

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the transition period from _____ to _____
Commission file number: 001-31719**

MOLINA HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-4204626

(I.R.S. Employer Identification No.)

**200 Oceangate, Suite 100
Long Beach, California**

(Address of principal executive offices)

90802

(Zip Code)

(562) 435-3666

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of the issuer's Common Stock, \$0.001 par value, outstanding as of July 25, 2014, was approximately 46,508,000.

MOLINA HEALTHCARE, INC.
Form 10-Q

For the Quarterly Period Ended June 30, 2014

TABLE OF CONTENTS

[Part I](#)

Item 1.	Financial Statements	1
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	26
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	43
Item 4.	Controls and Procedures	43

[Part II](#)

Item 1.	Legal Proceedings	44
Item 1A.	Risk Factors	44
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	45
Item 3.	Defaults Upon Senior Securities	45
Item 4.	Mine Safety Disclosures	45
Item 5.	Other Information	45
Item 6.	Exhibits	45
	Signatures	46

PART I. FINANCIAL INFORMATION**Item 1. Financial Statements****MOLINA HEALTHCARE, INC.
CONSOLIDATED BALANCE SHEETS**

	June 30, 2014	December 31, 2013
	(Amounts in thousands, except per-share data)	
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,027,351	\$ 935,895
Investments	740,874	703,052
Receivables	473,514	298,935
Income taxes refundable	16,726	32,742
Deferred income taxes	19,518	26,556
Prepaid expenses and other current assets	93,862	42,484
Total current assets	2,371,845	2,039,664
Property, equipment, and capitalized software, net	317,630	292,083
Deferred contract costs	47,969	45,675
Intangible assets, net	88,493	98,871
Goodwill	230,738	230,738
Restricted investments	84,440	63,093
Auction rate securities	11,025	10,898
Deferred income taxes	4,075	—
Derivative asset	250,160	186,351
Other assets	45,654	35,564
	<u>\$ 3,452,029</u>	<u>\$ 3,002,937</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Medical claims and benefits payable	\$ 924,182	\$ 669,787
Accounts payable and accrued liabilities	475,358	319,965
Deferred revenue	45,945	122,216
Current maturities of long-term debt	185,451	182,008
Total current liabilities	1,630,936	1,293,976
Convertible senior notes	425,709	416,368
Lease financing obligations	160,121	159,394
Lease financing obligations – related party	39,436	27,092
Deferred income taxes	—	580
Derivative liability	250,038	186,239
Other long-term liabilities	28,719	26,351
Total liabilities	<u>2,534,959</u>	<u>2,110,000</u>
Stockholders' equity:		
Common stock, \$0.001 par value; 150,000 shares authorized; outstanding: 46,494 shares at June 30, 2014 and 45,871 shares at December 31, 2013	46	46
Preferred stock, \$0.001 par value; 20,000 shares authorized, no shares issued and outstanding	—	—
Additional paid-in capital	351,546	340,848
Accumulated other comprehensive income (loss)	40	(1,086)
Retained earnings	565,438	553,129
Total stockholders' equity	<u>917,070</u>	<u>892,937</u>
	<u>\$ 3,452,029</u>	<u>\$ 3,002,937</u>

See accompanying notes.

MOLINA HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
(Amounts in thousands, except net income per share) (Unaudited)				
Revenue:				
Premium revenue	\$ 2,167,142	\$ 1,501,729	\$ 4,107,479	\$ 2,999,162
Service revenue	50,232	49,672	103,862	99,428
Premium tax revenue	70,120	46,883	121,813	83,883
Health insurer fee revenue	19,662	—	38,358	—
Investment income	1,945	1,628	3,574	3,144
Other revenue	2,938	5,922	6,196	10,616
Total revenue	<u>2,312,039</u>	<u>1,605,834</u>	<u>4,381,282</u>	<u>3,196,233</u>
Operating expenses:				
Medical care costs	1,934,299	1,294,706	3,655,957	2,582,621
Cost of service revenue	37,107	39,305	77,764	79,075
General and administrative expenses	193,239	161,479	381,326	302,757
Premium tax expenses	70,120	46,883	121,813	83,883
Health insurer fee expenses	21,945	—	44,135	—
Depreciation and amortization	22,902	17,015	43,593	33,578
Total operating expenses	<u>2,279,612</u>	<u>1,559,388</u>	<u>4,324,588</u>	<u>3,081,914</u>
Operating income	<u>32,427</u>	<u>46,446</u>	<u>56,694</u>	<u>114,319</u>
Other expenses, net:				
Interest expense	13,993	11,667	27,815	24,704
Other (income) expense, net	(9)	3,502	(53)	3,371
Total other expenses, net	<u>13,984</u>	<u>15,169</u>	<u>27,762</u>	<u>28,075</u>
Income from continuing operations before income tax expense	18,443	31,277	28,932	86,244
Income tax expense	10,702	15,481	16,357	39,926
Income from continuing operations	7,741	15,796	12,575	46,318
Income (loss) from discontinued operations, net of tax	70	8,775	(266)	8,168
Net income	<u>\$ 7,811</u>	<u>\$ 24,571</u>	<u>\$ 12,309</u>	<u>\$ 54,486</u>
Basic net income per share:				
Continuing operations	\$ 0.17	\$ 0.35	\$ 0.27	\$ 1.01
Discontinued operations	—	0.19	—	0.18
Basic net income per share	<u>\$ 0.17</u>	<u>\$ 0.54</u>	<u>\$ 0.27</u>	<u>\$ 1.19</u>
Diluted net income per share:				
Continuing operations	\$ 0.16	\$ 0.34	\$ 0.26	\$ 1.00
Discontinued operations	—	0.19	—	0.17
Diluted net income per share	<u>\$ 0.16</u>	<u>\$ 0.53</u>	<u>\$ 0.26</u>	<u>\$ 1.17</u>

See accompanying notes.

MOLINA HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
	(Amounts in thousands) (Unaudited)			
Net income	\$ 7,811	\$ 24,571	\$ 12,309	\$ 54,486
Other comprehensive income:				
Unrealized investment gain (loss)	391	(4,045)	1,817	(3,626)
Effect of income taxes	(31)	(1,537)	691	(1,378)
Other comprehensive income (loss), net of tax	422	(2,508)	1,126	(2,248)
Comprehensive income	<u>\$ 8,233</u>	<u>\$ 22,063</u>	<u>\$ 13,435</u>	<u>\$ 52,238</u>

See accompanying notes.

MOLINA HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended	
	June 30,	
	2014	2013
	(Amounts in thousands)	
	(Unaudited)	
Operating activities:		
Net income	\$ 12,309	\$ 54,486
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	65,654	43,907
Deferred income taxes	1,692	(22,155)
Stock-based compensation	10,456	12,150
Amortization of convertible senior notes and lease financing obligations	13,455	9,688
Amortization of premium/discount on investments	5,524	4,298
Amortization of deferred financing costs	1,301	2,366
Change in fair value of derivatives, net	(10)	3,384
Change in fair value of contingent consideration liabilities	(4,199)	—
Gain on disposal of property and equipment, net	(860)	—
Tax deficiency from employee stock compensation	(33)	(38)
Changes in operating assets and liabilities:		
Receivables	(174,579)	(64,094)
Prepaid expenses and other assets	(66,887)	(22,856)
Medical claims and benefits payable	254,395	(29,043)
Accounts payable and accrued liabilities	177,497	(16,968)
Deferred revenue	(76,271)	(95,849)
Income taxes	16,016	8,976
Net cash provided by (used in) operating activities	235,460	(111,748)
Investing activities:		
Purchases of investments	(368,304)	(532,151)
Proceeds from sales and maturities of investments	326,648	149,420
Purchases of equipment	(37,670)	(35,229)
Increase in restricted investments	(15,622)	(12,834)
Proceeds from sale of property and equipment	6,807	—
Change in deferred contract costs	(13,742)	6,994
Change in other noncurrent assets and liabilities	(453)	(8,012)
Net cash used in investing activities	(102,336)	(431,812)
Financing activities:		
Proceeds from issuance of 1.125% Notes, net of deferred financing costs	—	537,973
Proceeds from sale-leaseback transactions	—	158,694
Purchase of 1.125% Notes call option	—	(149,331)
Proceeds from issuance of warrants	—	75,074
Treasury stock purchases	—	(50,000)
Principal payments on term loan	—	(47,471)
Repayment of amounts borrowed under credit facility	—	(40,000)
Contingent consideration liabilities settled	(50,349)	—
Proceeds from employee stock plans	7,617	4,852
Excess tax benefits from employee stock compensation	1,111	1,544
Settlement of interest rate swap	—	(875)
Principal payments on lease financing obligations - related party	(47)	—
Net cash (used in) provided by financing activities	(41,668)	490,460
Net increase (decrease) in cash and cash equivalents	91,456	(53,100)
Cash and cash equivalents at beginning of period	935,895	795,770
Cash and cash equivalents at end of period	\$ 1,027,351	\$ 742,670

MOLINA HEALTHCARE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(continued)

	Six Months Ended	
	June 30,	
	2014	2013
	(Amounts in thousands)	
	(Unaudited)	
Supplemental cash flow information:		
Cash (received) paid during the period for:		
Income taxes	\$ (2,714)	\$ 41,407
Interest	\$ 13,210	\$ 21,933
Schedule of non-cash investing and financing activities:		
Retirement of treasury stock	\$ —	\$ 53,000
Common stock used for stock-based compensation	\$ 8,453	\$ 5,669
Non-cash lease financing obligation – related party	\$ 12,447	\$ —
Details of change in fair value of derivatives, net:		
Gain on 1.125% Call Option	\$ 63,809	\$ 57,792
Loss on embedded cash conversion option	(63,799)	(57,686)
Loss on 1.125% Warrants	—	(3,923)
Gain on interest rate swap	—	433
Change in fair value of derivatives, net	\$ 10	\$ (3,384)

See accompanying notes.

MOLINA HEALTHCARE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
June 30, 2014

1. Basis of Presentation

Organization and Operations

Molina Healthcare, Inc. provides quality and cost-effective Medicaid-related solutions to meet the health care needs of low-income families and individuals, and to assist state agencies in their administration of the Medicaid program. We report our financial performance based on two reportable segments: the Health Plans segment and the Molina Medicaid Solutions segment.

Our Health Plans segment consists of health plans in 11 states, and includes our direct delivery business. As of June 30, 2014, these health plans served approximately 2.3 million members eligible for Medicaid, Medicare, and other government-sponsored health care programs for low-income families and individuals. Additionally, we serve a small number of Health Insurance Marketplaces (Marketplaces) members, many of whom are eligible for government premium subsidies. The health plans are operated by our respective wholly owned subsidiaries in those states, each of which is licensed as a health maintenance organization (HMO). Our direct delivery business consists primarily of the operation of primary care clinics in California.

Our Molina Medicaid Solutions segment provides business processing and information technology development and administrative services to Medicaid agencies in Idaho, Louisiana, Maine, New Jersey, West Virginia, and the U.S. Virgin Islands, and drug rebate administration services in Florida.

We previously reported that our Medicaid managed care contract with the state of Missouri expired without renewal in 2012, and effective June 2013 the transition obligations associated with that contract terminated. Therefore, beginning in the second quarter of 2013, we classified the operations for our Missouri health plan as discontinued operations for all periods presented in our consolidated financial statements.

Consolidation and Interim Financial Information

The consolidated financial statements include the accounts of Molina Healthcare, Inc., its subsidiaries and variable interest entities in which Molina Healthcare, Inc. is considered to be the primary beneficiary. Such variable interest entities are insignificant to our consolidated financial position and results of operations. In the opinion of management, all adjustments considered necessary for a fair presentation of the results as of the date and for the interim periods presented have been included; such adjustments consist of normal recurring adjustments. All significant intercompany balances and transactions have been eliminated. The consolidated results of operations for the current interim period are not necessarily indicative of the results for the entire year ending December 31, 2014.

