

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 1)\*

**Molina Healthcare, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**60855R100**

(CUSIP Number)

**William Dentino**  
3500 Douglas Blvd., Suite 160  
Roseville, CA 95661  
(916) 781-3532

**Curtis Pedersen**  
6218 East 6<sup>th</sup> Street  
Long Beach, CA 90803  
(213) 248-1527

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**November 7, 2017**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box x.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 60855R100

1 Name of Reporting Person  
Mary R. Molina Living Trust

2 Check the Appropriate Box if a Member of a Group

(a)  x

(b)  o

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
United States

---

7 Sole Voting Power  
3,376,792

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
3,376,792

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,376,792

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)  
5.9% (1)

---

14 Type of Reporting Person  
OO

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(1) The percentages specified herein and in the rest of this Schedule 13D/A are calculated based upon 57,118,000 shares of Common Stock issued and outstanding as of July 28, 2017, as reported in the Issuer's quarterly report on Form 10-Q filed on August 2, 2017.

CUSIP No. 60855R100

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1 Name of Reporting Person  
Exempt Mary R. Molina Living Trust

---

2 Check the Appropriate Box if a Member of a Group

(a)  x

(b)  o

3 SEC Use Only

4 Source of Funds  
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

6 Citizenship or Place of Organization  
United States

7 Sole Voting Power  
28,258

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

9 Sole Dispositive Power  
28,258

10 Shared Dispositive Power  
- 0 -

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
28,258

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares  o

13 Percent of Class Represented by Amount in Row (11)  
0.0%

14 Type of Reporting Person  
OO

1 Name of Reporting Person  
Molina Marital Trust

---

2 Check the Appropriate Box if a Member of a Group

(a)  x

---

(b)  o

---

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

---

6 Citizenship or Place of Organization  
United States

---

7 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
0

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
0

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares  o

---

13 Percent of Class Represented by Amount in Row (11)  
0%

---

14 Type of Reporting Person  
OO

---

CUSIP No. 60855R100

1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 609/4

2 Check the Appropriate Box if a Member of a Group

(a)  x

(b)  o

3 SEC Use Only

4 Source of Funds  
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

6 Citizenship or Place of Organization  
California

7 Sole Voting Power  
206,719

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

9 Sole Dispositive Power  
206,719

10 Shared Dispositive Power  
- 0 -

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
206,719

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares  o

13 Percent of Class Represented by Amount in Row (11)  
0.4%

14 Type of Reporting Person  
OO

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5

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CUSIP No. 60855R100

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1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 609/7

---

2 Check the Appropriate Box if a Member of a Group

(a)  x

---

(b)  o

---

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

---

6 Citizenship or Place of Organization  
California

---

7 Sole Voting Power  
239,381

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
239,381

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
239,381

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares  o

---

13 Percent of Class Represented by Amount in Row (11)  
0.4%

---

14 Type of Reporting Person  
OO

---

6

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CUSIP No. 60855R100

---

1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 1209/3

---

2 Check the Appropriate Box if a Member of a Group

(a)  x

---

(b)  o

---

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

---

6 Citizenship or Place of Organization  
California

---

7 Sole Voting Power  
154,291

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
154,291

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person

154,291

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)  
0.3%

14 Type of Reporting Person  
OO

7

CUSIP No. 60855R100

1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 1209/4

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds  
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization  
California

7 Sole Voting Power  
192,705

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

9 Sole Dispositive Power  
192,705

10 Shared Dispositive Power  
- 0 -

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
192,705

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)  
0.3%

14 Type of Reporting Person  
OO

---

8

---

CUSIP No. 60855R100

---

1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 610/4

---

2 Check the Appropriate Box if a Member of a Group

(a)  x

(b)  o

---

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

---

6 Citizenship or Place of Organization  
California

---

7 Sole Voting Power  
172,990

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
172,990

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
172,990

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares  o

---

13 Percent of Class Represented by Amount in Row (11)  
0.3%

---

14 Type of Reporting Person  
OO

---

9

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CUSIP No. 60855R100

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1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 610/5

