# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934 (Amendment No. ) Filed by the Registrant ☑ Filed by a Party other than the Registrant Check the appropriate box: Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) Definitive Proxy Statement Definitive Additional Materials  $\square$ Soliciting Material Pursuant to §240.14a-12 MOLINA HEALTHCARE, INC. (Name of Registrant as Specified In Its Charter) (Name of Person(s) Filing Proxy Statement, if other than the Registrant) Payment of Filing Fee (Check the appropriate box): V No fee required. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. (1) Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies: Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): (4) Proposed maximum aggregate value of transaction: (5) Total fee paid: Fee paid previously with preliminary materials. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing. (1) Amount Previously Paid: (2) Form, Schedule or Registration Statement No.: (3) Filing Party:

(4) Date Filed:

## \*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 3, 2017.

#### MOLINA HEALTHCARE, INC.

#### **Meeting Information**

Meeting Type: Annual Meeting For holders as of: March 9, 2017

Date: May 3, 2017 Time: 10:00 AM, Pacific Time

Location: 200 Oceangate, 15th Floor Long Beach, California 90802

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

MOUNA HEALTHCARE, INC. 200 OCEANGATE, STE 100 LONG BEACH, CA 90802-4317 ATTN: DR. J. MARIO MOUNA NOTICE AND PROXY STATEMENT

ANNUAL REPORT

#### How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639

3) BY E-MAIL\*: sendmaterial@proxyvote.com

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow -> XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 19, 2017 to facilitate timely delivery.

— How To Vote — Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

#### Voting Items

### The Board of Directors recommends you vote FOR each of the following nominees:

 To elect three Class III directors to hold office until the 2020 annual meeting.

#### Nominees:

- 1a. Dr. J. Mario Molina
- 1b. Ronna E. Romney
- 1c. Dale B. Wolf

#### The Board of Directors recommends you vote FOR the following proposal:

2. To consider and approve, on a non-binding, advisory basis, the compensation of our named executive officers.

#### The Board of Directors recommends you vote every 1 YEAR on the following proposal:

3. To conduct an advisory vote on the frequency of a stockholder vote on the compensation of our named executive officers.

#### The Board of Directors recommends you vote FOR the following proposals:

- To approve an amendment and restatement of the Molina Healthcare, Inc. 2011 Equity Incentive Plan (the "Equity Incentive Plan")
  and re-approve the material terms of the performance goals for Section 162(m)(1) awards under the Equity Incentive Plan.
- 5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017.

**NOTE:** To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.