The unaudited consolidated interim financial statements have been prepared under the assumption that users of the interim financial data have either read or have access to our audited consolidated financial statements for the fiscal year ended December 31, 2013. Accordingly, certain disclosures that would substantially duplicate the disclosures contained in the December 31, 2013 audited consolidated financial statements have been omitted. These unaudited consolidated interim financial statements should be read in conjunction with our December 31, 2013 audited consolidated financial statements.

Reclassifications

We have reclassified certain amounts in the 2013 consolidated statements of income to conform to the 2014 presentation of separately presenting premium tax revenue and premium revenue.

2. Significant Accounting Policies

Revenue Recognition

Premium Revenue – Health Plans Segment

Premium revenue is fixed in advance of the periods covered and, except as described below, is not generally subject to significant accounting estimates. Premium revenues are recognized in the month that members are entitled to receive health care services.

Certain components of premium revenue are subject to accounting estimates and fall into two categories:

[Table of Contents](#)

(1) Contractual provisions that may adjust or limit revenue or profit:

Health Plan Medical Cost Floors (Minimums), Medical Cost Corridors, and Administrative Cost Ceilings (Maximums): A portion of certain Medicaid, Medicare, and Marketplaces premiums received by our health plans may be returned if certain minimum amounts are not spent on defined medical care costs. In some cases, the health plans may receive additional premiums if amounts spent on medical care costs exceed a defined maximum threshold. In the aggregate, we recorded a liability under the terms of such contract provisions of \$80.6 million and \$1.4 million at June 30, 2014, and December 31, 2013, respectively. The increase is driven by contractual provisions relating to Medicaid expansion populations, which began to phase in during January 2014. Separately, in certain states we may be levied with non-monetary sanctions if certain minimum amounts are not spent on defined medical care costs, or if administrative costs exceed certain amounts.

Health Plan Profit Sharing and Profit Ceiling: Our contracts with the states of New Mexico, Texas, and Washington contain profit-sharing or profit ceiling provisions under which we refund amounts to the states if our health plans generate profit above a certain specified percentage, in some cases in accordance with a tiered rebate schedule. In some cases, we are limited in the amount of administrative costs that we may deduct in calculating the refund, if any. As a result of profits in excess of the amount we are allowed to fully retain, we recorded a liability of \$19.2 million and \$2.5 million at June 30, 2014 and December 31, 2013, respectively.

Medicare Revenue Risk Adjustment: Based on member encounter data that we submit to the Centers for Medicare and Medicaid Services (CMS), our Medicare premiums are subject to retroactive adjustment for both member risk scores and member pharmacy cost experience for up to two years after the original year of service. This adjustment takes into account the acuity of each member's medical needs relative to what was anticipated when premiums were originally set for that member. In the event that a member requires less acute medical care than was anticipated by the original premium amount, CMS may recover premium from us. In the event that a member requires more acute medical care than was anticipated by the original premium amount, CMS may pay us additional retroactive premium. A similar retroactive reconciliation is undertaken by CMS for our Medicare members' pharmacy utilization. We estimate the amount of Medicare revenue that will ultimately be realized for the periods presented based on our knowledge of our members' health care utilization patterns and CMS practices. Based on our knowledge of member health care utilization patterns and expenses we have recorded a net receivable of \$34.1 million and \$20.8 million for anticipated Medicare risk adjustment premiums at June 30, 2014, and December 31, 2013, respectively.

(2) Quality incentives:

At our California, Illinois, New Mexico, Ohio, Texas, Washington and Wisconsin health plans, revenue ranging from approximately 1.00% to 5.00% of health plan premiums is earned if certain performance measures are met.

The following table quantifies the quality incentive premium revenue recognized for the periods presented, including the amounts earned in the periods presented and in prior periods. Although the reasonably possible effects of a change in estimate related to quality incentive premium revenue as of June 30, 2014 are not known, we have no reason to believe that the adjustments to prior years noted below are not indicative of the potential future changes in our estimates as of June 30, 2014.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In thousands)			
Maximum available quality incentive premium - current period	\$ 24,300	\$ 20,496	\$ 44,464	\$ 41,111
Amount of quality incentive premium revenue recognized in current period:				
Earned current period	\$ 12,717	\$ 17,297	\$ 18,014	\$ 32,193
Earned prior periods	3,582	3,849	3,204	10,561
Total	<u>\$ 16,299</u>	<u>\$ 21,146</u>	<u>\$ 21,218</u>	<u>\$ 42,754</u>
Total premium revenue recognized for state health plans with quality incentive premiums	<u>\$ 1,708,808</u>	<u>\$ 711,251</u>	<u>\$ 3,187,069</u>	<u>\$ 1,420,634</u>

[Table of Contents](#)

We recognized a benefit of approximately \$25 million from the recognition in the second quarter of 2014 of certain premium revenues of which \$15 million related to the year ended December 31, 2013, and \$5 million related to the first quarter of 2014.

Service Revenue and Cost of Service Revenue — Molina Medicaid Solutions Segment

The payments received by our Molina Medicaid Solutions segment under its state contracts are based on the performance of multiple services. The first of these is the design, development and implementation (DDI) of a Medicaid management information system (MMIS). An additional service, following completion of DDI, is the operation of the MMIS under a business process outsourcing (BPO) arrangement. When providing BPO services (which include claims payment and eligibility processing) we also provide the state with other services including both hosting and support, and maintenance. Because we have determined the services provided under our Molina Medicaid Solutions contracts represent a single unit of accounting, we generally recognize revenue associated with such contracts on a straight-line basis over the original contract term during which BPO, hosting, and support and maintenance services are delivered. There may be certain contractual provisions containing contingencies, however that require us to delay recognition of all or part of our service revenue until such contingencies have been removed.

Cost of service revenue consists primarily of the costs incurred to provide BPO and technology outsourcing services under our MMIS contracts. General and administrative costs consist primarily of indirect administrative costs and business development costs. In some circumstances we may defer recognition of incremental direct costs (such as direct labor, hardware, and software) associated with a contract if revenue recognition is also deferred. Such deferred contract costs are amortized on a straight-line basis over the remaining original contract term, consistent with the revenue recognition period.

Income Taxes

The provision for income taxes is determined using an estimated annual effective tax rate, which is generally greater than the U.S. federal statutory rate primarily because of state taxes, nondeductible health insurer fee expenses, nondeductible compensation and other general and administrative expenses. The effective tax rate may be subject to fluctuations during the year, particularly as a result of the mathematical impact of the level of pretax earnings, and also as new information is obtained. Such information may affect the assumptions used to estimate the annual effective tax rate, including factors such as the mix of pretax earnings in the various tax jurisdictions in which we operate, valuation allowances against deferred tax assets, the recognition or the reversal of the recognition of tax benefits related to uncertain tax positions, and changes in or the interpretation of tax laws in jurisdictions where we conduct business. We recognize deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of our assets and liabilities, along with net operating loss and tax credit carryovers.

The total amount of unrecognized tax benefits was \$2.0 million and \$8.0 million as of June 30, 2014 and December 31, 2013, respectively. The unrecognized tax benefits recorded at December 31, 2013 decreased by \$6.0 million during the six months ended June 30, 2014 as a result of the execution of a state settlement agreement. This decrease had a nominal impact to the tax provision for the six months ended June 30, 2014. The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was \$1.8 million and \$5.7 million as of June 30, 2014 and December 31, 2013, respectively. We expect that during the next 12 months it is reasonably possible that unrecognized tax benefit liabilities may decrease by as much as \$0.2 million due to the expiration of statute of limitations.

Our continuing practice is to recognize interest and/or penalties related to unrecognized tax benefits in income tax expense. As of June 30, 2014 and December 31, 2013, we had accrued \$0.08 million for the payment of interest and penalties.

During the three months ended June 30, 2014 and 2013, we recognized tax expense of \$0.1 million and tax benefits of \$10.0 million, respectively, related to discontinued operations. During the six months ended June 30, 2014 and 2013, we recognized tax benefits related to discontinued operations of \$0.4 million and \$10.1 million, respectively.

New Accounting Standards

Health Insurer Fee. In the first quarter of 2014, we adopted the guidance of the Financial Accounting Standards Board (FASB) related to accounting for the fees to be paid by health insurers to the federal government under the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the Affordable Care Act, or ACA). The ACA imposes an annual fee, or excise tax, on health insurers for each calendar year beginning on or after January 1, 2014. The health insurer fee (HIF) is imposed beginning in 2014 based on a company's share of the industry's net premiums written during the preceding calendar year, and is payable on September 30 of each year.

Effective January 1, 2014, we recorded our estimate of the 2014 liability to accounts payable and accrued liabilities. As of June 30, 2014, we expect the liability to amount to \$88.3 million. We are recognizing this expense on a straight-line basis in

[Table of Contents](#)

2014, and recorded \$21.9 million and \$44.1 million to health insurer fee expenses in the three months and six months ended June 30, 2014, respectively. As enacted, this federal premium-based assessment is non-deductible for income tax purposes.

Because we primarily serve individuals in government-sponsored programs, we must secure additional reimbursement from our state partners for this added cost. We recognize health insurer fee revenue when we have obtained a contractual commitment from a state to reimburse us for the full economic impact of the health insurer fee, including the effect of premium tax and federal non-deductibility. Such health insurer fee revenue is recognized ratably throughout the year.

Revenue Recognition. In May 2014, the FASB issued Accounting Standards Update (ASU) 2014-09 - *Revenue from Contracts with Customers*, which will supersede nearly all existing revenue recognition guidance under U.S. generally accepted accounting principles (GAAP). The core principal of this ASU is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU will be effective for us in our first quarter of 2017. Early adoption is not permitted. The ASU allows for either full retrospective or modified retrospective adoption. We are evaluating the transition method that will be elected and the potential effects of the adoption of this ASU on our financial statements.

Discontinued Operations. In April 2014, the FASB issued ASU 2014-08 - *Reporting Discontinued Operations and Disclosures of Disposal of Components of an Entity*, which raises the threshold for disposals to qualify as discontinued operations by focusing on strategic shifts that have or will have a major effect on an entity's operations and financial results. The guidance allows companies to have significant continuing involvement and continuing cash flows with the disposed component. The standard requires additional disclosures for discontinued operations and new disclosures for individually material disposal transactions that do not meet the definition of a discontinued operation. This ASU will be effective for us in our first quarter of 2015. The ASU is applied prospectively. Early adoption is permitted but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issue. We are evaluating the potential effects of the adoption of the ASU on our financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not have, or are not believed by management to have, a material impact on our present or future consolidated financial statements.

3. Net Income per Share

The following table sets forth the calculation of the denominators used to compute basic and diluted net income per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In thousands)			
Shares outstanding at the beginning of the period	46,263	45,415	45,871	46,762
Weighted-average number of shares repurchased	—	—	—	(1,248)
Weighted-average number of shares issued	16	31	279	198
Denominator for basic net income per share	46,279	45,446	46,150	45,712
Dilutive effect of employee restricted stock awards and stock options	361	378	527	488
Dilutive effect of 3.75% Notes	1,363	683	1,147	306
Denominator for diluted net income per share	48,003	46,507	47,824	46,506
Potentially dilutive amounts excluded from calculations:				
Stock options	—	60	45	43
1.125% Warrants (1)	13,490	13,490	13,490	10,434

(1) Potentially dilutive shares issuable pursuant to our 1.125% Warrants (defined in Note 12, "Derivative Financial Instruments") were not included in the computation of diluted net income per share because to do so would have been anti-dilutive.

