
**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): August 8, 2014

MOLINA HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

1-31719
(Commission File Number)

13-4204626
(I.R.S. Employer Identification Number)

200 Oceangate, Suite 100, Long Beach, California 90802
(Address of principal executive offices)

Registrant's telephone number, including area code: (562) 435-3666

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:

- 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))
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Item 7.01. Regulation FD Disclosure.

On August 8, 2014, the Company announced that its wholly owned subsidiary Molina Healthcare of Florida, Inc. has entered into a definitive agreement with First Coast Advantage, LLC to acquire certain assets related to First Coast Advantage's Medicaid business. As a part of the transaction, Molina Healthcare of Florida will assume First Coast Advantage's Medicaid contract and certain provider agreements for Region 4 of the Statewide Medicaid Managed Care (SMMC) Managed Medical Assistance (MMA) Program in the State of Florida. The closing of the transaction is subject to the satisfaction of customary closing conditions, including obtaining approval for the transaction from the Florida Agency for Health Care Administration. The full text of the press release is included as Exhibit 99.1 to this report.

Note: The information furnished herewith pursuant to Item 7.01 of this current report shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

**Exhibit
No.**

Description

99.1 Press release of Molina Healthcare, Inc., issued August 8, 2014, regarding the definitive agreement to acquire certain assets related to the Medicaid business of First Coast Advantage.

SIGNATURE

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.

MOLINA HEALTHCARE, INC.

Date: August 8, 2014

By: /s/ Jeff D. Barlow

Jeff D. Barlow

Chief Legal Officer and Secretary

EXHIBIT INDEX

**Exhibit
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Description

99.1 Press release of Molina Healthcare, Inc., issued August 8, 2014, regarding the definitive agreement to acquire certain assets related to the Medicaid business of First Coast Advantage.

Molina Healthcare Agrees to Acquire Florida Medicaid Assets from First Coast Advantage

DORAL, Fla.--(BUSINESS WIRE)--August 8, 2014--Molina Healthcare, Inc. (NYSE: MOH) announced today that its wholly owned subsidiary Molina Healthcare of Florida, Inc. has entered into a definitive agreement with First Coast Advantage, LLC to acquire certain assets related to First Coast Advantage's Medicaid business. As a part of the transaction, Molina Healthcare of Florida will assume First Coast Advantage's Medicaid contract and certain provider agreements for Region 4 of the Statewide Medicaid Managed Care (SMMC) Managed Medical Assistance (MMA) Program in the State of Florida. The closing of the transaction is subject to the satisfaction of customary closing conditions, including obtaining approval for the transaction from the Florida Agency for Health Care Administration (AHCA).

First Coast Advantage, a provider-owned Provider Service Network affiliated with the University of Florida Jacksonville Healthcare and UF Health Jacksonville, provides health care coverage to approximately 65,500 individuals. In 2013, First Coast Advantage was awarded a contract to participate in the MMA program for Region 4, which includes Baker, Clay, Duval, Flagler, Nassau, St. Johns and Volusia counties.

"We will be very excited to welcome First Coast Advantage's members to Molina Healthcare and look forward to partnering with the University of Florida Health Care Network and Shands providers at the closing of this transaction," said David Pollack, president of Molina Healthcare of Florida. "We are committed to providing high quality care for our members, and would be proud to bring our innovative care model to serve the population of Northeast Florida."

Molina Healthcare of Florida was one of several managed care organizations selected by AHCA to participate in the MMA Program for Palm Beach, Miami-Dade, Orange, Brevard, Osceola, St. Lucie, Seminole, Indian River, Martin, Okeechobee and Monroe counties. Molina Healthcare of Florida also participates in Florida's Long-Term Care Program in Miami-Dade, Monroe, Pasco, Pinellas, Hillsborough, Polk, Manatee, Hardee and Highland counties.

In addition to Medicaid and Medicare, Molina Healthcare of Florida offers certified Qualified Health Plans to individuals on the Florida Health Insurance Exchange in the non-group health insurance marketplace and participates in Miami-Dade, Broward and Palm Beach counties. Molina Healthcare, Inc. administers two primary care clinics in the state in Riviera Beach and West Palm Beach through its affiliate American Family Care, Inc.

About Molina Healthcare

Molina Healthcare, Inc., a FORTUNE 500 company, provides managed health care services under the Medicaid and Medicare programs and through the state insurance marketplaces. Through our locally operated health plans in 11 states across the nation, Molina currently serves approximately 2.3 million members. Dr. C. David Molina founded our company in 1980 as a provider organization serving low-income families in Southern California. Today, we continue his mission of providing high quality and cost-effective health care to those who need it most. For more information about Molina Healthcare, please visit our website at www.molinahealthcare.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This release contains "forward-looking statements" regarding the proposed transaction between First Coast Advantage and our Florida health plan. All of our forward-looking statements are based on our current expectations that are subject to numerous risk factors that could cause actual results to differ materially. Such risk factors include, without limitation, risks related to: the satisfaction or waiver of closing conditions for the transaction, successfully transitioning and integrating First Coast Advantage's members into our health plan, attrition in membership pending the completion of and following the transition, maintaining provider relations, accurately estimating incurred but not reported medical costs with respect to this new population, and the possibility that the transaction will not be completed on a timely basis or at all. Additional information regarding the risk factors to which we are subject is provided in greater detail in our periodic reports and filings with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K. These reports can be accessed under the investor relations tab of our company website or on the SEC's website at www.sec.gov. Given these risks and uncertainties, we can give no assurances that our forward-looking statements will prove to be accurate, or that any other results or events projected or contemplated by our forward-looking statements will in fact occur, and we caution investors not to place undue reliance on these statements. All forward-looking statements in this release represent our judgment as of the date hereof, and we disclaim any obligation to update any forward-looking statements to conform the statement to actual results or changes in our expectations that occur after the date of this release.

CONTACT:

Molina Healthcare, Inc.

Leigh Woodward, 562-528-5056

Public Relations

or

Juan José Orellana, 562-435-3666

Investor Relations