---

2 Check the Appropriate Box if a Member of a Group

(a)  x

(b)  o

3 SEC Use Only

4 Source of Funds  
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

6 Citizenship or Place of Organization  
California

7 Sole Voting Power  
208,795

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

9 Sole Dispositive Power  
208,795

10 Shared Dispositive Power  
- 0 -

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
208,795

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares  o

13 Percent of Class Represented by Amount in Row (11)  
0.4%

14 Type of Reporting Person  
OO

CUSIP No. 60855R100

1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 1210/4

2 Check the Appropriate Box if a Member of a Group

(a)  x

(b)  o

3 SEC Use Only

4 Source of Funds  
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)  o

6 Citizenship or Place of Organization  
California

---

7 Sole Voting Power  
295,750

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
295,750

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
295,750

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)  
0.5%

---

14 Type of Reporting Person  
OO

---

11

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CUSIP No. 60855R100

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1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 811/3

---

2 Check the Appropriate Box if a Member of a Group

(a)  x

(b)  o

---

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
California

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7 Sole Voting Power  
344,906

---

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
344,906

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
344,906

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)  
0.6%

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14 Type of Reporting Person  
OO

---

12

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CUSIP No. 60855R100

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1 Name of Reporting Person  
Mary R. Molina Grantor Retained Annuity Trust 812/3

---

2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
California

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7 Sole Voting Power  
254,209

---

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
254,209

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
254,209

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)  
0.4%

---

14 Type of Reporting Person  
OO

---

13

---

CUSIP No. 60855R100

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1 Name of Reporting Person  
Estate of Mary R. Molina

---

2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds  
OO

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
California

---

Number of  
Shares  
Beneficially  
Owned by

7 Sole Voting Power  
47,273

---

Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
47,273

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
47,273

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)  
0.1%

---

14 Type of Reporting Person  
OO

---

14

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CUSIP No. 60855R100

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1 Name of Reporting Person  
Dentino Family Trust

---

2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds  
PF

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
California

Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 1,496
	8	Shared Voting Power - 0 -
	9	Sole Dispositive Power 1,496
	10	Shared Dispositive Power - 0 -
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,496	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) 0.0%	
14	Type of Reporting Person OO	

CUSIP No. 60855R100

1	Name of Reporting Person Curtis and Rosi Pedersen 2012 Trust
2	Check the Appropriate Box if a Member of a Group  (a) <input checked="" type="radio"/> x (b) <input type="radio"/> o
3	SEC Use Only
4	Source of Funds OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
California

---

7 Sole Voting Power  
300

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8 Shared Voting Power  
- 0 -

---

9 Sole Dispositive Power  
300

---

10 Shared Dispositive Power  
- 0 -

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
300

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)  
0.0%

---

14 Type of Reporting Person  
OO

---

16

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CUSIP No. 60855R100

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1 Name of Reporting Person  
William Dentino

---

2 Check the Appropriate Box if a Member of a Group

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds  
PF

---

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
United States

---

7 Sole Voting Power  
48,769 (1)

---

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power  
5,474,796 (2)

---

9 Sole Dispositive Power  
48,769 (1)

---

10 Shared Dispositive Power  
5,474,796 (2)

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
5,523,565

---

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

---

13 Percent of Class Represented by Amount in Row (11)  
9.7%

---

14 Type of Reporting Person  
IN

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(1) Represents shares of Common Stock beneficially owned by the following Reporting Persons: (i) 1,496 shares of Common Stock beneficially owned by the Dentino Family Trust, of which Mr. Dentino is the sole trustee with respect to all shares of Common Stock held in such trust; and (ii) 47,273 shares of Common Stock beneficially owned by the estate of Mary R. Molina, of which Mr. Dentino is the sole executor. As an executor, Mr. Dentino may be deemed to beneficially own the shares of Common Stock held in the estate. Mr. Dentino has no pecuniary interest in any of the shares of Common Stock held in the estate.

(2) Represents shares of Common Stock beneficially owned by the following Reporting Persons: (i) 3,376,792 shares of Common Stock beneficially owned by the Mary R. Molina Living Trust; (ii) 28,258 shares of Common Stock beneficially owned by the Exempt Mary R. Molina Living Trust; (iii) 206,719 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 609/4; (iv) 239,381 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 609/7; (v) 154,291 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 1209/3; (vi) 192,705 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 1209/4; (vii) 172,990 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 610/4; (viii) 208,795 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 610.5; (ix) 295,750 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 1210/4; (x) 344,906 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 811/3; and (xi) 254,209 shares of Common Stock beneficially owned by the Mary R. Molina Grantor Retained Annuity Trust 812/3 (collectively, the "MRM Trusts"). Mr. Dentino and Mr. Pedersen are co-trustees of each of the MRM Trusts. Pursuant to the terms of the MRM Trusts, as a co-trustee, Mr. Dentino shares the power to vote and dispose (or direct the disposition) of the shares of Common Stock held in the MRM Trusts. Mr. Dentino has no pecuniary interest in any shares of Common Stock held in the MRM Trusts.