4. Business Combinations

Health Plans Segment

South Carolina. In July 2013, we entered into an agreement with Community Health Solutions of America, Inc. (CHS) to acquire certain assets, including the rights to convert certain of CHS' Medicaid members covered by South Carolina's full-risk Medicaid managed care program. The conversion conditions under the agreement were satisfied by January 1, 2014, and on that date such Medicaid members were converted to the managed care program and enrolled with our South Carolina health plan. Because the number of Medicaid members we would ultimately convert was unknown as of the acquisition date in 2013, we recorded a contingent consideration liability for members we expected to enroll until the final purchase price was settled in the second quarter of 2014. The total purchase price for the converted Medicaid membership amounted to \$57.2 million, of which \$49.7 million was paid in the first half of 2014, and \$7.5 million was paid when the agreement was executed in 2013. The total amount paid includes indemnification withhold funds transferred to restricted investments amounting to \$5.7 million. If unused, such indemnification funds will become unrestricted on the one-year anniversary date of the conversion, or January 1, 2015.

As part of this transaction, we have also recorded a contingent consideration liability for dual-eligible members we expect to enroll in our Medicare-Medicaid Plan (MMP) implementation in South Carolina. The contingent consideration liability is remeasured to fair value at each quarter until the contingency is resolved with fair value adjustments, if any, recorded to operations. As of June 30, 2014, the fair value of the remaining contingent consideration liability for the MMP implementation amounted to \$3.0 million.

The aggregate contingent consideration liability fair value adjustments for the South Carolina transaction have resulted in a gain of \$2.7 million in the six months ended June 30, 2014.

New Mexico. In August 2013, our New Mexico health plan acquired the Lovelace Community Health Plan's contract for the state of New Mexico's Medicaid program. In addition to Lovelace's Medicaid members, we also added membership previously covered under New Mexico's State Coverage Insurance (SCI) program with Lovelace. Effective January 1, 2014, these SCI members were either a) enrolled in New Mexico's Medicaid program, or b) eligible to enroll in New Mexico's Marketplace.

Because the number of SCI members we would ultimately retain was unknown as of the acquisition date in 2013, we recorded a contingent consideration liability for such members until the final purchase price was settled in the second quarter of 2014. The aggregate contingent consideration liability fair value adjustments for the New Mexico transaction have resulted in a gain of \$1.5 million in the six months ended June 30, 2014.

5. Stock-Based Compensation

In March 2014, our named executive officers were granted a total of 356,292 restricted shares with service, market, and performance conditions. In the event the vesting conditions are not achieved, the awards will lapse. As of June 30, 2014, we expect the performance conditions to be met in full.

Charged to general and administrative expenses, total stock-based compensation expense was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In thousands)			
Restricted stock and performance awards	\$ 4,214	\$ 7,111	\$ 8,822	\$ 10,959
Employee stock purchase plan and stock options	646	618	1,634	1,191
	<u>\$ 4,860</u>	<u>\$ 7,729</u>	<u>\$ 10,456</u>	<u>\$ 12,150</u>

As of June 30, 2014, there was \$33.3 million of total unrecognized compensation expense related to unvested restricted stock awards, including those with performance conditions, which we expect to recognize over a remaining weighted-average period of 2.2 years. Also as of June 30, 2014, there was \$0.4 million of total unrecognized compensation expense related to unvested stock options, which we expect to recognize over a weighted-average period of 1.6 years.

[Table of Contents](#)

Restricted and performance stock activity for the six months ended June 30, 2014 is summarized below:

	Shares	Weighted Average Grant Date Fair Value
Unvested balance as of December 31, 2013	1,299,852	\$ 29.03
Granted	643,852	36.49
Vested	(574,708)	27.35
Forfeited	(37,594)	30.18
Unvested balance as of June 30, 2014	<u>1,331,402</u>	<u>33.33</u>

The total fair value of restricted and performance awards granted during the six months ended June 30, 2014 and 2013 was \$23.5 million and \$33.1 million, respectively. The total fair value of restricted awards, including those with performance and market conditions, vested during the six months ended June 30, 2014 and 2013 was \$21.5 million and \$16.2 million, respectively.

Stock option activity for the six months ended June 30, 2014 is summarized below:

	Options	Weighted Average Exercise Price	Aggregate Intrinsic Value (In thousands)	Weighted Average Remaining Contractual term (Years)
Outstanding as of December 31, 2013	379,221	\$ 24.14		
Exercised	(81,300)	23.37		
Outstanding as of June 30, 2014	<u>297,921</u>	24.35	<u>\$ 6,041</u>	<u>3.4</u>
Stock options exercisable and expected to vest as of June 30, 2014	<u>297,921</u>	24.35	<u>\$ 6,041</u>	<u>3.4</u>
Exercisable as of June 30, 2014	<u>262,921</u>	23.16	<u>\$ 5,644</u>	<u>2.8</u>

6. Fair Value Measurements

Our consolidated balance sheets include the following financial instruments: cash and cash equivalents, investments, receivables, other assets, trade accounts payable, medical claims and benefits payable, long-term debt, and other liabilities. We consider the carrying amounts of cash and cash equivalents, receivables, other current assets and current liabilities (excluding contingent consideration) to approximate their fair values because of the relatively short period of time between the origination of these instruments and their expected realization or payment. For our financial instruments measured at fair value on a recurring basis, we prioritize the inputs used in measuring fair value according to a three-tier fair value hierarchy as follows:

Level 1 — Observable Inputs

Level 1 financial instruments recorded at fair value consist of investments including government-sponsored enterprise securities (GSEs) and U.S. treasury notes that are classified as current investments in the accompanying consolidated balance sheets. These financial instruments are actively traded and therefore the fair value for these securities is based on quoted market prices on one or more securities exchanges.

Level 2 — Directly or Indirectly Observable Inputs

Level 2 financial instruments recorded at fair value consist of investments including corporate debt securities, municipal securities, and certificates of deposit that are classified as current investments in the accompanying consolidated balance sheets. Such investments are traded frequently though not necessarily daily. Fair value for these investments is determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets.

Level 3 — Unobservable Inputs

Derivative financial instruments. Derivative financial instruments include the 1.125% Call Option derivative asset and the embedded cash conversion option derivative liability. These derivatives are not actively traded and are valued based on an option pricing model that uses observable and unobservable market data for inputs. Significant market data inputs used to determine fair value as of June 30, 2014 included our common stock price, time to maturity of the derivative instruments, the risk-free interest rate, and the implied volatility of our common stock. As described further in Note 12, "Derivative Financial

[Table of Contents](#)

Instruments," the 1.125% Call Option asset and the embedded cash conversion option liability were designed such that changes in their fair values would offset, with minimal impact to the consolidated statements of income. Therefore, the sensitivity of changes in the unobservable inputs to the option pricing model for such instruments is mitigated.

Contingent consideration liability. Such liability relates to our South Carolina health plan acquisition described in Note 4, "Business Combinations," and is recorded in accounts payable and accrued liabilities. We applied discounted cash flow analysis to determine the fair value of this liability. Significant unobservable inputs primarily related to the probability weighted present values of the purchase price estimate for the projected membership.

Auction rate securities. Auction rate securities are designated as available-for-sale and are reported at fair value. To estimate the fair value of these securities we use valuation data from our primary pricing source, a third party who provides a marketplace for illiquid assets with over 10,000 participants. This valuation data is based on a range of prices that represent indicative bids from potential buyers. To validate the reasonableness of the data, we compare these valuations to data from other third-party pricing sources, which also provide a range of prices representing indicative bids from potential buyers. We have concluded that these estimates, given the lack of market available pricing, provide a reasonable basis for determining the fair value of the auction rate securities as of June 30, 2014.

[Table of Contents](#)

Our financial instruments measured at fair value on a recurring basis at June 30, 2014, were as follows:

	Total	Level 1	Level 2	Level 3
	(In thousands)			
Corporate debt securities	\$ 484,437	\$ —	\$ 484,437	\$ —
Municipal securities	96,898	—	96,898	—
GSEs	71,499	71,499	—	—
U.S. treasury notes	37,026	37,026	—	—
Certificates of deposit	51,014	—	51,014	—
Auction rate securities	11,025	—	—	11,025
1.125% Call Option derivative asset	250,160	—	—	250,160
Total assets measured at fair value on a recurring basis	<u>\$ 1,002,059</u>	<u>\$ 108,525</u>	<u>\$ 632,349</u>	<u>\$ 261,185</u>
Embedded cash conversion option derivative liability	\$ 250,038	\$ —	\$ —	\$ 250,038
Contingent consideration liability	3,000	—	—	3,000
Total liabilities measured at fair value on a recurring basis	<u>\$ 253,038</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 253,038</u>

Our financial instruments measured at fair value on a recurring basis at December 31, 2013, were as follows:

	Total	Level 1	Level 2	Level 3
	(In thousands)			
Corporate debt securities	\$ 449,772	\$ —	\$ 449,772	\$ —
Municipal securities	113,330	—	113,330	—
GSEs	68,817	68,817	—	—
U.S. treasury notes	37,376	37,376	—	—
Certificates of deposit	33,757	—	33,757	—
Auction rate securities	10,898	—	—	10,898
1.125% Call Option derivative asset	186,351	—	—	186,351
Total assets measured at fair value on a recurring basis	<u>\$ 900,301</u>	<u>\$ 106,193</u>	<u>\$ 596,859</u>	<u>\$ 197,249</u>
Embedded cash conversion option derivative liability	\$ 186,239	\$ —	\$ —	\$ 186,239
Contingent consideration liabilities	57,548	—	—	57,548
Total liabilities measured at fair value on a recurring basis	<u>\$ 243,787</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 243,787</u>

The following table presents activity relating to our assets (liabilities) measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

	Change in Level 3 Instruments		
	Auction Rate Securities	Derivatives, Net	Contingent Consideration Liabilities
	(In thousands)		
Balance at December 31, 2013	\$ 10,898	\$ 112	\$ (57,548)
Total gains for the period recognized in:			
General and administrative expenses	—	—	4,199
Other expenses, net	—	10	—
Other comprehensive income	127	—	—
Settlements	—	—	50,349
Balance at June 30, 2014	<u>\$ 11,025</u>	<u>\$ 122</u>	<u>\$ (3,000)</u>

Fair Value Measurements – Disclosure Only

[Table of Contents](#)

The carrying amounts and estimated fair values of our convertible senior notes, which are classified as Level 2 financial instruments, are indicated in the following table. Fair value for these securities is determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets.

