
**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): April 19, 2016

MOLINA HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

1-31719
(Commission File Number)

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

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))
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Item 7.01. Regulation FD Disclosure.

On April 19, 2016, Molina Healthcare, Inc. (the “Company”) announced that it has entered into a definitive agreement with Universal American Corp. pursuant to which the Company will acquire all of the outstanding equity interests of Universal American’s Total Care Medicaid plan in upstate New York.

Subject to regulatory approvals and the satisfaction of customary closing conditions, the closing of the transaction is expected to close in the third quarter of 2016. The full text of the press release is included as Exhibit 99.1 to this report.

Note: The information furnished herewith pursuant to Item 7.01 of this current report 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	Joint press release of Molina Healthcare, Inc. and Universal American Corp., issued April 19, 2016, regarding the definitive agreement to acquire all of the outstanding equity interests of Universal American’s Total Care Medicaid plan in upstate New York.

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: April 19, 2016

By: /s/ Jeff D. Barlow

Jeff D. Barlow

Chief Legal Officer and Secretary

EXHIBIT INDEX

**Exhibit
No.**

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Molina Healthcare to Acquire the Total Care Medicaid Plan in Upstate New York from Universal American

LONG BEACH, Calif. & WHITE PLAINS, N.Y.--(BUSINESS WIRE)--April 19, 2016--Molina Healthcare, Inc. (NYSE: MOH) and Universal American Corp. (NYSE: UAM) jointly announced today that they entered into a definitive agreement in which Molina will acquire Universal American's Total Care Medicaid plan in upstate New York.

Total Care is a prepaid health services plan that provides health care coverage to approximately 39,000 members under the Medicaid and Child Health Plus programs in the three upstate New York counties of Cortland, Onondaga and Tompkins. Under the terms of the agreement, Molina will acquire all the outstanding equity interests of Today's Options of New York, Inc., which operates the Total Care Medicaid plan, for a purchase price of \$41.3 million, subject to closing date balance sheet adjustments. Molina will fund the transaction with available cash. The transaction is subject to regulatory approvals and other conditions and is expected to close in the third quarter of 2016.

"We look forward to participating in New York's Medicaid managed care program," said Dr. J. Mario Molina, president and chief executive officer of Molina Healthcare, Inc. "This transaction expands our footprint into the top five largest Medicaid markets across the county and serves to further our strategy of continued geographic diversification. Over the next several months we will work closely with the New York State Department of Health, local providers and community organizations to continue fulfilling our mission of providing access to high-quality care."

Richard A. Barasch, chairman and chief executive officer of Universal American, commented, "With the sale of our Total Care Medicaid plan, we can better concentrate our efforts on our Medicare Advantage and Medicare ACO businesses. We improved the operations of the Total Care plan during our ownership and believe that Molina's extensive experience in Medicaid will allow for continued improvements to the plan for the benefit of its members."

About Molina Healthcare, Inc.

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 locally operated health plans in 11 states across the nation and in the Commonwealth of Puerto Rico, Molina serves approximately 3.9 million members. Dr. C. David Molina founded our company in 1980 as a provider organization serving low-income families in Southern California. Today, we continue his mission of providing high quality and cost-effective health care to those who need it most. For more information about Molina Healthcare, please visit our website at molinahealthcare.com.

About Universal American Corp.

Through its family of healthcare companies, Universal American provides health benefits to people covered by Medicare and Medicaid. The company is dedicated to working collaboratively with healthcare professionals, especially primary care physicians, in order to improve the health and well-being of those they serve while reducing healthcare costs. More information about Universal American is available at universalamerican.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This press release contains “forward-looking statements” regarding the proposed transaction between Molina Healthcare and Universal American. All forward-looking statements are based on current expectations that are subject to numerous risk factors that could cause actual results to differ materially. Such risk factors include, without limitation, risks related to: the timely closing of the transaction, including the need to obtain regulatory approvals and other third party consents; any conditions imposed on the parties by regulators in connection with consummating the transaction described herein; Total Care’s ability to maintain relationships with providers, employees and other stakeholders following the announcement of this transaction; the ability of the parties to satisfy other conditions to closing the transaction described herein; the integration of the operations and employees of Total Care’s business into Molina Healthcare’s business; the retention and renewal of Total Care’s business contracts; Total Care’s future financial condition and operating results; and the possibility that the transaction will not be completed on a timely basis or at all. Additional information regarding the risk factors to which the parties are subject is provided in greater detail in their respective periodic reports and filings with the Securities and Exchange Commission, including each party’s most recent Annual Report on Form 10-K. These reports can be accessed under the investor relations tab of each party’s website or on the SEC’s website at sec.gov. Given these risks and uncertainties, neither party can give assurances that its forward-looking statements will prove to be accurate, or that any other results or events projected or contemplated by its forward-looking statements will in fact occur, and each party cautions investors not to place undue reliance on these statements. All forward-looking statements in this release represent the parties’ judgment as of the date hereof, and each party disclaims any obligation to update any forward-looking statements to conform the statement to actual results or changes in a party’s expectations that occur after the date of this release.

CONTACT:

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or

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or

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Chief Financial Officer