



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): October 3, 2007

**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  
(IRS Employer  
Identification No.)

One Golden Shore Drive, Long Beach, California 90802  
(Address of principal executive offices)

37027  
(Zip Code)

(562) 435-3666  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- Written communication 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))
- 
-

## **TABLE OF CONTENTS**

[Item 7.01 Regulation FD Disclosure](#)

[Item 9.01 Exhibits](#)

[SIGNATURE](#)

[INDEX TO EXHIBIT](#)

[EXHIBIT 99.1](#)

---

## [Table of Contents](#)

### **Item 7.01 Regulation FD Disclosure**

On October 3, 2007, Molina Healthcare, Inc. issued a press release announcing it is offering \$150,000,000 of convertible senior notes. The full text of the press release is attached as Exhibit 99.1.

The information in this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

### **Item 9.01 Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Molina Healthcare, Inc. issued October 3, 2007.

---

**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.

Dated: October 3, 2007

By: /s/ Mark L. Andrews

Mark L. Andrews  
Chief Legal Officer, General Counsel  
and Corporate Secretary

---

**INDEX TO EXHIBIT**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Molina Healthcare, Inc. issued October 3, 2007.



## News Release

**Contact:**

Juan José Orellana  
Investor Relations  
Molina Healthcare, Inc.  
562-435-3666, ext. 111143

### **MOLINA HEALTHCARE ANNOUNCES \$150 MILLION OFFERING OF CONVERTIBLE SENIOR NOTES**

**Long Beach, California** (October 3, 2007) — Molina Healthcare, Inc. (NYSE: MOH) today announced the offering of \$150 million aggregate principal amount of Convertible Senior Notes.

The notes will be issued pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission. Citi and UBS Investment Bank will be acting as joint book-running managers in connection with the offering. Copies of the prospectus relating to the offering may be obtained from Citi, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, NY 11220, (718) 765-6732 and from UBS Investment Bank, Prospectus Department, 299 Park Avenue, NY, NY 10171.

This press release does not constitute an offer to sell or solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Molina Healthcare**

Molina Healthcare, Inc. is a multi-state managed care organization that arranges for the delivery of healthcare services to persons eligible for Medicaid and other government-sponsored programs for low-income families and individuals. Molina Healthcare, Inc. currently operates health plans in California, Michigan, New Mexico, Ohio, Texas, Utah, and Washington.

**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:** *This press release may contain “forward-looking statements” regarding, but not limited to, the proposed offering of the Convertible Senior Notes. All of our forward-looking statements are based on current expectations and assumptions that are subject to numerous known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially. Such factors include, without limitation, risks related to conditions in the markets generally as well as in the markets in which the Company operates. Information concerning additional risk factors that could cause actual results to differ materially is contained in the Company’s Form 10-K annual report, Form 10-Q quarterly reports, and the Company’s other reports and filings with the Securities and Exchange Commission and available for viewing on its website at [www.sec.gov](http://www.sec.gov). All forward-looking statements in this release represent our judgment as of the date of issuance of this release. We disclaim any obligation to update any forward-looking statement to conform the statement to actual results or changes in our expectations.*

- End -