	June 30, 2014				
	Carrying Value	Total Fair Value	Level 1	Level 2	Level 3
	(In thousands)				
1.125% Notes	\$ 425,709	\$ 687,819	\$ —	\$ 687,819	\$ —
3.75% Notes	185,258	269,905	—	269,905	—
	<u>\$ 610,967</u>	<u>\$ 957,724</u>	<u>\$ —</u>	<u>\$ 957,724</u>	<u>\$ —</u>

	December 31, 2013				
	Carrying Value	Total Fair Value	Level 1	Level 2	Level 3
	(In thousands)				
1.125% Notes	\$ 416,368	\$ 572,627	\$ —	\$ 572,627	\$ —
3.75% Notes	181,872	219,491	—	219,491	—
	<u>\$ 598,240</u>	<u>\$ 792,118</u>	<u>\$ —</u>	<u>\$ 792,118</u>	<u>\$ —</u>

7. Investments

The following tables summarize our investments as of the dates indicated:

	June 30, 2014				
	Amortized Cost	Gross Unrealized		Estimated Fair Value	
		Gains	Losses		
	(In thousands)				
Corporate debt securities	\$ 484,130	\$ 563	\$ 256	\$ 484,437	
Municipal securities	96,763	278	143	96,898	
GSEs	71,522	25	48	71,499	
U.S. treasury notes	36,992	51	17	37,026	
Certificates of deposit	51,027	2	15	51,014	
Subtotal - current investments	740,434	919	479	740,874	
Auction rate securities	11,400	—	375	11,025	
	<u>\$ 751,834</u>	<u>\$ 919</u>	<u>\$ 854</u>	<u>\$ 751,899</u>	

	December 31, 2013				
	Amortized Cost	Gross Unrealized		Estimated Fair Value	
		Gains	Losses		
	(In thousands)				
Corporate debt securities	\$ 450,162	\$ 442	\$ 832	\$ 449,772	
Municipal securities	114,126	119	915	113,330	
GSEs	68,898	6	87	68,817	
U.S. treasury notes	37,360	44	28	37,376	
Certificates of deposit	33,756	2	1	33,757	
Subtotal - current investments	704,302	613	1,863	703,052	
Auction rate securities	11,400	—	502	10,898	
	<u>\$ 715,702</u>	<u>\$ 613</u>	<u>\$ 2,365</u>	<u>\$ 713,950</u>	

[Table of Contents](#)

The contractual maturities of our investments as of June 30, 2014 are summarized below:

	Amortized Cost	Estimated Fair Value
	(In thousands)	
Due in one year or less	\$ 328,339	\$ 328,437
Due one year through five years	412,095	412,437
Due after ten years	11,400	11,025
	<u>\$ 751,834</u>	<u>\$ 751,899</u>

Gross realized gains and losses from sales of available-for-sale securities are calculated under the specific identification method and are included in investment income. Net realized investment gains for the three and six months ended June 30, 2014 and 2013 were insignificant.

We monitor our investments for other-than-temporary impairment. For investments other than our auction rate securities, discussed below, we have determined that unrealized gains and losses at June 30, 2014 and December 31, 2013, are temporary in nature, because the change in market value for these securities has resulted from fluctuating interest rates, rather than a deterioration of the credit worthiness of the issuers. So long as we hold these securities to maturity, we are unlikely to experience gains or losses. In the event that we dispose of these securities before maturity, we expect that realized gains or losses, if any, will be immaterial.

The following table segregates those available-for-sale investments that have been in a continuous loss position for less than 12 months, and those that have been in a continuous loss position for 12 months or more as of June 30, 2014:

	In a Continuous Loss Position for Less than 12 Months			In a Continuous Loss Position for 12 Months or More		
	Estimated Fair Value	Unrealized Losses	Total Number of Securities	Estimated Fair Value	Unrealized Losses	Total Number of Securities
	(Dollars in thousands)					
Corporate debt securities	\$ 139,464	\$ 155	74	\$ 22,928	\$ 101	7
Municipal securities	25,715	49	18	13,877	94	15
GSEs	27,136	24	9	6,009	24	6
U.S. treasury notes	6,971	14	5	4,276	3	2
Certificates of deposit	14,977	15	55	—	—	—
Auction rate securities	—	—	—	11,025	375	15
	<u>\$ 214,263</u>	<u>\$ 257</u>	<u>161</u>	<u>\$ 58,115</u>	<u>\$ 597</u>	<u>45</u>

The following table segregates those available-for-sale investments that have been in a continuous loss position for less than 12 months, and those that have been in a continuous loss position for 12 months or more as of December 31, 2013:

	In a Continuous Loss Position for Less than 12 Months			In a Continuous Loss Position for 12 Months or More		
	Estimated Fair Value	Unrealized Losses	Total Number of Securities	Estimated Fair Value	Unrealized Losses	Total Number of Securities
	(Dollars in thousands)					
Corporate debt securities	\$ 210,057	\$ 802	91	\$ 2,540	\$ 30	3
Municipal securities	30,715	398	49	31,091	517	39
GSEs	53,308	87	21	—	—	—
U.S. treasury notes	12,037	28	11	—	—	—
Certificates of deposit	414	1	2	—	—	—
Auction rate securities	—	—	—	10,898	502	15
	<u>\$ 306,531</u>	<u>\$ 1,316</u>	<u>174</u>	<u>\$ 44,529</u>	<u>\$ 1,049</u>	<u>57</u>

Auction Rate Securities. Due to events in the credit markets, the auction rate securities held by us experienced failed auctions beginning in the first quarter of 2008, and such auctions have not resumed. Therefore, quoted prices in active markets have not

[Table of Contents](#)

been available since early 2008. Our investments in auction rate securities are collateralized by student loan portfolios guaranteed by the U.S. government, and the range of maturities for such securities is from 17 years to 32 years. Considering the relative insignificance of these securities when compared with our liquid assets and other sources of liquidity, we have no current intention of selling these securities nor do we expect to be required to sell these securities before a recovery in their cost basis. For this reason, and because the decline in the fair value of the auction rate securities was not due to the credit quality of the issuers, we do not consider the auction rate securities to be other-than-temporarily impaired at June 30, 2014. At the time of the first failed auctions during first quarter 2008, we held a total of \$82.1 million in auction rate securities at par value; since that time, we have settled \$70.7 million of these instruments at par value.

For the six months ended June 30, 2014 and 2013, we recorded pretax unrealized gains of \$0.1 million and \$0.4 million, respectively, to accumulated other comprehensive income for the changes in their fair value. Any future fluctuation in fair value related to these instruments that we deem to be temporary, including any recoveries of previous write-downs, would be recorded to accumulated other comprehensive income. If we determine that any future impairment is other-than-temporary, we will record a charge to earnings as appropriate.

8. Receivables

Receivables consist primarily of amounts due from the various states in which we operate, which may be subject to potential retroactive adjustments. Because all of our receivable amounts are readily determinable and substantially all of our creditors are state governments, our allowance for doubtful accounts is immaterial.

	June 30, 2014	December 31, 2013
	(In thousands)	
California	\$ 221,336	\$ 148,654
Florida	4,562	2,901
Illinois	130	5,773
Michigan	31,017	15,253
New Mexico	56,143	17,056
Ohio	50,548	43,969
South Carolina	1,999	—
Texas	13,240	9,736
Utah	13,337	10,953
Washington	38,740	13,455
Wisconsin	12,654	8,087
Direct delivery and other	8,199	2,463
Total Health Plans segment	451,905	278,300
Molina Medicaid Solutions segment	21,609	20,635
	<u>\$ 473,514</u>	<u>\$ 298,935</u>

9. Restricted Investments

Pursuant to the regulations governing our Health Plans segment subsidiaries, we maintain statutory deposits and deposits required by state authorities in certificates of deposit and U.S. treasury securities. We also maintain restricted investments as protection against the insolvency of certain capitated providers. Additionally, in connection with the Molina Medicaid Solutions contract with the state of Maine, we maintain restricted investments as collateral for a letter of credit. The following table

[Table of Contents](#)

presents the balances of restricted investments:

	June 30, 2014	December 31, 2013
(In thousands)		
California	\$ 373	\$ 373
Florida	23,620	9,242
Illinois	310	310
Michigan	1,014	1,014
New Mexico	26,628	24,622
Ohio	12,718	9,080
South Carolina	6,037	310
Texas	3,500	3,500
Utah	3,601	3,301
Washington	151	151
Other	1,487	886
Total Health Plans segment	79,439	52,789
Molina Medicaid Solutions segment	5,001	10,304
	<u>\$ 84,440</u>	<u>\$ 63,093</u>

The contractual maturities of our held-to-maturity restricted investments as of June 30, 2014 are summarized below:

	Amortized Cost	Estimated Fair Value
(In thousands)		
Due in one year or less	\$ 83,840	\$ 83,851
Due one year through five years	600	601
	<u>\$ 84,440</u>	<u>\$ 84,452</u>

10. Medical Claims and Benefits Payable

The following table provides the details of our medical claims and benefits payable as of the dates indicated:

	June 30, 2014	December 31, 2013
(In thousands)		
Fee-for-service claims incurred but not paid (IBNP)	\$ 697,038	\$ 424,173
Pharmacy payable	54,935	45,037
Capitation payable	29,560	20,267
Other	142,649	180,310
	<u>\$ 924,182</u>	<u>\$ 669,787</u>

"Other" medical claims and benefits payable include amounts payable to certain providers for which we act as an intermediary on behalf of various state agencies without assuming financial risk. Such receipts and payments do not impact our consolidated statements of income. Non-risk provider payables amounted to \$68.3 million and \$151.3 million as of June 30, 2014 and December 31, 2013, respectively.

The following table presents the components of the change in our medical claims and benefits payable from continuing and discontinued operations combined for the periods indicated. The amounts displayed for "Components of medical care costs related to: Prior periods" represent the amount by which our original estimate of medical claims and benefits payable at the beginning of the period were more than the actual amount of the liability based on information (principally the payment of claims) developed since that liability was first reported.

[Table of Contents](#)

	Six Months Ended June 30, 2014	Year Ended December 31, 2013
(Dollars in thousands)		
Balances at beginning of period	\$ 669,787	\$ 494,530
Components of medical care costs related to:		
Current period	3,693,730	5,434,443
Prior period	(37,131)	(52,779)
Total medical care costs	3,656,599	5,381,664
Change in non-risk provider payables	(83,044)	111,267
Payments for medical care costs related to:		
Current period	2,891,174	4,932,195
Prior period	427,986	385,479
Total paid	3,319,160	5,317,674
Balances at end of period	\$ 924,182	\$ 669,787
Benefit from prior period as a percentage of:		
Balance at beginning of period	5.5%	10.7%
Premium revenue, trailing twelve months	0.5%	0.9%
Medical care costs, trailing twelve months	0.6%	1.0%

Assuming that our initial estimate of IBNP is accurate, we believe that amounts ultimately paid out would generally be between 8% and 10% less than the liability recorded at the end of the period as a result of the inclusion in that liability of the allowance for adverse claims development and the accrued cost of settling those claims. Because the amount of our initial liability is merely an estimate (and therefore not perfectly accurate), we will always experience variability in that estimate as new information becomes available with the passage of time. Therefore, there can be no assurance that amounts ultimately paid out will fall within the range of 8% to 10% lower than the liability that was initially recorded. Furthermore, because our initial estimate of IBNP is derived from many factors, some of which are qualitative in nature rather than quantitative, we are seldom able to assign specific values to the reasons for a change in estimate – we only know when the circumstances for any one or more factors are out of the ordinary.

As indicated above, the amounts ultimately paid out on our liabilities in fiscal years 2014 and 2013 were less than what we had expected when we had established our reserves. For example, for the year ended December 31, 2013, the amounts ultimately paid out were less than the amount of the reserves we had established as of December 31, 2012 by 10.7%. While many related factors working in conjunction with one another determine the accuracy of our estimates, we are seldom able to quantify the impact that any single factor has on a change in estimate. In addition, given the variability inherent in the reserving process, we will only be able to identify specific factors if they represent a significant departure from expectations. As a result, we do not expect to be able to fully quantify the impact of individual factors on changes in estimates.

While prior period development of our estimate as of December 31, 2013 through June 30, 2014 has been favorable by \$37.1 million, that amount is substantially less than the favorable prior period development of \$52.8 million that we recognized in all of 2013. Furthermore, favorable development through June 30, 2014 was less than the 8% to 10% we typically expect.

In estimating our claims liability at June 30, 2014, we adjusted our base calculation to take account of the numerous factors that we believe will likely change our final claims liability amount. We believe the most significant among those factors are:

- Since January 1, 2014, we have added approximately 232,300 members under Medicaid expansion. Because these members have different demographics than our current members and are transitioning into managed care, we have little insight into their utilization of medical services. Additionally, as of June 30, 2014, we have relatively little medical claims payment history related to these members. Accordingly, our estimates of our liability are subject to a high degree of uncertainty.
- Since January 1, 2014, we have added approximately 119,000 new members at our South Carolina health plan. Because we have only six months of claims payment history, the reserves are more subject to change than usual.