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 CUSIP No. 60855R100
 

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 1 Name of Reporting Person  
 Curtis Pedersen
 

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2 Check the Appropriate Box if a Member of a Group

 (a) 


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 (b) 


---

 3 SEC Use Only
 

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 4 Source of Funds  
 OO
 

---

 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) 


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 6 Citizenship or Place of Organization  
 United States
 

---

 7 Sole Voting Power  
 - 0 -
 

---

 Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

 8 Shared Voting Power  
 5,475,096 (1)
 

---

 9 Sole Dispositive Power  
 - 0 -
 

---

 10 Shared Dispositive Power  
 5,475,096 (1)
 

---

 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 5,475,096
 

---

 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares 


---

 13 Percent of Class Represented by Amount in Row (11)  
 9.6%
 

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 14 Type of Reporting Person  
 IN

- 
- (1) Represents shares of Common Stock beneficially owned by the following Reporting Persons: (i) 300 shares of Common Stock beneficially owned by the Curtis and Rosi Pedersen 2012 Trust; and (ii) 5,474,796 shares of Common Stock in the aggregate beneficially owned by the MRM Trusts, as described above. Mr. Pedersen and his spouse are co-trustees of the Curtis and Rosi Pedersen 2012 Trust. As a co-trustee, Mr. Pedersen shares the power to vote and dispose (or direct the disposition) of the shares of Common Stock held in such trust. Mr. Pedersen and Mr. Dentino are co-trustees of each of the MRM Trusts, as described above. Pursuant to the terms of the MRM Trusts, as a co-trustee, Mr. Pedersen shares the power to vote and dispose (or direct the disposition) of the shares of Common Stock held in the MRM Trusts. Mr. Pedersen has no pecuniary interest in any shares of Common Stock held in the MRM Trusts.

CUSIP No. 60855R100

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Explanatory Note:

The following constitutes Amendment No. 1 (this "Amendment No. 1") to the Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on October 24, 2017 (the "Schedule 13D").

Unless otherwise indicated herein, the information set forth in the Schedule 13D remains unchanged. Each capitalized term used in this Amendment No. 1 and not defined herein shall have the meanings ascribed to such term in the Schedule 13D.

**Item 2. Identity and Background.**

Item 2 is hereby amended and supplemented as follows:

(a) The original Schedule 13D included the Molina Marital Trust as a Reporting Person. On November 7, 2017, all of the Shares previously held in the Molina Marital Trust were distributed to revocable living trusts established by the beneficiaries of the Molina Marital Trust. As a result, the Molina Marital Trust no longer beneficially owns any Shares or other securities of the Issuer. Accordingly, the Molina Marital Trust is no longer included as a Reporting Person in the Schedule 13D.

**Item 4. Purpose of Transaction.**

Item 4 is hereby amended and supplemented as follows:

On November 7, 2017, all of the Shares previously held in the Molina Marital Trust were distributed to revocable living trusts established by the beneficiaries of the Molina Marital Trust, as described in Item 2 above. As a result, the Molina Marital Trust no longer beneficially owns any Shares or other securities of the Issuer.

**Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended and restated as follows:

(a)-(b)

1. Mary R. Molina Living Trust
  - a. Amount beneficially owned: 3,376,792
  - b. Percent of class: 5.9%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 3,376,792
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 3,376,792
    - iv. Shared power to dispose or to direct the disposition of: 0
2. Exempt Mary R. Molina Living Trust
  - a. Amount beneficially owned: 28,258
  - b. Percent of class: 0.0%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 28,258
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 28,258
    - iv. Shared power to dispose or to direct the disposition of: 0
3. Molina Marital Trust
  - a. Amount beneficially owned: 0
  - b. Percent of class: 0.0%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 0
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 0
    - iv. Shared power to dispose or to direct the disposition of: 0

