SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL
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| | | | or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | |
|----------------------------------|---------|----------|--|---|--|-----------------------|--|--|--|--|--|
| 1. Name and Addres | 1 0 | on* | 2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE, INC. [MOH] | (Check | tionship of Reporting Perso all applicable) | . , | | | | | |
| | | | 2 Data of Earliest Transaction (Month/Day/Maar) | X | Director | 10% Owner | | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2023 | | Officer (give title below) | Other (specify below) | | | | | |
| 2180 HARVARD STREET SUITE 400 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | |
| | | | | X | Form filed by One Reporting Person | | | | | | |
| (Street) SACRAMENTO | CA | 95815 | | | Form filed by More than C Person | One Reporting | | | | | |
| , | | | Rule 10b5-1(c) Transaction Indication | | | | | | | | |
| (City) | (State) | (Zip) | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | n Date, Transaction Code (Instr. | | | | | Securities Beneficially Owned Following | (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|-------------------------------------|---|--------------------|---------------|---------------------------------|--|----------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 04/01/2023 | | A ⁽¹⁾ | | 206 ⁽²⁾ | A | \$ 267.49 ⁽³⁾ | 5,820 | Ι | Held by trust ⁽⁴⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Grant of stock under the Issuer's 2019 Equity Incentive Plan in connection with the Reporting Person's services as a Director.

2. The aggregate dollar value of the annual equity award to each Director was set at \$220,000, with one quarter, or \$55,000, to be granted on the first day of each quarter, based on the closing price of the Issuer's common stock on such day. Since the grant date of April 1, 2023, was a non-trading day, the number of shares was calculated based on the closing price of the Issuer's common stock on March 31, 2023, of \$267.49. Thus, the grant this quarter for services as a Director is for 206 shares of the Issuer's common stock.

3. Represents the closing price of the Issuer's common stock on March 31, 2023.

4. All shares held by the Richard Charles Zoretic Revocable Living Trust.

Remarks:

Jeff D. Barlow, by power of attorney for Richard C. Zoretic

04/03/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)

LIMITED POWER OF ATTORNEY FOR SECTION 16(a) FILINGS

Know all by these presents that the undersigned hereby constitutes and appoints Jeff D. Barlow and Codruta Boggs, and each acting singly, the undersigned's true and lawful attorney-in-fact to:

1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Molina Healthcare, Inc. (the "Company"), Forms 3,4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and

2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendments thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of May 2018.

/s/ Richard Zoretic Signature

Richard Zoretic Printed Name

Exhibit 24