[Table of Contents](#)

- At our Texas health plan, we have recorded reserves to cover estimated liabilities for potential payment of additional claims where the initial claim payments were disputed by the providers. The actual additional payments may differ from the amount we have reserved.
- At our New Mexico health plan, the state has been adding 10,000 to 15,000 members per month on a retroactive basis since March, 2014. Because we have no claims payment history for these members, our estimates of our liability are subject to a high degree of uncertainty.

The use of a consistent methodology in estimating our liability for medical claims and benefits payable minimizes the degree to which the under- or overestimation of that liability at the close of one period may affect consolidated results of operations in subsequent periods. In particular, the use of a consistent methodology should result in the replenishment of reserves during any given period in a manner that generally offsets the benefit of favorable prior period development in that period. Facts and circumstances unique to the estimation process at any single date, however, may still lead to a material impact on consolidated results of operations in subsequent periods. Any absence of adverse claims development (as well as the expensing through general and administrative expense of the costs to settle claims held at the start of the period) will lead to the recognition of a benefit from prior period claims development in the period subsequent to the date of the original estimate. In 2013, and for the six months ended June 30, 2014, the absence of adverse development of the liability for medical claims and benefits payable at the close of the previous period resulted in the recognition of substantial favorable prior period development. In both periods, however, the recognition of a benefit from prior period claims development did not have a material impact on our consolidated results of operations because the replenishment of reserves in the respective periods generally offset the benefit from the prior period.

11. Long-Term Debt

As of June 30, 2014, maturities of long-term debt for the years ending December 31 are as follows (in thousands):

	Total	2014	2015	2016	2017	2018	Thereafter
1.125% Notes	\$ 550,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 550,000
3.75% Notes	187,000	187,000	—	—	—	—	—
	<u>\$ 737,000</u>	<u>\$ 187,000</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 550,000</u>

1.125% Cash Convertible Senior Notes due 2020. In February 2013, we issued \$550.0 million aggregate principal amount of 1.125% Cash Convertible Senior Notes due 2020 (the 1.125% Notes), which were outstanding as of June 30, 2014 and December 31, 2013. Interest on the 1.125% Notes is payable semiannually in arrears on January 15 and July 15 of each year, at a rate of 1.125% per annum, and commenced on July 15, 2013. The 1.125% Notes will mature on January 15, 2020 unless repurchased or converted in accordance with their terms prior to such date. The 1.125% Notes are convertible only into cash, and not into shares of our common stock or any other securities.

The initial conversion rate for the 1.125% Notes is 24.5277 shares of our common stock per \$1,000 principal amount of 1.125% Notes (equivalent to an initial conversion price of approximately \$40.77 per share of common stock). The conversion rate is subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest.

The 1.125% Notes contain an embedded cash conversion option, which was separated from the 1.125% Notes and accounted for separately as a derivative liability, with changes in fair value reported in our consolidated statements of income until the embedded cash conversion option transaction settles or expires. The initial fair value liability of the embedded cash conversion option simultaneously reduced the carrying value of the 1.125% Notes (effectively an original issuance discount). This discount is amortized to the 1.125% Notes' principal amount through the recognition of non-cash interest expense over the expected life of the debt. This has resulted in our recognition of interest expense on the 1.125% Notes at an effective rate approximating what we would have incurred had nonconvertible debt with otherwise similar terms been issued, or approximately 5.9%. As of June 30, 2014, we expect the 1.125% Notes to be outstanding until their January 15, 2020 maturity date, for a remaining amortization period of 5.5 years. The 1.125% Notes' if-converted value did not exceed their principal amount as of June 30, 2014 and December 31, 2013.

3.75% Convertible Senior Notes due 2014. We had \$187.0 million of 3.75% Convertible Senior Notes due 2014 (the 3.75% Notes) outstanding as of June 30, 2014 and December 31, 2013. The 3.75% Notes are convertible into cash and, under certain circumstances, shares of our common stock. The initial conversion rate is 31.9601 shares of our common stock per one thousand dollar principal amount of the 3.75% Notes. This represents an initial conversion price of approximately \$31.29 per share of our common stock.

Because the 3.75% Notes have cash settlement features, we have allocated the proceeds from their issuance between a liability component and an equity component. The reduced carrying value on the 3.75% Notes resulted in a debt discount that is amortized back to the 3.75% Notes' principal amount through the recognition of non-cash interest expense over the expected

[Table of Contents](#)

life of the debt. This has resulted in our recognition of interest expense on the 3.75% Notes at an effective rate approximating what we would have incurred had nonconvertible debt with otherwise similar terms been issued. The effective interest rate of the 3.75% Notes is 7.5%, principally based on the seven-year U.S. Treasury note rate as of the October 2007 issuance date, plus an appropriate credit spread. While the 3.75% Notes may be converted beginning July 1, 2014, we expect the 3.75% Notes to be outstanding until their October 1, 2014 maturity date, for a remaining amortization period of 3 months. The 3.75% Notes' if-converted value exceeded their principal amount by approximately \$79 million and \$11 million as of June 30, 2014, and December 31, 2013, respectively. At June 30, 2014, the equity component of the 3.75% Notes, net of the impact of deferred taxes, was \$24.0 million.

The principal amounts, unamortized discount and net carrying amounts of the convertible senior notes were as follows:

	Principal Balance	Unamortized Discount	Net Carrying Amount
	(In thousands)		
June 30, 2014:			
1.125% Notes	\$ 550,000	\$ 124,291	\$ 425,709
3.75% Notes	187,000	1,742	185,258
	<u>\$ 737,000</u>	<u>\$ 126,033</u>	<u>\$ 610,967</u>
December 31, 2013:			
1.125% Notes	\$ 550,000	\$ 133,632	\$ 416,368
3.75% Notes	187,000	5,128	181,872
	<u>\$ 737,000</u>	<u>\$ 138,760</u>	<u>\$ 598,240</u>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(In thousands)			
Interest cost recognized for the period relating to the:				
Contractual interest coupon rate	\$ 3,300	\$ 3,300	\$ 6,600	\$ 5,827
Amortization of the discount	6,414	5,965	12,728	9,688
Total interest cost recognized	<u>\$ 9,714</u>	<u>\$ 9,265</u>	<u>\$ 19,328</u>	<u>\$ 15,515</u>

Lease Financing Obligations. In 2013 we entered into a sale-leaseback transaction for the sale and contemporaneous leaseback of two properties, including the Molina Center located in Long Beach, California, and our Ohio health plan office building in Columbus, Ohio. Due to our continuing involvement with these leased properties, the sale did not qualify for sale-leaseback accounting treatment and we remain the "accounting owner" of the properties. These assets continue to be included in our consolidated balance sheets, and also continue to be depreciated and amortized over their remaining useful lives. The lease financing obligation is amortized over the 25-year lease term such that there will be no gain or loss recorded if the lease is not extended at the end of its term. Payments under the lease adjust the lease financing obligation, and the imputed interest is recorded to interest expense in our consolidated statements of income.

As described and defined in further detail in Note 16, "Related Party Transactions," we entered into a lease for office space in February 2013 consisting of two office buildings then under construction. We have concluded that we are the accounting owner of the properties due to our continuing involvement with the properties. We have recorded \$38.5 million to property, equipment and capitalized software, net, in the accompanying consolidated balance sheet as of June 30, 2014, which represents the total cost, including imputed interest, incurred by the Landlord thus far for the construction of the buildings. As of June 30, 2014, the aggregate amount recorded to lease financing obligations amounted to \$39.4 million. Payments under the lease adjust the lease financing obligation, and the imputed interest is recorded to interest expense in our consolidated statements of income. Such interest expense was \$1.1 million for the six months ended June 30, 2014. In addition to the capitalization of the costs incurred by the Landlord, we impute and record rent expense relating to the ground leases for the property sites. Such rent expense is computed based on the fair value of the land and our incremental borrowing rate, and was \$0.4 million for the six months ended June 30, 2014.

12. Derivative Financial Instruments

The following table summarizes the fair values and the presentation of our derivative financial instruments (defined and discussed individually below) in the consolidated balance sheets:

Balance Sheet Location		June 30, 2014	December 31, 2013
(In thousands)			
Derivative asset:			
1.125% Call Option	Non-current assets: Derivative asset	\$ 250,160	\$ 186,351
Derivative liability:			
Embedded cash conversion option	Non-current liabilities: Derivative liability	\$ 250,038	\$ 186,239

Our derivative financial instruments do not qualify for hedge treatment, therefore the change in fair value of these instruments is recognized immediately in our consolidated statements of income, and reported in other expenses, net. Gains and losses for our derivative financial instruments are presented individually in the consolidated statements of cash flows, supplemental cash flow information.

1.125% Notes Call Spread Overlay. Concurrent with the issuance of the 1.125% Notes in 2013 as described in Note 11, "Long-Term Debt," we entered into privately negotiated hedge transactions (collectively, the 1.125% Call Option) and warrant transactions (collectively, the 1.125% Warrants), with certain of the initial purchasers of the 1.125% Notes (the Counterparties). We refer to these transactions collectively as the Call Spread Overlay. Under the Call Spread Overlay, the cost of the 1.125% Call Option we purchased to cover the cash outlay upon conversion of the 1.125% Notes was reduced by proceeds from the sale of the 1.125% Warrants. Assuming full performance by the Counterparties (and 1.125% Warrants strike prices in excess of the conversion price of the 1.125% Notes), these transactions are intended to offset cash payments due upon any conversion of the 1.125% Notes.

1.125% Call Option. The 1.125% Call Option, which is indexed to our common stock, is a derivative asset that requires mark-to-market accounting treatment due to cash settlement features until the 1.125% Call Option settles or expires. For further discussion of the inputs used to determine the fair value of the 1.125% Call Option, refer to Note 6, "Fair Value Measurements."

Embedded Cash Conversion Option. The embedded cash conversion option within the 1.125% Notes is accounted for separately as a derivative liability, with changes in fair value reported in our consolidated statements of income until the cash conversion option settles or expires. For further discussion of the inputs used to determine the fair value of the embedded cash conversion option, refer to Note 6, "Fair Value Measurements."

13. Stockholders' Equity

Stockholders' equity increased \$24.1 million during the six months ended June 30, 2014 compared with stockholders' equity at December 31, 2013. The increase was due to net income of \$12.3 million, \$1.1 million related to other comprehensive income and \$10.7 million related to employee stock transactions.

1.125% Warrants. If the market value per share of our common stock exceeds the strike price of the 1.125% Warrants on any trading day during the 160 trading day measurement period under the 1.125% Warrants, we will be obligated to issue to the Counterparties a number of shares equal in value to the product of the amount by which such market value exceeds such strike price and 1/160th of the aggregate number of shares of our common stock underlying the 1.125% Warrants, subject to a share delivery cap. We will not receive any additional proceeds if the 1.125% Warrants are exercised. Pursuant to the 1.125% Warrants, we issued 13,490,236 warrants with a strike price of \$53.8475 per share. The number of warrants and the strike price are subject to adjustment under certain circumstances. The 1.125% Warrants could separately have a dilutive effect to the extent that the market value per share of our common stock (as measured under the terms of the warrant transactions) exceeds the applicable strike price of the 1.125% Warrants.

