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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 5, 2023 (May 3, 2023)

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**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.)

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200 Oceangate, Suite 100, Long Beach, California  
(Address of principal executive offices)

90802  
(Zip Code)

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class             | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| Common Stock, \$0.001 Par Value | MOH               | New York Stock Exchange                   |

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.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 3, 2023, Molina Healthcare, Inc., a Delaware corporation (the "Company"), held its Annual Meeting of Stockholders. At the meeting, a total of 54,488,955 shares were voted, representing 93.51% of the 58,268,825 shares outstanding as of the March 8, 2023 record date.

With regard to Proposal No. 1, all nine nominated directors were elected to hold office until the 2024 annual meeting. The stockholders voted as follows:

| <b>Director</b>     | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---------------------|------------------|----------------------|--------------------|-------------------------|
| Barbara L. Brasier  | 51,827,981       | 611,878              | 9,925              | 2,039,171               |
| Daniel Cooperman    | 51,930,894       | 508,425              | 10,465             | 2,039,171               |
| Stephen H. Lockhart | 52,107,234       | 332,085              | 10,465             | 2,039,171               |
| Steven J. Orlando   | 47,950,332       | 4,488,986            | 10,466             | 2,039,171               |
| Ronna E. Romney     | 45,327,441       | 7,110,442            | 11,901             | 2,039,171               |
| Richard M. Schapiro | 52,109,495       | 329,731              | 10,558             | 2,039,171               |
| Dale B. Wolf        | 47,129,808       | 5,309,971            | 10,005             | 2,039,171               |
| Richard C. Zoretic  | 52,110,859       | 329,023              | 9,902              | 2,039,171               |
| Joseph M. Zubretsky | 51,975,877       | 462,671              | 11,236             | 2,039,171               |

With regard to Proposal No. 2 for the approval, on a non-binding, advisory basis, of the compensation of the Company's named executive officers for 2023, the stockholders voted as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 44,548,396       | 7,888,118            | 13,270             | 2,039,171               |

With regard to Proposal No. 3 for the approval of the frequency of a non-binding advisory vote of the stockholders on the compensation of our named executive officers, the stockholders voted as follows:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> |
|-----------------|------------------|--------------------|--------------------|
| 51,720,836      | 6,859            | 708,345            | 13,744             |

With regard to Proposal No. 4 for the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2023, the stockholders voted as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 52,159,920       | 2,320,473            | 8,562              |

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**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: May 5, 2023

By: /s/ Jeff D. Barlow  
Jeff D. Barlow  
Chief Legal Officer and Secretary