4. Mary R. Molina Grantor Retained Annuity Trust 609/4
  - a. Amount beneficially owned: 206,719
  - b. Percent of class: 0.4%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 206,719
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 206,719
    - iv. Shared power to dispose or to direct the disposition of: 0
5. Mary R. Molina Grantor Retained Annuity Trust 609/7
  - a. Amount beneficially owned: 239,381
  - b. Percent of class: 0.4%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 239,381
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 239,381
    - iv. Shared power to dispose or to direct the disposition of: 0
6. Mary R. Molina Grantor Retained Annuity Trust 1209/3
  - a. Amount beneficially owned: 154,291
  - b. Percent of class: 0.3%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 154,291
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 154,291
    - iv. Shared power to dispose or to direct the disposition of: 0
7. Mary R. Molina Grantor Retained Annuity Trust 1209/4
  - a. Amount beneficially owned: 192,705
  - b. Percent of class: 0.3%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 192,705
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 192,705
    - iv. Shared power to dispose or to direct the disposition of: 0
8. Mary R. Molina Grantor Retained Annuity Trust 610/4
  - a. Amount beneficially owned: 172,990
  - b. Percent of class: 0.3%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 172,990
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 172,990
    - iv. Shared power to dispose or to direct the disposition of: 0
9. Mary R. Molina Grantor Retained Annuity Trust 610/5
  - a. Amount beneficially owned: 208,795
  - b. Percent of class: 0.4%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 208,795
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 208,795
    - iv. Shared power to dispose or to direct the disposition of: 0

10. Mary R. Molina Grantor Retained Annuity Trust 1210/4
  - a. Amount beneficially owned: 295,750
  - b. Percent of class: 0.5%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 295,750
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 295,750
    - iv. Shared power to dispose or to direct the disposition of: 0
11. Mary R. Molina Grantor Retained Annuity Trust 811/3
  - a. Amount beneficially owned: 344,906
  - b. Percent of class: 0.6%
  - c. Number of Shares as to which the Reporting Person has:

- i. Sole power to vote or to direct the vote: 344,906
  - ii. Shared power to vote or to direct the vote: 0
  - iii. Sole power to dispose or to direct the disposition of: 344,906
  - iv. Shared power to dispose or to direct the disposition of: 0
  
- 12. Mary R. Molina Grantor Retained Annuity Trust 812/3
  - a. Amount beneficially owned: 254,209
  - b. Percent of class: 0.4%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 254,209
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 254,209
    - iv. Shared power to dispose or to direct the disposition of: 0
  
- 13. Estate of Mary R. Molina
  - a. Amount beneficially owned: 47,273
  - b. Percent of class: 0.1%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 47,273
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 47,273
    - iv. Shared power to dispose or to direct the disposition of: 0
  
- 14. Dentino Family Trust
  - a. Amount beneficially owned: 1,496
  - b. Percent of class: 0.0%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 1,496
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 1,496
    - iv. Shared power to dispose or to direct the disposition of: 0
  
- 15. Curtis and Rosi Pedersen 2012 Trust
  - a. Amount beneficially owned: 300
  - b. Percent of class: 0.0%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 300
    - ii. Shared power to vote or to direct the vote: 0
    - iii. Sole power to dispose or to direct the disposition of: 300
    - iv. Shared power to dispose or to direct the disposition of: 0
  
- 16. William Dentino
  - a. Amount beneficially owned: 5,523,565
  - b. Percent of class: 9.7%

- c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 48,769(1)(2)
    - ii. Shared power to vote or to direct the vote: 5,474,796(3)
    - iii. Sole power to dispose or to direct the disposition of: 48,769(1)(2)
    - iv. Shared power to dispose or to direct the disposition of: 5,474,796(3)

- 17. Curtis Pedersen
  - a. Amount beneficially owned: 5,475,096
  - b. Percent of class: 9.6%
  - c. Number of Shares as to which the Reporting Person has:
    - i. Sole power to vote or to direct the vote: 0
    - ii. Shared power to vote or to direct the vote: 5,475,096(3)(4)
    - iii. Sole power to dispose or to direct the disposition of: 0
    - iv. Shared power to dispose or to direct the disposition of: 5,475,096(3)(4)

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- (1) As the sole-executor of the MRM Estate, Mr. Dentino has the power to vote or to direct the vote, and the power to dispose or to direct the disposition of, the 47,273 Shares held by the Estate.
  - (2) As the sole trustee of the Dentino Family Trust with respect to all Shares held in such trust, Mr. Dentino has the power to vote or to direct the vote, and the power to dispose or to direct the disposition of, the 1,496 Shares held by the Dentino Family Trust.
  - (3) As the co-trustees of the MRM Trusts, Messrs. Dentino and Pedersen share the power to vote or to direct the vote, and the power to dispose or to direct the disposition of, the 5,474,796 Shares held by the MRM Trusts. Messrs. Dentino and Pedersen have no pecuniary interest in any Shares held in the MRM Trusts.