Securities Repurchases and Repurchase Program. Effective September 30, 2013, our board of directors authorized the repurchase of up to \$50.0 million in aggregate of our common stock through December 31, 2014. Stock repurchases under this program may be made through open-market and/or privately negotiated transactions at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and other market conditions. As of June 30, 2014, the remaining balance available to repurchase our stock under this program was \$47.3 million.

[Table of Contents](#)

Shelf Registration Statement. In May 2012, we filed an automatic shelf registration statement on Form S-3 with the SEC covering the issuance of an indeterminate number of our securities, including common stock, warrants, or debt securities. We may publicly offer securities from time to time at prices and terms to be determined at the time of the offering.

Stock Plans. In connection with our equity incentive plans, we issued approximately 623,000 shares of common stock, net of shares used to settle employees' income tax obligations, for the six months ended June 30, 2014.

14. Segment Information

We report our financial performance based on two reportable segments: the Health Plans segment and the Molina Medicaid Solutions segment. Our reportable segments are consistent with how we manage the business and view the markets we serve. Our Health Plans segment consists of our state health plans and our direct delivery business. Our state health plans represent operating segments that have been aggregated for reporting purposes as they share similar economic characteristics.

Our Molina Medicaid Solutions segment provides MMIS design, development, implementation; business process outsourcing solutions; hosting services; and information technology support services to state Medicaid agencies.

We rely on an internal management reporting process that provides segment information to the operating income level for purposes of making financial decisions and allocating resources. The accounting policies of the segments are the same as those described in Note 2, "Significant Accounting Policies." The cost of services shared between the Health Plans and Molina Medicaid Solutions segment is charged to the Health Plans segment.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
(In thousands)				
Revenue from continuing operations:				
Health Plans segment:				
Premium revenue	\$ 2,167,142	\$ 1,501,729	\$ 4,107,479	\$ 2,999,162
Premium tax revenue	70,120	46,883	121,813	83,883
Health insurer fee revenue	19,662	—	38,358	—
Investment income	1,945	1,628	3,574	3,144
Other revenue	2,938	5,922	6,196	10,616
Molina Medicaid Solutions segment:				
Service revenue	50,232	49,672	103,862	99,428
Total revenue	<u>\$ 2,312,039</u>	<u>\$ 1,605,834</u>	<u>\$ 4,381,282</u>	<u>\$ 3,196,233</u>
Operating income from continuing operations:				
Health Plans segment	\$ 21,986	\$ 40,151	\$ 36,005	\$ 101,671
Molina Medicaid Solutions segment	10,441	6,295	20,689	12,648
Total operating income from continuing operations	32,427	46,446	56,694	114,319
Other expenses, net	13,984	15,169	27,762	28,075
Income from continuing operations before income tax expense	<u>\$ 18,443</u>	<u>\$ 31,277</u>	<u>\$ 28,932</u>	<u>\$ 86,244</u>

15. Commitments and Contingencies

California Health Plan Rate Settlement Agreement. In the fourth quarter of 2013, our California health plan entered into a settlement agreement with the California Department of Health Care Services (DHCS). The agreement settled rate disputes initiated by our California health plan dating back to 2003 with respect to its participation in Medi-Cal (California's Medicaid program). Under the terms of the agreement, a settlement account (the Account) applicable to the California health plan's managed care contracts has been established.

Effective January 1, 2014, the Account was established with an initial balance of zero, and will be settled after December 31, 2017. DHCS will make an interim partial settlement payment to us if it terminates early, without replacement, any of our managed care contracts. The Account will be adjusted annually to reflect a calendar year deficit or surplus, which is determined by comparing the California health plan's pre-tax margin and a target margin established in the settlement agreement. Upon expiration of the settlement agreement, if the Account is in a deficit position, then DHCS will pay the amount of the deficit to us, subject to an alternative minimum payment amount. If the Account is in a surplus position, then no amount is owed to either party. The maximum amount that DHCS would pay to us under the terms of the settlement agreement is \$40.0 million.

[Table of Contents](#)

We estimate and recognize the retrospective adjustments to premium revenue based on our experience to date under the California health plan's managed care contracts. As of June 30, 2014, we recorded a deficit, or receivable, of \$9.5 million, net of a valuation discount of \$0.5 million, reflecting our estimated retrospective premium adjustment to the Account based on the California health plan's actual pretax margin for the six months ended June 30, 2014.

Legal Proceedings. The health care and business process outsourcing industries are subject to numerous laws and regulations of federal, state, and local governments. Compliance with these laws and regulations can be subject to government review and interpretation, as well as regulatory actions unknown and unasserted at this time. Penalties associated with violations of these laws and regulations include significant fines and penalties, exclusion from participating in publicly funded programs, and the repayment of previously billed and collected revenues.

We are involved in legal actions in the ordinary course of business, some of which seek monetary damages, including claims for punitive damages, which are not covered by insurance. We have accrued liabilities for certain matters for which we deem the loss to be both probable and estimable. Although we believe that our estimates of such losses are reasonable, these estimates could change as a result of further developments of these matters. The outcome of legal actions is inherently uncertain and such pending matters for which accruals have not been established have not progressed sufficiently through discovery and/or development of important factual information and legal issues to enable us to estimate a range of possible loss, if any. While it is not possible to accurately predict or determine the eventual outcomes of these items, an adverse determination in one or more of these pending matters could have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

Washington Health Plan. The Washington Health Care Authority (HCA) has communicated that it believes it has overpaid our Washington health plan with regard to certain claims. The alleged overpayments purportedly involve an undifferentiated incremental component of the capitation rates paid to our Washington health plan from and after July 1, 2012, the start date of the contract at issue. On March 25, 2014, HCA alleged that the total "overpayments" related to HCA's delayed enrollment of so-called Washington Community Options Program Entry System (COPEs) members were \$14.4 million, and demanded payment in that amount. On April 7, 2014, HCA alleged that the total "overpayments" related to certain psychotropic drug claims that had been included in the Request for Proposal (RFP) rate book were \$5.8 million, and demanded payment in that amount. HCA has provided us with minimal data by which we might independently validate HCA's allegations. Furthermore, both alleged errors, if they in fact occurred, were unilateral errors committed and caused by HCA for which our Washington health plan had no contemporaneous knowledge and had assumed and bore no contractual risk. We have responded to HCA's demands for payment, noting, among other things, that the demands are improper as a matter of law because under the Washington statute cited regarding the definition of an "overpayment," there were in fact no "overpayments" since payment was made consistent with the express terms of the parties' contract. We believe that any actual liability for the alleged overpayment claims is not currently probable or reasonably estimable.

State of Louisiana. On June 26, 2014, the State of Louisiana filed a Petition for Damages against Molina Medicaid Solutions, Molina Healthcare, Inc., Unisys Corporation, and Paramax Systems Corporation, a subsidiary of Unisys, in the Parish of Baton Rouge, 19th Judicial District. The Petition alleges that between 1989 and 2012, the defendants utilized an incorrect reimbursement formula for the payment of pharmaceutical claims. We believe we have several meritorious defenses to the claims of the state, and any liability for the alleged claims is not currently probable or reasonably estimable.

USA and State of Florida ex rel. Charles Wilhelm. On July 24, 2014, Molina Healthcare, Inc. and Molina Healthcare of Florida, Inc. were served with a Complaint filed under seal on December 5, 2012 in District Court for the Southern District of Florida by relator, Charles C. Wilhelm, M.D., Case No. 12-24298. The Complaint alleges that, in late 2008 and early 2009, in connection with the acquisition of Florida NetPass by which Molina Healthcare entered into the state of Florida, the defendants failed to adequately staff the plan and provide other services, resulting in a disproportionate number of sicker beneficiaries of Florida NetPass moving back into the Florida fee-for-service Medicaid program. This alleged conduct purportedly resulted in a violation of the federal False Claims Act. Both the United States of America and the State of Florida have reviewed the allegations made in the Complaint, and have declined to intervene. We believe we have several meritorious defenses to the claims of the relator, and any liability for the alleged claims is not currently probable or reasonably estimable.

Provider Claims. Many of our medical contracts are complex in nature and may be subject to differing interpretations regarding amounts due for the provision of various services. Such differing interpretations have led certain medical providers to pursue us for additional compensation. The claims made by providers in such circumstances often involve issues of contract compliance, interpretation, payment methodology, and intent. These claims often extend to services provided by the providers over a number of years.

Various providers have contacted us seeking additional compensation for claims that we believe to have been settled. These matters, when finally concluded and determined, will not, in our opinion, have a material adverse effect on our business, consolidated financial position, results of operations, or cash flows.

Regulatory Capital and Dividend Restrictions. Our health plans, which are operated by our respective wholly owned subsidiaries in those states, are subject to state laws and regulations that, among other things, require the maintenance of minimum levels of statutory capital, as defined by each state. Regulators in some states may also attempt to enforce capital requirements upon us that require the retention of net worth in excess of amounts formally required by statute or regulation. Such statutes, regulations and informal capital requirements also restrict the timing, payment, and amount of dividends and other distributions that may be paid to us as the sole stockholder. To the extent our subsidiaries must comply with these regulations, they may not have the financial flexibility to transfer funds to us. Based upon current statutes and regulations, the net assets in these subsidiaries (after intercompany eliminations) which may not be transferable to us in the form of loans, advances, or cash dividends was approximately \$663 million at June 30, 2014, and \$608 million at December 31, 2013. Because of the statutory restrictions that inhibit the ability of our health plans to transfer net assets to us, the amount of retained earnings readily available to pay dividends to our stockholders is generally limited to cash, cash equivalents and investments held by the parent company – Molina Healthcare, Inc. Such cash, cash equivalents and investments amounted to \$299.8 million and \$365.2 million as of June 30, 2014 and December 31, 2013, respectively.

The National Association of Insurance Commissioners (NAIC) adopted rules effective December 31, 1998, which, if implemented by the states, set minimum capitalization requirements for insurance companies, HMOs, and other entities bearing risk for health care coverage. The requirements take the form of risk-based capital (RBC) rules. Illinois, Michigan, New Mexico, Ohio, South Carolina, Texas, Utah, Washington, and Wisconsin have adopted these rules, which may vary from state to state. California and Florida have not adopted NAIC risk-based capital requirements for HMOs and have not formally given notice of their intention to do so. Such requirements, if adopted by California and Florida, may increase the minimum capital required for those states.

As of June 30, 2014, our health plans had aggregate statutory capital and surplus of approximately \$728 million compared with the required minimum aggregate statutory capital and surplus of approximately \$418 million. All of our health plans were in compliance with the minimum capital requirements at June 30, 2014. We have the ability and commitment to provide additional capital to each of our health plans when necessary to ensure that statutory capital and surplus continue to meet regulatory requirements.

16. Related Party Transactions

In February 2013, we entered into a lease with 6th & Pine Development, LLC (the Landlord) for office space located in Long Beach, California. The lease consists of two office buildings, referred to as Building A and Building B.

The principal members of the Landlord are John C. Molina, our chief financial officer and a director of the Company, and his wife. In addition, in connection with the development of the buildings being leased, the Landlord has pledged shares of common stock in the Company the Landlord holds as trustee. Dr. J. Mario Molina, our chief executive officer, president, and chairman of the board of directors, holds a partial interest in such shares as trust beneficiary.

The lease term for Building A commenced in June 2013, and the lease term for Building B commenced in July 2014. The initial lease term for both buildings expires on December 31, 2024, subject to two five-year renewal options. Annual rent for Building A is approximately \$3 million, and initial annual rent for Building B is approximately \$4 million. Rent increases 3.75% per year during the initial term. Rent during the extension terms will be the greater of then-current rent or fair market rent.

Refer to Note 17, "Variable Interest Entities," for a discussion of the Joseph M. Molina, M.D. Professional Corporations.

