CROSS COUNTRY HEALTHCARE INC
Form SC 13D
August 03, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)[1]

Cross Country Healthcare, Inc.
(Name of Issuer)

COMMON STOCK, PAR VALUE $0.0001 PER SHARE
(Title of Class of Securities)

22748P105
(CUSIP Number)

Kenneth F. Clifford
Metalmark Capital LLC
1585 Broadway, 38th Floor
New York, NY 10036
Tel: (212) 761-8179
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 22, 2004
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

[1] 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 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* the *Notes*).

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Metalmark Capital LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x		
3	SEC USE ONLY		
4	SOURCE OF FUNDS* OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) o		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 3,835,805 See Item 6
		8	SHARED VOTING POWER -0- See Item 6
		9	SOLE DISPOSITIVE POWER 3,835,805 See Item 6
		10	SHARED DISPOSITIVE POWER -0- See Item 6
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,835,805 See Item 6		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* o		
13			

	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.0% □ See Item 5
14	TYPE OF REPORTING PERSON* OO

[*SEE INSTRUCTIONS BEFORE FILLING OUT!]

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the common stock, $0.0001 par value per share (the □Common Stock□), of Cross Country Healthcare, Inc., a Delaware corporation (□Cross Country□ or the □Company□). The principal executive offices of Cross Country are located at 6551 Park of Commerce Blvd, N.W., Boca Raton, Florida 33487.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed on behalf of Metalmark Capital LLC, a Delaware limited liability company (□Metalmark□).

(b) The address of the principal business and the principal office of the Reporting Person is 1585 Broadway, 38th Floor, New York, New York 10036.

(c) Not applicable.

(d) Neither the Reporting Person nor, to the knowledge of the Reporting Person, any of the other persons listed on Schedule A attached hereto has been convicted in a criminal proceeding in the past five years (excluding traffic violations or similar misdemeanors).

(e) During the past five years, neither the Reporting Person nor, to the knowledge of the Reporting Person, any of the other persons listed on Schedule A attached hereto was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Metalmark is a Delaware limited liability company. See also Schedule A.

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

Reference is made to the Report on Schedule 13G relating to the Common Stock, originally filed on February 13, 2002, as amended by Amendment No. 2 thereto filed on February 13, 2003 (collectively, the □MS Schedule

13G), jointly filed on behalf of the following persons: (1) Morgan Stanley (MS); (2) Morgan Stanley Venture Capital III, Inc.; (3) Morgan Stanley Venture Partners III, L.L.C.; (4) Morgan Stanley Venture Partners III, L.P.; (5) Morgan Stanley Venture Investors III, L.P.; (6) The Morgan Stanley Venture Partners Entrepreneur Fund, L.P.; (7) MSDW Capital Partners IV, Inc. (MSDWCP IV, Inc.); (8) MSDW Capital Partners IV, LLC (MSDWCP IV, LLC); (9) Morgan Stanley Dean Witter Capital Partners IV, L.P. (MSDWCP IV, L.P.); (10) MSDW IV 892 Investors, L.P. (MSDW IV 892, L.P.); and (11) Morgan Stanley Dean Witter Capital Investors IV, L.P.

(a) For the purposes of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended, by virtue of the subadvisory arrangement described in Item 6 below, Metalmark may be deemed to beneficially own 3,835,805 shares of Common Stock, or approximately 12.0% of the outstanding shares of Common Stock, which shares are held by MSDWCP IV, L.P. and MSDW IV 892, L.P.

(b) By virtue of the subadvisory arrangement described in Item 6 below and the relationships reported under Item 4 of the MS Schedule 13G, prior to the effectiveness of such subadvisory arrangement, each of Metalmark, MS, MSDWCP IV, Inc. and MSDWCP IV, LLC may be deemed to have shared voting and dispositive power with respect to the shares of Common Stock owned by MSDWCP IV, L.P. and MSDW IV 892, L.P. Once the subadvisory arrangement is effective, Metalmark may be deemed to have sole voting and dispositive power with respect to the shares of Common Stock owned by MSDWCP IV, L.P. and MSDW IV 892, L.P. See response to Item 6 below.

(c) The Reporting Person has not effected any transaction in the Common Stock during the past 60 days.

(d) By virtue of the subadvisory arrangement described in Item 6 below and the relationships reported under Item 4 of the MS Schedule 13G, prior to the effectiveness of such subadvisory arrangement, each of Metalmark, MS, MSDWCP IV, Inc. and MSDWCP IV, LLC may be deemed to have the power to direct the receipt of dividends declared on the shares of Common Stock held by MSDWCP IV, L.P. and MSDW IV 892, L.P. and the proceeds from the sale of such shares of Common Stock. Once the subadvisory arrangement is effective, Metalmark may be deemed to have the sole power to direct the receipt of dividends declared on the shares of Common Stock held by MSDWCP IV, L.P. and MSDW IV 892, L.P. and the proceeds from the sale of such shares of Common Stock. See response to Item 6 below.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On July 22, 2004, Metalmark Subadvisor LLC (Subadvisor), Metalmark (the parent entity of Subadvisor), and certain affiliates of MS agreed that Subadvisor will manage MSDWCP IV, L.P. and MSDW IV 892, L.P. on a subadvisory basis. The management authority of Subadvisor will be as set forth in a Power of Attorney, the form of which is attached hereto as Exhibit 1. This subadvisory relationship is expected to commence in the third quarter of 2004. Once the subadvisory arrangement is effective, Metalmark may be deemed to have sole voting and dispositive power with respect to the shares of Common Stock owned by MSDWCP IV, L.P. and MSDW IV 892, L.P. Metalmark is a new independent private equity firm led by Howard I. Hoffen and senior team members from Morgan Stanley Capital Partners.

Item 7. Material to be Filed as Exhibits.

Exhibit 1: Form of Power of Attorney.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 3, 2004

METALMARK CAPITAL LLC

By: /s/ Kenneth Clifford

Name: Kenneth F. Clifford
Title: Chief Financial Officer

SCHEDULE A

OFFICERS AND SOLE MEMBER
OF
METALMARK CAPITAL LLC

The name of the sole member and the names and titles of the officers of Metalmark Capital LLC (Metalmark) are set forth below. The current principal occupation for each of the persons listed below is Managing Director of Morgan Stanley & Co. Incorporated. In connection with the transactions described in Item 6 of this Schedule 13D, each of the persons listed below will terminate employment with Morgan Stanley & Co. Incorporated, commence full-time employment with Metalmark, and become members of Metalmark (if not already a member). The business address of each of the persons listed below is 1585 Broadway, New York, New York 10036. Unless otherwise indicated, each title set forth opposite an individual s name refers to his title at Metalmark and each individual is a United States citizen.

Name, Business Address	Title
Howard I. Hoffen	Sole Member Chairman, Chief Executive Officer and Managing Director
Michael C. Hoffman	Managing Director
Jeffrey M. Siegal	Managing Director
John J. Moon	Managing Director

Leigh J. Abramson	Managing Director
Eric T. Fry	Managing Director
Kenneth F. Clifford	Chief Financial Officer and Managing Director