

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): July 11, 2018 (July 11, 2018)

**MOLINA HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-31719**  
(Commission File Number)

**13-4204626**  
(I.R.S. Employer Identification No.)

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 8.01. Other Events.

On July 11, 2018, Molina Healthcare, Inc. (the “Company”) notified the holders of the Company’s 1.625% Convertible Senior Notes due 2044 (“Notes”) that the Company will redeem all of the outstanding Notes on August 20, 2018 pursuant to Article 16 of the Indenture, dated as of September 5, 2014, as amended by the First Supplemental Indenture, dated as of September 16, 2014 (as amended, the “Indenture”), between the Company and U.S. Bank National Association, as trustee (the “Trustee”). Holders of the Notes have until 5:00 p.m., New York City time, on August 17, 2018 to convert their Notes into cash in accordance with the Indenture.

All questions relating to the mechanics of the redemption or conversion of the Notes should be directed to the Company, attention Investor Relations, telephone number (562) 435-3666.

This announcement is only a summary of certain provisions of the Indenture. A complete explanation of the conversion rights of holders of the Notes, as well as the procedures required to convert the Notes, is set forth in the Indenture. All holders are urged to review the conversion provisions contained in the Indenture in their entirety.

On July 11, 2018, the Company issued a press release regarding the redemption of the Notes. A copy of the press release is attached hereto as Exhibit 99.1.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

### Exhibit

**No.**            **Description**

99.1            Press release dated July 11, 2018.

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**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: July 11, 2018

By: /s/ Jeff D. Barlow  
Jeff D. Barlow  
Chief Legal Officer and Secretary

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## EXHIBIT INDEX

### Exhibit

**No.**      **Description**

99.1      [Press release dated July 11, 2018.](#)

**Molina Healthcare Announces Notice of Redemption of 1.625% Convertible Senior Notes**

LONG BEACH, Calif.--(BUSINESS WIRE)--July 11, 2018--Molina Healthcare, Inc. (NYSE: MOH) (the "Company") today announced that it has given notice of its election to redeem all of the outstanding 1.625% Convertible Senior Notes due 2044 (CUSIP No. 60855R AD2) (the "Notes") on August 20, 2018 (the "Redemption Date"), pursuant to the terms of the Indenture governing the Notes. The outstanding Notes will be redeemed for cash equal to 100% of the principal amount of the Notes, plus accrued and unpaid interest to, but excluding, the Redemption Date (the "Redemption Price"). The aggregate principal amount of the Notes outstanding is approximately \$63.5 million.

The Company has instructed U.S. Bank National Association, as trustee of the Notes, to deliver a Notice of Redemption to all registered holders on July 11, 2018. Notes held through DTC should be surrendered for redemption in accordance with DTC's procedures. Interest on the Notes will cease to accrue on and after the Redemption Date, and the only remaining right of holders of the Notes will be to receive payment of the Redemption Price.

Pursuant to the Indenture, the Notes are convertible at any time prior to 5:00 p.m., New York City time, on August 17, 2018. The conversion rate is 17.2157 shares of the Company's common stock per \$1,000 principal amount of the Notes. Upon conversion, the Company will deliver to the holders in respect of each \$1,000 principal amount of Notes being converted both cash and a "settlement amount," as defined in the Indenture, equal to the sum of the daily settlement amount for each of the 25 consecutive trading days of the applicable observation period. The Company expects to fund the redemption and conversion cash payments through existing unrestricted cash. After August 17, 2018, holders will be entitled only to the Redemption Price for the Notes.

Copies of the Notice of Redemption and additional information relating to the procedure for redemption and/or conversion of the Notes may be obtained by calling the Company at (562) 435-3666, Attention: Investor Relations.

This press release is for informational purposes only and shall not constitute a notice of redemption of the Notes, an offer to sell or a solicitation of an offer to buy any securities.

**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 its locally operated health plans, Molina Healthcare served approximately 4.1 million members as of March 31, 2018. For more information about Molina Healthcare, please visit our website at [molinahealthcare.com](http://molinahealthcare.com).

**Cautionary Statement under the Private Securities Litigation Reform Act:** *This press release contains "forward-looking statements", including statements related to the redemption and conversion of the Notes, which are subject to risks and uncertainties, including, without limitation, risks related to market and other general economic conditions. A discussion of the risk factors facing the Company can be found in its annual report on Form 10-K for the year ended December 31, 2017, in its Form 10-Q quarterly reports, in its Form 8-K current reports, and in its other reports and filings with the Securities and Exchange Commission ("SEC"). These reports can be accessed on the SEC's website at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to release any revisions to any forward-looking statements.*

**CONTACT:**

Molina Healthcare, Inc.  
Investor Relations  
Ryan Kubota, 562-435-3666