17. Variable Interest Entities

Joseph M. Molina M.D., Professional Corporations. The Joseph M. Molina, M.D. Professional Corporations (JMMPC) were created in 2012 to further advance our direct delivery business. JMMPC's sole shareholder is Dr. J. Mario Molina, our chief executive officer, president, and chairman of the board of directors. Dr. Molina is paid no salary and receives no dividends in connection with his work for, or ownership of, JMMPC. JMMPC provides professional medical services to the general public for routine non-life threatening, outpatient health care needs. Substantially all of the individuals served by JMMPC are members of our health plans. JMMPC does not have agreements to provide professional medical services with any other entities.

Our wholly owned subsidiary, American Family Care, Inc. (AFC), has entered into services agreements with JMMPC to provide clinic facilities, clinic administrative support staff, patient scheduling services and medical supplies to JMMPC. The services agreements were designed such that JMMPC will operate at break even, ensuring the availability of quality care and access for our health plan members. The services agreements provide that the administrative fees charged to JMMPC by AFC are reviewed annually to assure the achievement of this goal.

Separately, our California, Florida, New Mexico, Utah and Washington health plans have entered into primary care services agreements with JMMPC. These agreements direct our health plans to perform a monthly reconciliation, to either fund JMMPC's operating deficits, or receive JMMPC's operating surpluses, such that JMMPC will derive no profit or loss. Because

[Table of Contents](#)

the AFC services agreements described above mitigate the likelihood of significant operating deficits or surpluses, such monthly reconciliation amounts are generally insignificant.

We have determined that JMMPC is a variable interest entity (VIE), and that we are its primary beneficiary. We have reached this conclusion under the power and benefits criterion model according to GAAP. Specifically, we have the power to direct the activities that most significantly affect JMMPC's economic performance, and the obligation to absorb losses or right to receive benefits that are potentially significant to the VIE, under the agreements described above. Because we are its primary beneficiary, we have consolidated JMMPC. JMMPC's assets may be used to settle only JMMPC's obligations, and JMMPC's creditors have no recourse to the general credit of Molina Healthcare, Inc. As of June 30, 2014, JMMPC had total assets of \$10.4 million, and total liabilities of \$10.1 million. As of December 31, 2013, JMMPC had total assets of \$6.9 million and total liabilities of \$6.6 million.

Our maximum exposure to loss as a result of our involvement with JMMPC is generally limited to the amounts needed to fund JMMPC's ongoing payroll and employee benefits. We believe that such loss exposure will be immaterial to our consolidated operating results and cash flows for the foreseeable future.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements regarding our business, financial condition, and results of operations within the meaning of Section 27A of the Securities Act of 1933, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, or Securities Exchange Act. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation reform Act of 1995, and we are including this statement for purposes of complying with these safe harbor provisions. All statements, other than statements of historical facts, included in this quarterly report may be deemed to be forward-looking statements for purposes of the Securities Act and the Securities Exchange Act. Without limiting the foregoing, we use the words "anticipate(s)," "believe(s)," "estimate(s)," "expect(s)," "intend(s)," "may," "plan(s)," "project(s)," "will," "would," "could," "should" and similar expressions to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We cannot guarantee that we will actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and, accordingly, you should not place undue reliance on our forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from the forward-looking statements that we make. You should read these factors and the other cautionary statements as being applicable to all related forward-looking statements wherever they appear in this quarterly report. We caution you that we do not undertake any obligation to update forward-looking statements made by us. Forward-looking statements involve known and unknown risks and uncertainties that may cause our actual results in future periods to differ materially from those projected, estimated, expected, or contemplated. Those known risks and uncertainties include, but are not limited to, the following:

- uncertainties associated with the implementation of the Affordable Care Act, including the full grossed up reimbursement by states of the non-deductible health insurer fee, the expansion of Medicaid eligibility in the states that participate to previously uninsured populations unfamiliar with managed care, the implementation of state insurance marketplaces, the effect of various implementing regulations, and uncertainties regarding the impact of other federal or state health care and insurance reform measures, including the dual eligibles demonstration programs in California, Illinois, Michigan, Ohio, and South Carolina;
- newly FDA-approved drugs such as Sovaldi, Olysio, and other drugs for hepatitis C or other medical conditions that are exorbitantly priced but not factored into the calculation of our capitated rates for 2014;
- significant budget pressures on state governments and their potential inability to maintain current rates, to implement expected rate increases, or to maintain existing benefit packages or membership eligibility thresholds or criteria;
- management of our medical costs, including seasonal flu patterns and rates of utilization that are consistent with our expectations, and our ability to reduce over time the high medical costs commonly associated with new patient populations;
- the accurate estimation of incurred but not paid medical costs across our health plans;
- retroactive adjustments to premium revenue or accounting estimates which require adjustment based upon subsequent developments, including Medicaid pharmaceutical rebates or retroactive premium rate increases;
- efforts by states to recoup previously paid amounts, including claims by the Washington Health Care Authority (HCA) that it overpaid our Washington health plan for certain claims related to psychotropic drugs and the Washington Community Options Program Entry System (COPES);
- the success of our efforts to retain existing government contracts and to obtain new government contracts in connection with state requests for proposals (RFPs) in both existing and new states, including the success of the proposal of Molina Medicaid Solutions in New Jersey;
- the continuation and renewal of the government contracts of both our health plans and Molina Medicaid Solutions and the terms under which such contracts are renewed, including the extension of the Louisiana contract of Molina Medicaid Solutions through 2015;
- government audits and reviews, and any fine, enrollment freeze, or monitoring program that may result therefrom;
- changes with respect to our provider contracts and the loss of providers;
- federal or state medical cost expenditure floors, administrative cost and profit ceilings, and profit sharing arrangements;
- the interpretation and implementation of at-risk premium rules regarding the achievement of certain quality measures, including 2014 at-risk premium rules in the state of Texas;
- approval by state regulators of dividends and distributions by our health plan subsidiaries;
- changes in funding under our contracts as a result of regulatory changes, programmatic adjustments, or other reforms;
- high dollar claims related to catastrophic illness;
- the favorable or unfavorable resolution of litigation, arbitration, or administrative proceedings, including the litigation commenced against us by the state of Louisiana alleging that Molina Medicaid Solutions and its predecessors used an incorrect reimbursement formula for the payment of pharmaceutical claims;
- the relatively small number of states in which we operate health plans;
- our management of a portion of College Health Enterprises' hospital in Long Beach, California;

[Table of Contents](#)

- the availability of adequate financing on acceptable terms to fund and capitalize our expansion and growth, repay our outstanding indebtedness at maturity and meet our liquidity needs, including the interest expense and other costs associated with such financing;
- the failure of a state in which we operate to renew its federal Medicaid waiver;
- an inadvertent unauthorized disclosure of protected health information;
- changes generally affecting the managed care or Medicaid management information systems industries;
- increases in government surcharges, taxes, and assessments;
- changes in general economic conditions, including unemployment rates; and
- increasing consolidation in the Medicaid industry.

Investors should refer to Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013, for a discussion of certain risk factors that could materially affect our business, financial condition, cash flows, or results of operations. Given these risks and uncertainties, we can give no assurance that any results or events projected or contemplated by our forward-looking statements will in fact occur.

This document and the following discussion of our financial condition and results of operations should be read in conjunction with the accompanying consolidated financial statements and the notes to those statements appearing elsewhere in this report, and the audited financial statements and Management's Discussion and Analysis appearing in our Annual Report on Form 10-K for the year ended December 31, 2013.

Overview

Molina Healthcare, Inc. provides quality and cost-effective Medicaid-related solutions to meet the health care needs of low-income families and individuals, and to assist state agencies in their administration of the Medicaid program. We report our financial performance based on two reportable segments: the Health Plans segment and the Molina Medicaid Solutions segment.

Our Health Plans segment consists of health plans in 11 states, and includes our direct delivery business. As of June 30, 2014, these health plans served approximately 2.3 million members eligible for Medicaid, Medicare, and other government-sponsored health care programs for low-income families and individuals. Additionally, we serve a small number of Health Insurance Marketplaces (Marketplaces) members, many of whom are eligible for government premium subsidies. The health plans are operated by our respective wholly owned subsidiaries in those states, each of which is licensed as a health maintenance organization (HMO). Our direct delivery business consists primarily of the operation of primary care clinics in California.

Our Molina Medicaid Solutions segment provides business processing and information technology development and administrative services to Medicaid agencies in Idaho, Louisiana, Maine, New Jersey, West Virginia, and the U.S. Virgin Islands, and drug rebate administration services in Florida.

We previously reported that our Medicaid managed care contract with the state of Missouri expired without renewal in 2012, and effective June 2013 the transition obligations associated with that contract terminated. Therefore, beginning in the second quarter of 2013, we classified the operations for our Missouri health plan as discontinued operations for all periods presented in our consolidated financial statements. The following discussion and analysis, with the exception of cash flow information, is presented in the context of continuing operations unless otherwise identified.

Health Care Reform

We believe that the Affordable Care Act (defined below) will continue to provide us with significant opportunities for membership growth in our existing markets and, potentially, in new markets in the future as follows:

Medicaid Expansion. In the states that have elected to participate, the Affordable Care Act provides for the expansion of the Medicaid program to provide eligibility to nearly all low-income people under age 65 with incomes at or below 138 percent of the federal poverty line. Medicaid expansion membership phased in beginning January 1, 2014. Since that date, our health plans in California, Illinois, Michigan, New Mexico, Ohio, and Washington have begun participating in Medicaid expansion. In the six months ended June 30, 2014, we added approximately 232,300 Medicaid expansion members, or 10% of total membership.

Health Insurance Marketplaces. On October 1, 2013, Marketplaces became available for consumers to access and begin the enrollment process for coverage beginning January 1, 2014. Marketplaces allow individuals and small groups to purchase health insurance that is federally subsidized. We participate in Marketplaces in all of the states in which we operate, except Illinois and South Carolina. At June 30, 2014, we had fewer than 20,000 Marketplaces members.

Dual Eligibles. Policymakers at the federal and state levels are increasingly developing initiatives, and the Centers for Medicare and Medicaid Services (CMS) has implemented several demonstrations, designed to improve the coordination of care for dual eligibles and reduce spending under Medicare and Medicaid. These demonstrations include issuing contracts to 15 states to design a program to integrate Medicare and Medicaid services for dual eligibles in the state. We refer to such demonstrations as our Medicare-Medicaid Plan (MMP) implementations. Our MMP implementations in California, Illinois, and Ohio offered coverage beginning in the second quarter of 2014.

Health Insurer Fee. In the first quarter of 2014, we adopted the guidance of the Financial Accounting Standards Board (FASB) related to accounting for the fees to be paid by health insurers to the federal government under the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the Affordable Care Act, or ACA). The ACA imposes an annual fee, or excise tax, on health insurers for each calendar year beginning on or after January 1, 2014. The health insurer fee (HIF) is imposed beginning in 2014 based on a company's share of the industry's net premiums written during the preceding calendar year, and is payable on September 30 of each year.

As of June 30, 2014, we expect the liability to amount to \$88.3 million. We are recognizing this expense on a straight-line basis in 2014, and recorded \$21.9 million and \$44.1 million to health insurer fee expenses in the three months and six months ended June 30, 2014, respectively. As enacted, this federal premium-based assessment is non-deductible for income tax purposes.

For further discussion of the risks and uncertainties relating to the HIF, refer to the subheading below, "Liquidity and Capital Resources—Financial Condition."

Market Updates - Health Plans Segment

Florida. Enrollment at the Florida health plan declined between the first and second quarters of 2014 due to a reassignment of membership as part of the implementation of Florida's Managed Medical Assistance program. We believe that enrollment at the Florida health plan will grow later in the year.

