

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-1**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Molina Healthcare, Inc.**

(Exact name of registrant as specified in its charter)

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

**6324**  
(Primary Standard Industrial  
Classification Code Number)

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

**One Golden Shore Drive**  
**Long Beach, CA 90802**  
**(562) 435-3666**

(Address, including zip code, and telephone number including area code, of registrant's principal executive offices)

**J. Mario Molina, M.D.**  
**President and Chief Executive Officer**  
**One Golden Shore Drive**  
**Long Beach, CA 90802**  
**(562) 435-3666**

(Name, address, including zip code, and telephone number including area code, of agent for service)

*Copies to:*

**Douglas M. Mancino, Esq.**  
**Mark J. Mihanovic, Esq.**  
**McDermott, Will & Emery**  
**2049 Century Park East, Suite 3400**  
**Los Angeles, CA 90067**  
**(310) 277-4110**

**William J. Grant, Jr., Esq.**  
**Willkie Farr & Gallagher**  
**787 Seventh Avenue**  
**New York, New York 10019**  
**(212) 728-8000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form is to be offered on a delayed or continuous basis pursuant to Rule 415 of the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (Registration No. 333-102268)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**Calculation of Registration Fee**

Title of Each Class of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, \$0.001 par value per share	492,857	\$17.50	\$8,625,000	\$697.76

(1) Includes 64,286 shares the underwriters have the option to purchase to cover over-allotments, if any.

(2) The Registrant previously registered an aggregate of \$124,200,000.00 of Common Stock on a Registration Statement on Form S-1 (File No. 333-102268), for which a filing fee of \$11,324.28 was paid.

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), by Molina Healthcare, Inc. (the "Company"), pursuant to Rule 462(b) under the Act. This Registration Statement incorporates by reference the contents of the Registration Statement on Form S-1 (File No. 333-102268) relating to the offering of shares of common stock, par value \$0.001 per share.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

### CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but in no event later than the close of business on July 2, 2003), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) it will confirm receipt of such instructions by the bank during regular business hours on July 2, 2003.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Long Beach, State of California, on July 1, 2003.

MOLINA HEALTHCARE, INC.

By:           /s/ J. MARIO MOLINA, M.D

**J. Mario Molina, M.D**  
**Chief Executive Officer**  
**(Principal Executive Officer)**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ J. MARIO MOLINA</u> <b>J. Mario Molina, M.D</b>	Chairman of the Board; Chief Executive Officer and President	July 1, 2003
<u>/s/ JOHN C. MOLINA*</u> <b>John C. Molina, J.D.</b>	Director, Executive Vice President, Financial Affairs, Chief Financial Officer and Treasurer (Principal Financial Officer)	July 1, 2003
<u>/s/ HARVEY A. FEIN*</u> <b>Harvey A. Fein</b>	Vice President, Financial Affairs (Principal Accounting Officer)	July 1, 2003
<u>/s/ GEORGE S. GOLDSTEIN*</u> <b>George S. Goldstein, Ph.D.</b>	Director; Executive Vice President, Health Plan Operations	July 1, 2003
<u>/s/ RONNA ROMNEY*</u> <b>Ronna Romney</b>	Director	July 1, 2003

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/s/ RONALD LOSSETT\*

Director

July 1, 2003

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**Ronald Lossett, CPA, D.B.A.**

/s/ CHARLES Z. FEDAK\*

Director

July 1, 2003

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**Charles Z. Fedak, CPA**

/s/ CARL D. COVITZ\*

Director

July 1, 2003

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**Carl D. Covitz**

/s/ SALLY K. RICHARDSON\*

Director

July 1, 2003

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**Sally K. Richardson**

\* By: J. Mario Molina, M.D., as attorney-in-fact.

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of McDermott, Will & Emery.
23.1	Consent of McDermott, Will & Emery (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, Independent Auditors.
24.1*	Powers of Attorney.

\* Previously filed on the signature pages to Amendment Numbers 2 and 3 to Registration Statement No. 333-102268, filed April 11, 2003 and June 3, 2003, respectively.

July 1, 2003

Molina Healthcare, Inc.  
One Golden Shore Drive  
Long Beach, California 90802

Re: Molina Healthcare, Inc.  
Registration Statement on Form S-1  
(Filed concurrently herewith pursuant to Rule 462(b)).

Ladies and Gentlemen:

We have acted as special counsel to Molina Healthcare, Inc., a Delaware corporation (the "Company"), in connection with the initial public offering by the Company of up to 492,857 shares, including 64,286 shares subject to an over-allotment option (the "Shares"), of the Company's common stock, par value \$0.001 per share (the "Common Stock").

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Act").

In connection with rendering the opinion set forth herein, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein. For purposes hereof (i) the term "Underwriting Agreement" shall mean the Underwriting Agreement (the "Underwriting Agreement") entered into among Banc of America Securities LLC, CIBC World Markets Corp. and SG Cowen Securities Corporation, as representatives of the several underwriters named therein (collectively, the "Underwriters"), and the Company and (ii) the term "Registration Statement" shall mean the Registration Statement on Form S-1 (filed concurrently herewith pursuant to Rule 462(b)).

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures (including endorsements), the authority of trustees, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such documents. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of the Company and its subsidiaries and their respective officers and other representatives and of public official and others.

We do not express any opinion as to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, we are of the opinion that, when the Registration Statement becomes effective under the Act, the Underwriting Agreement has been duly executed and delivered and certificates evidencing the Shares in the form of the specimen certificate

examined by us have been manually signed by an authorized officer of the transfer agent and registrar for the Common Stock and registered by such transfer agent and registrar and the Shares shall have been delivered to and paid for by the Underwriters as contemplated by the Underwriting Agreement, the issuance and sale of the Shares will have been duly authorized and the Shares will be validly issued and fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission (the "Commission") as an exhibit to the Registration Statement. We also consent to the reference to our firm under the caption "Legal Matters" in the Registration Statement. We do not admit in providing such consent that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Sincerely,

/s/ MCDERMOTT, WILL & EMERY

**CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS**

We consent to the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated January 31, 2003 (except Note 6, as to which the date is March 21, 2003, Note 12, as to which the date is May 12, 2003, and Note 10, as to which the date is June 26, 2003), in the Registration Statement on Form S-1 (filed concurrently herewith pursuant to Rule 462(b)) and related Prospectus of Molina Healthcare, Inc. for the registration of 492,857 shares of its common stock.

/s/ ERNST & YOUNG LLP

Los Angeles, California  
July 1, 2003