28, 2007)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: None

(ii) shared power to vote or to direct the vote:
3,093,256

(iii) sole power to dispose or to direct the disposition of: None

(iv) shared power to dispose or to direct disposition of: 3,582,156

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:

The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners; as reported herein, Artisan Partners holds 3,582,156 shares, including 1,970,900 shares on behalf of Artisan Funds. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds from the sale of, those shares.

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 Group:

Not Applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Edgar Filing: CROSS COUNTRY HEALTHCARE INC - Form SC 13G/A

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.

Date: April 9, 2007

ARTISAN INVESTMENT CORPORATION,
for itself and as the general partner of
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Janet D. Olsen*

ZFIC, INC.

By: Janet D. Olsen*

ANDREW A. ZIEGLER

Andrew A. Ziegler*

CARLENE M. ZIEGLER

Carlene M. Ziegler*

ARTISAN FUNDS, INC.

By: Janet D. Olsen *

*By: /s/ Janet D. Olsen

Janet D. Olsen
Vice President of Artisan Investment
Corporation
Attorney-in-Fact for ZFIC, Inc.
Attorney-in-Fact for Andrew A. Ziegler
Attorney-in-Fact for Carlene M. Ziegler
General Counsel and Secretary of
Artisan Funds, Inc.

Page 10 of 15

Exhibit Index

- Exhibit 1 Joint Filing Agreement dated April 9, 2007 by and among Artisan Partners Limited Partnership, Artisan Investment Corporation, ZFIC, Inc., Andrew A. Ziegler, Carlene M. Ziegler and Artisan Funds, Inc.
- Exhibit 2 Power of Attorney of ZFIC, Inc., dated March 19, 2007
- Exhibit 3 Power of Attorney of Andrew A. Ziegler dated March 19, 2007
- Exhibit 4 Power of Attorney of Carlene M. Ziegler dated March 19, 2007

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: April 9, 2007

ARTISAN INVESTMENT CORPORATION,
for itself and as the general partner of
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Janet D. Olsen*

ZFIC, INC.

By: Janet D. Olsen*

ANDREW A. ZIEGLER

Andrew A. Ziegler*

CARLENE M. ZIEGLER

Carlene M. Ziegler*

ARTISAN FUNDS, INC.

By: Janet D. Olsen *

*By: /s/ Janet D. Olsen

Janet D. Olsen
Vice President of Artisan Investment
Corporation
Attorney-in-Fact for ZFIC, Inc.
Attorney-in-Fact for Andrew A. Ziegler
Attorney-in-Fact for Carlene M. Ziegler
General Counsel and Secretary of
Artisan Funds, Inc.

EXHIBIT 2

POWER OF ATTORNEY

The undersigned, ZFIC, Inc., hereby appoints Lawrence A. Totsky, Janet D.

