

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): January 11, 2018 (January 10, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 10, 2018, Terry Bayer, the chief operating officer of Molina Healthcare, Inc. (the “Company”), notified the Company of her intent to retire from her position in the next several weeks. Following Ms. Bayer’s departure, the corporate chief operating officer role will no longer be a part of the Company’s organizational structure. The terms of Ms. Bayer’s retirement arrangement with the Company, including the effective date of her retirement, will be disclosed in an amendment to this Current Report on Form 8-K once an agreement has been reached between the parties.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release relating to Ms. Bayer’s intent to retire is attached hereto as Exhibit 99.1.

Note: The information furnished herewith pursuant to Item 7.01 of this Current Report on Form 8-K 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. dated January 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: January 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 of Molina Healthcare, Inc. dated January 11, 2018.](#)

## **Molina Healthcare Chief Operating Officer Terry Bayer to Retire**

LONG BEACH, Calif.--(BUSINESS WIRE)--January 11, 2018--Molina Healthcare, Inc. (NYSE: MOH) today announced that Terry Bayer, the Company's chief operating officer, will be retiring in the next several weeks.

"It has been my privilege to serve the Molina Healthcare organization for the last 13 years," said Terry Bayer. "I leave with a great sense of pride regarding our accomplishments in increasing access to quality health care by working with our federal and state government partners in 12 states and the Commonwealth of Puerto Rico."

"I would like to thank Terry Bayer for her years of dedication and many contributions to Molina Healthcare," said Joe Zubretsky, president and chief executive officer of Molina Healthcare, Inc. "As we write the next chapter of Molina Healthcare's story, we are working toward an organizational structure and executive team that can deliver on our margin recovery and sustainability plan."

The corporate chief operating officer role will no longer be a part of Molina's organizational structure. This is consistent with the Company's shift to a flatter organizational structure that will enable the chief executive to be more directly involved with business and health plan operations.

### **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 health plans operating in 12 states across the nation and in the Commonwealth of Puerto Rico, Molina serves approximately 4.5 million members as of September 30, 2017. For more information about Molina Healthcare, please visit our website at [molinahealthcare.com](http://molinahealthcare.com).

#### **CONTACT:**

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