

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): February 26, 2018 (February 23, 2018)

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

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 24, 2018, John C. Molina informed the Board of Directors of Molina Healthcare, Inc. (the “Company”) that he has decided to resign from the Board of Directors effective immediately. A copy of Mr. Molina’s letter of resignation, which is dated February 23, 2018, is attached hereto as Exhibit 17.1.

At the time of his resignation, Mr. Molina was serving as a Class II director whose term would have expired at the Company’s 2019 annual meeting of stockholders. Mr. Molina was also a member of the Compliance and Quality Committee of the Board of Directors.

Item 7.01. Regulation FD Disclosure.

A copy of the press release relating to Mr. Molina’s resignation from the Board of Directors of the Company is attached hereto as Exhibit 99.1.

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
17.1	Resignation letter of John C. Molina.
99.1	Press release of Molina Healthcare, Inc. dated February 26, 2018.

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: February 26, 2018

By: */s/ Jeff D. Barlow*

Jeff D. Barlow

Chief Legal Officer and Secretary

EXHIBIT INDEX

Exhibit

No. Description

[17.1](#) [Resignation letter of John C. Molina.](#)

[99.1](#) [Press release of Molina Healthcare, Inc. dated February 26, 2018](#)

February 23, 2018

Mr. Dale Wolf, Chairman
Molina Healthcare, Inc.
200 Oceangate Suite 100
Long Beach, CA 90802

Dear Mr. Wolf:

Please accept this letter as my resignation from the Board of Directors of Molina Healthcare. I have served as a Director for over 30 years and it has been my life's work to see my father's vision come to fruition.

This letter serves as a bittersweet reminder that I am the last Molina family member still associated with the Company that our family built. I am proud of all that we and our employees have accomplished. Molina's reputation for quality and devotion to our patients is unparalleled.

I remain a shareholder and wish the remaining Board and Management the best in your endeavors to continue to improve the stock price.

I will not be at the Board meeting next week, as this resignation is effective immediately.

Please share my thoughts with the remaining Board members.

Sincerely,

/s/ John C. Molina

John C. Molina

Molina Healthcare Announces Resignation of John Molina from the Board of Directors

LONG BEACH, Calif.--(BUSINESS WIRE)--February 26, 2018--Molina Healthcare, Inc. (NYSE: MOH) today announced that John C. Molina has stepped down from the Molina Healthcare Board of Directors.

“We are grateful for John Molina’s contributions to the Company and wish him the best as he pursues other endeavors,” said Dale B. Wolf, chairman of the Molina Healthcare Board of Directors.

John Molina is the son of Dr. C. David Molina, the late founder of Molina Healthcare. John served as a member of the Board of Directors since 1994. Throughout the Company’s history, he has also held a variety of leadership positions, including chief financial officer and treasurer until May 2017. Currently, John is a founding partner of Pacific6, a California-based investment and development partnership.

About Molina Healthcare

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 health plans operating in 13 states across the nation and in the Commonwealth of Puerto Rico, Molina serves approximately 4.5 million members. For more information about Molina Healthcare, please visit our website at molinahealthcare.com.

CONTACT:

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or

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