(4) As the co-trustees of the Pedersen Trust, Mr. Pedersen and his spouse share the power to vote or to direct the vote, and the power to dispose or to direct the disposition of, the 300 Shares held by the Pedersen Trust.

(c) During the past sixty days, the Exempt MRM Living Trust sold in the aggregate 136,500 Shares pursuant to a Rule 10b5-1 plan, as described in more detail on Schedule A attached hereto and incorporated herein by reference. In addition, on November 7, 2017, the 4,090,360 Shares previously held in the Molina Marital Trust were distributed to revocable living trusts established by the beneficiaries of the Molina Martial Trust, as described in Item 2 above. Except as set forth above, no transactions in Shares were effected by any of the Reporting Persons during the past sixty days.

(e) On November 7, 2017, all of the Shares previously held in the Molina Marital Trust were distributed to revocable living trusts established by the beneficiaries of the Molina Martial Trust, as described in Item 2 above. As a result, the Molina Marital Trust has ceased to be the beneficial owner of more than five percent of the Shares. The filing of this Amendment No. 1 constitutes an exit filing for the Molina Marital Trust.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 is hereby amended and supplemented as follows:

The Molina Marital Trust was a party to the original Joint Filing Agreement, dated as of October 24, 2017, a copy of which was attached as Exhibit 99.2 to the original Schedule 13D and was incorporated therein by reference. As described above, on November 7, 2017, all of the Shares previously held in the Molina Marital Trust were distributed to revocable living trusts established by the beneficiaries of the Molina Martial Trust. As a result, the Molina Marital Trust no longer beneficially owns any Shares or other securities of the Issuer and is no longer included as a Reporting Person in the Schedule 13D. Accordingly, on November 7, 2017, the parties to the Joint Filing Agreement entered into that certain Amendment No. 1 to the Joint Filing Agreement, which provides that the Molina Marital Trust will cease to be a party to the Joint Filing Agreement, effective as of November 7, 2017. A copy of Amendment No. 1 to the Joint Filing Agreement is attached as Exhibit 99.24 hereto and is incorporated therein by reference.

**Item 7. Material to be Filed as Exhibits.**

Item 7 is hereby supplemented as follows:

99.24 Amendment No. 1 to the Joint Filing Agreement, dated as of November 7, 2017

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CUSIP No. 60855R100

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 8, 2017

**Mary R. Molina Living Trust**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ William Dentino  
Name: Curtis Pedersen  
Title: Trustee

**Exempt Mary R. Molina Living Trust**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ William Dentino  
Name: Curtis Pedersen  
Title: Trustee

**Molina Marital Trust**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 609/4**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 609/7**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

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**Mary R. Molina Grantor Retained Annuity Trust 1209/3**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 1209/4**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 610/4**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 610/5**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 1210/4**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

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**Mary R. Molina Grantor Retained Annuity Trust 811/3**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 812/3**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

**Estate of Mary R. Molina**

By: /s/ William Dentino  
Name: William Dentino  
Title: Executor

**Dentino Family Trust**

By: /s/ William Dentino  
Name: William Dentino  
Title: Trustee

**Curtis and Rosi Pedersen 2012 Trust**

By: /s/ Curtis Pedersen  
Name: Curtis Pedersen  
Title: Trustee

By: /s/ Rosi Pedersen  
Name: Rosi Pedersen  
Title: Trustee

**William Dentino**

/s/ William Dentino  
William Dentino

**Curtis Pedersen**

/s/ Curtis Pedersen  
Curtis Pedersen

CUSIP No. 60855R100

**SCHEDULE A**

**Transactions in Shares of Common Stock of the Issuer During the Past Sixty Days**

**Exempt Mary R. Molina Living Trust (1)**

Nature of Transaction	Securities Purchased/(Sold)	Average Price per Share	Date of Purchase / Sale
Sale of Common Stock	(22,000)	\$ 65.02	09/07/2017
Sale of Common Stock	(2,000)	\$ 65.08	09/08/2017

**Mary R. Molina Living Trust (1)**

Nature of Transaction	Securities Purchased/(Sold)	Average Price per Share	Date of Purchase / Sale
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(1) All sales were made pursuant to a Rule 10b5-1 plan.

