

CHARTERHOUSE EQUITY PARTNERS III LP
Form SC 13G/A
February 12, 2007

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934
(Amendment No. 3)

Cross Country Healthcare, Inc.

(Name of Issuer)

Common Stock, \$.0001 Par Value

(Title of Class of Securities)

22748P105

(CUSIP Number)

December 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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13G

CUSIP No. 22748P105

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1 NAME OF REPORTING PERSON

Charterhouse Equity Partners III, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
52-2047386

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

2,461,432

6 SHARED VOTING POWER

-0-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

7 SOLE DISPOSITIVE POWER

2,461,432

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,461,432

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

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

7.7% (based on 32,015,023 shares of common stock outstanding as of
 November 9, 2006)

12 TYPE OF REPORTING PERSON

PN

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Item 1(a). Name of Issuer:
 Cross Country Healthcare, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
 6551 Park of Commerce Blvd., N.W.
 Boca Raton, FL 33487

Item 2(a). Name of Person Filing
 Charterhouse Equity Partners III, L.P.

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Item 2(b). Address of Principal Business Office or, if None, Residence
1105 N. Market Street
Suite 1300
Wilmington, DE 19899

Item 2(c). Citizenship
Delaware

Item 2(d). Title of Class of Securities:
Common Stock, \$.0001 par value

Item 2(e). CUSIP Number:
22748P105

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b),
or 13d-2(b) or (c), Check Whether the Person Filing is a:
Not Applicable.

Item 4. Ownership
(a) Amount beneficially owned: 2,461,432
(b) Percent of Class: 7.7% (based on 32,015,023 shares of
Common Stock outstanding as of November 9, 2006)
(c) Number of shares as to which person has:
Sole power to vote: 2,461,432
Shared power to vote: -0-
Sole power to dispose of: 2,461,432
Shared power to dispose of: -0-

Item 5. Ownership of Five Percent or Less of a Class.
If this statement is being filed to report the fact that as of
the date hereof the reporting person has ceased to be the beneficial owner of
more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another
Person.
Not Applicable.

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.

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- Item 8. Identification and Classification of Members of the Group.
Not Applicable.
- Item 9. Notice of Dissolution of the Group
Not Applicable.
- Item 10. Certifications.
Not Applicable.

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SIGNATURE

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.

CHARTERHOUSE EQUITY PARTNERS III, L.P.

By: CHUSA Equity Investors III, L.P.,
general partner

By: Charterhouse Equity III, Inc.,
general partner

By: /s/ CHERI LIEBERMAN

Name: Cheri Lieberman
Title: Chief Financial Officer

Date: February 12, 2007

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