**AMENDMENT No. 1 TO JOINT FILING AGREEMENT**

This AMENDMENT No. 1 TO JOINT FILING AGREEMENT (this "Amendment") is entered into as of November 7, 2017, by and among Mary R. Molina Living Trust, Exempt Mary M. Molina Living Trust, Molina Marital Trust, Mary R. Molina Grantor Retained Annuity Trust 609/4, Mary R. Molina Grantor Retained Annuity Trust 609/7, Mary R. Molina Grantor Retained Annuity Trust 1209/3, Mary R. Molina Grantor Retained Annuity Trust 1209/4, Mary R. Molina Grantor Retained Annuity Trust 610/4, Mary R. Molina Grantor Retained Annuity Trust 610/5, Mary R. Molina Grantor Retained Annuity Trust 1210/4, Mary R. Molina Grantor Retained Annuity Trust 811/3, Mary R. Molina Grantor Retained Annuity Trust 812/3, the Estate of Mary R. Molina, Dentino Family Trust, Curtis and Rosi Pedersen 2012 Trust, William Dentino and Curtis Pedersen (each, a "Party," and, collectively, the "Parties").

WHEREAS, certain of the Parties are holders, of record or beneficial, of shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Molina Healthcare, Inc., a Delaware corporation (the "Company");

WHEREAS, the Parties have entered into that certain Joint Filing Agreement, dated as of October 24, 2017 (the "Joint Filing Agreement"), pursuant to which the Parties have agreed, among other things, to jointly file statements on Schedule 13D with respect to the Common Stock and other securities of the Company, to the extent required by applicable law; and

WHEREAS, on November 7, 2017, all of the shares of Common Stock held by the Molina Marital Trust were distributed to revocable living trusts established by the beneficiaries of the Molina Marital Trust and, following such distribution, the Molina Marital Trust no longer holds any shares of Common Stock or other securities of the Company, as disclosed in Amendment No. 1 to the Schedule 13D filed by the Parties on November 7, 2017.

NOW, THEREFORE, the Parties hereby agree as follows:

1. Amendment No. 1 to the Schedule 13D shall constitute the exit filing of the Molina Marital Trust. The Molina Marital Trust shall cease to be a party to the Joint Filing Agreement, effective as of the date hereof.
2. Except as expressly set forth herein, all of the terms and provisions of the Joint Filing Agreement shall remain in full force and effect.
3. This Amendment shall be governed by and construed in accordance with the laws of the State of California.
4. This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

[Signature page follows]

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed as of the day and year first above written.

**Mary R. Molina Living Trust**

By: /s/ William Dentino  
 Name: William Dentino  
 Title: Trustee

By: /s/ William Dentino  
 Name: Curtis Pedersen  
 Title: Trustee

**Exempt Mary R. Molina Living Trust**

By: /s/ William Dentino  
 Name: William Dentino  
 Title: Trustee

By: /s/ William Dentino  
 Name: Curtis Pedersen  
 Title: Trustee

**Molina Marital Trust**

By: /s/ William Dentino  
 Name: William Dentino  
 Title: Trustee

By: /s/ Curtis Pedersen  
 Name: Curtis Pedersen  
 Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 609/4**

By: /s/ William Dentino  
 Name: William Dentino

Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen

Title: Trustee

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**Mary R. Molina Grantor Retained Annuity Trust 609/7**

By: /s/ William Dentino

Name: William Dentino

Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen

Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 1209/3**

By: /s/ William Dentino

Name: William Dentino

Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen

Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 1209/4**

By: /s/ William Dentino

Name: William Dentino

Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen

Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 610/4**

By: /s/ William Dentino

Name: William Dentino

Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen

Title: Trustee

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**Mary R. Molina Grantor Retained Annuity Trust 610/5**

By: /s/ William Dentino

Name: William Dentino

Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen

Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 1210/4**

By: /s/ William Dentino

Name: William Dentino

Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen

Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 811/3**

By: /s/ William Dentino

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Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen  
Title: Trustee

**Mary R. Molina Grantor Retained Annuity Trust 812/3**

By: /s/ William Dentino

Name: William Dentino  
Title: Trustee

By: /s/ Curtis Pedersen

Name: Curtis Pedersen  
Title: Trustee

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**Estate of Mary R. Molina**

By: /s/ William Dentino

Name: William Dentino  
Title: Executor

**Dentino Family Trust**

By: /s/ William Dentino

Name: William Dentino  
Title: Trustee

**Curtis and Rosi Pedersen 2012 Trust**

By: /s/ Curtis Pedersen

Name: Curtis Pedersen  
Title: Trustee

By: /s/ Rosi Pedersen

Name: Rosi Pedersen  
Title: Trustee

**William Dentino**

/s/ William Dentino

William Dentino

**Curtis Pedersen**

/s/ Curtis Pedersen

Curtis Pedersen

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