On March 12, 2014, our Florida health plan entered into an agreement with Healthy Palm Beaches, Inc. (HPB) to acquire certain assets relating to HPB's Medicaid business for \$7.5 million. Our Florida health plan expects to close on this transaction in the third quarter of 2014.

South Carolina. Our South Carolina health plan began serving members under the state of South Carolina's new full-risk Medicaid managed care program effective January 1, 2014. For further information on this transaction, refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 4, "Business Combinations."

Composition of Revenue and Membership

Health Plans Segment

Our health plans' state Medicaid contracts generally have terms of three to four years with annual adjustments to premium rates. These contracts typically contain renewal options exercisable by the state Medicaid agency, and allow either the state or the health plan to terminate the contract with or without cause. Our health plan subsidiaries have generally been successful in retaining their contracts, but such contracts are subject to risk of loss when a state issues a new RFP open to competitive bidding by other health plans. If one of our health plans is not a successful responsive bidder to a state RFP, its contract may be subject to non-renewal.

In addition to contract renewal, our state Medicaid contracts may be periodically amended to include or exclude certain health benefits (such as pharmacy services, behavioral health services, or long-term care services); populations such as the aged, blind or disabled; and regions or service areas.

Our Health Plans segment derives its revenue, in the form of premiums, chiefly from Medicaid contracts with the states in which our health plans operate. Premium revenue is fixed in advance of the periods covered and, except as described in Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 2, "Significant Accounting Policies," is not generally subject to significant accounting estimates. For the six months ended June 30, 2014, we received approximately 97% of our premium revenue as a fixed amount per member per month (PMPM), pursuant to our Medicaid contracts with state agencies, Medicare and other managed care organizations for which we operate as subcontractor. These premium revenues are recognized in the month that members are entitled to receive health care services. The state Medicaid programs and the federal Medicare program periodically adjust premium rates.

For the six months ended June 30, 2014, we recognized approximately 3% of our premium revenue in the form of "birth income"—a one-time payment for the delivery of a child—from the Medicaid programs in all of our state health plans except Illinois and New Mexico. Such payments are recognized as revenue in the month the birth occurs.

The amount of the premiums paid to us may vary substantially between states and among various government programs. The following table sets forth the ranges of premiums paid to our state health plans in the six months ended June 30, 2014, by program:

	Ending Membership	PMPM Premiums		
		Low	High	Consolidated
Temporary Assistance for Needy Families (TANF)	1,564,500	\$ 100.00	\$ 260.00	\$ 160.00
Aged, Blind or Disabled (ABD)	305,300	370.00	1,260.00	770.00
Medicaid Expansion	232,300	370.00	550.00	500.00
Children's Health Insurance Program (CHIP)	77,000	90.00	130.00	120.00
Medicare Special Needs Plans (Medicare)	44,000	530.00	1,280.00	1,190.00
Marketplaces	18,300	170.00	640.00	300.00
MMP-Integrated (1)	5,200	1,230.00	3,240.00	1,910.00
MMP-Medicare Opt Out (1)	8,400	1,370.00	1,420.00	1,390.00

- (1) MMPs serve members who are dually eligible for Medicare and Medicaid.
- (2) MMP members who have elected to "opt out" of Medicare coverage and receive Medicaid coverage only.

The following tables set forth our Health Plans segment membership as of the dates indicated:

	June 30, 2014	March 31, 2014	December 31, 2013	June 30, 2013
Ending Membership by Health Plan:				
California	455,000	418,000	368,000	355,000
Florida (1)	58,000	91,000	89,000	81,000
Illinois	6,000	5,000	4,000	—
Michigan	244,000	218,000	213,000	215,000
New Mexico	195,000	183,000	168,000	92,000
Ohio	302,000	260,000	255,000	240,000
South Carolina (2)	119,000	126,000	—	—
Texas	247,000	246,000	252,000	266,000
Utah	83,000	80,000	86,000	87,000
Washington	461,000	434,000	403,000	413,000
Wisconsin	85,000	90,000	93,000	98,000
	2,255,000	2,151,000	1,931,000	1,847,000
Ending Membership by Program:				
TANF	1,564,500	1,575,300	1,503,800	1,435,400
ABD	305,300	309,900	288,600	270,300
Medicaid Expansion (3)	232,300	133,000	—	—
CHIP	77,000	83,700	99,200	105,000
Medicare	44,000	41,400	39,400	36,300
Marketplaces (3)	18,300	7,700	—	—
MMP–Integrated	5,200	—	—	—
MMP–Medicare Opt Out	8,400	—	—	—
	2,255,000	2,151,000	1,931,000	1,847,000

- (1) Enrollment at our Florida health plan declined between the first and second quarters of 2014 due to a reassignment of membership as part of the implementation of Florida's Managed Medical Assistance program. We believe enrollment at our Florida health plan will grow later in the year.
- (2) Our South Carolina health plan began serving members under the state of South Carolina's new full-risk Medicaid managed care program effective January 1, 2014.
- (3) Medicaid expansion membership phased in, and Health Insurance Marketplaces became available for consumers to access coverage, beginning January 1, 2014.

Molina Medicaid Solutions Segment

The payments received by our Molina Medicaid Solutions segment under its state contracts are based on the performance of multiple services. The first of these is the design, development and implementation (DDI) of a Medicaid management information system (MMIS). An additional service, following completion of DDI, is the operation of the MMIS under a business process outsourcing (BPO) arrangement. When providing BPO services (which include claims payment and eligibility processing) we also provide the state with other services including both hosting and support, and maintenance. Because we have determined the services provided under our Molina Medicaid Solutions contracts represent a single unit of accounting, we generally recognize revenue associated with such contracts on a straight-line basis over the original contract term during which BPO, hosting, and support and maintenance services are delivered. There may be certain contractual provisions containing contingencies, however that require us to delay recognition of all or part of our service revenue until such contingencies have been removed.

Composition of Expenses

Health Plans Segment

Operating expenses for the Health Plans segment include expenses related to the provision of medical care services, general and administrative expenses, and premium tax expenses. Our results of operations are impacted by our ability to effectively manage expenses related to medical care services and to accurately estimate medical costs incurred. Expenses related to medical care services are captured in the following categories:

- *Fee-for-service expenses:* Under fee-for-service arrangements, we retain the financial responsibility for medical care provided and incur costs based on actual utilization of services. Such expenses are recorded in the period in which the related services are dispensed. Nearly all hospital services and the majority of our primary care and physician specialist services are paid on a fee-for-service basis.
- *Pharmacy expenses:* All drug, injectables, and immunization costs paid through our pharmacy benefit manager are classified as pharmacy expenses.
- *Capitation expenses:* Under capitation arrangements, we pay a fixed amount PMPM to the provider without regard to the frequency, extent, or nature of the medical services actually furnished.
- *Direct delivery expenses:* All costs associated with our operation of primary care clinics are classified as direct delivery expenses.
- *Other medical expenses:* All medically related administrative costs, certain provider incentive costs, reinsurance costs and other health care expenses are classified as other medical expenses.

Our medical care costs include amounts that have been paid by us through the reporting date as well as estimated liabilities for medical care costs incurred but not paid by us as of the reporting date. See Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements in Note 10, "Medical Claims and Benefits Payable," for further information on how we estimate such liabilities.

Molina Medicaid Solutions Segment

Cost of service revenue consists primarily of the costs incurred to provide BPO and technology outsourcing services under our MMIS contracts. General and administrative costs consist primarily of indirect administrative costs and business development costs. In some circumstances we may defer recognition of incremental direct costs (such as direct labor, hardware, and software) associated with a contract if revenue recognition is also deferred. Such deferred contract costs are amortized on a straight-line basis over the remaining original contract term, consistent with the revenue recognition period.

Second Quarter Financial Performance Summary, Continuing Operations

The following table and narrative briefly summarize our financial and operating performance from continuing operations for the three and six months ended June 30, 2014 and 2013. All ratios, with the exception of the medical care ratio and the premium tax ratio, are computed as a percentage of total revenue. The medical care ratio is computed as a percentage of premium revenue, the premium tax ratio is computed as a percentage of premium revenue plus premium tax revenue because direct relationships exist between premium revenue earned, and the cost of health care and premium taxes.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	<i>(Dollar amounts in thousands, except per share data)</i>			
Net income per diluted share	\$ 0.16	\$ 0.34	\$ 0.26	\$ 1.00
Premium revenue	\$ 2,167,142	\$ 1,501,729	\$ 4,107,479	\$ 2,999,162
Service revenue	\$ 50,232	\$ 49,672	\$ 103,862	\$ 99,428
Operating income	\$ 32,427	\$ 46,446	\$ 56,694	\$ 114,319
Net income	\$ 7,741	\$ 15,796	\$ 12,575	\$ 46,318
Total ending membership	2,255,000	1,847,000	2,255,000	1,847,000
Premium revenue	93.7%	93.5%	93.7%	93.9%
Service revenue	2.2	3.1	2.4	3.1
Premium tax revenue	3.0	2.9	2.8	2.6
Health insurer fee revenue	0.9	—	0.9	—
Investment income	0.1	0.1	0.1	0.1
Other revenue	0.1	0.4	0.1	0.3
Total revenue	100.0%	100.0%	100.0%	100.0%
Operating Statistics:				
Medical care ratio	89.3%	86.2%	89.0%	86.1%
Service revenue ratio	73.9%	79.1%	74.9%	79.5%
General and administrative expense ratio	8.4%	10.1%	8.7%	9.5%
Premium tax ratio	3.1%	3.0%	2.9%	2.7%
Operating income	1.4%	2.9%	1.3%	3.6%
Net income	0.3%	1.0%	0.3%	1.4%
Effective tax rate	58.0%	49.5%	56.5%	46.3%
Medical Claims Data:				
Days in claims payable, fee for service	46	38	46	38
Number of claims in inventory at end of period	180,600	109,900	180,600	109,900
Billed charges of claims in inventory at end of period	\$ 400,000	\$ 200,400	\$ 400,000	\$ 200,400
Claims in inventory per member at end of period	0.08	0.06	0.08	0.06
Billed charges of claims in inventory per member at end of period	\$ 177.38	\$ 108.50	\$ 177.38	\$ 108.50
Number of claims received during the period	6,655,300	5,253,500	12,641,300	10,524,500
Billed charges of claims received during the period	\$ 7,255,000	\$ 5,307,200	\$ 13,609,000	\$ 10,477,900

Non-GAAP Financial Measures

We use the following non-GAAP financial measures as supplemental metrics in evaluating our financial performance, making financing and business decisions, and forecasting and planning for future periods. For these reasons, management believes such measures are useful supplemental measures to investors in comparing our performance and the performance of other companies in the health care industry. These non-GAAP financial measures should be considered as supplements to, and not substitutes for or superior to, GAAP measures (GAAP stands for U.S. generally accepted accounting principles).

The first of these non-GAAP measures is earnings before interest, taxes, depreciation and amortization, or EBITDA. The following table reconciles net income, which we believe to be the most comparable GAAP measure, to EBITDA.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	<i>(In thousands)</i>			
Net income	\$ 7,811	\$ 24,571	\$ 12,309	\$ 54,486
Adjustments:				
Depreciation, and amortization of intangible assets and capitalized software	28,292	22,108	54,206	43,907
Interest expense	13,993	11,667	27,815	24,704
Income tax expense	10,760	5,513	15,997	29,783
EBITDA	\$ 60,856	\$ 63,859	\$ 110,327	\$ 152,880

The second of these non-GAAP measures is adjusted net income, continuing operations. The following table reconciles net income from continuing operations, which we believe to be the most comparable GAAP measure, to adjusted net income, continuing operations.

	Three Months Ended June 30,			
	2014		2013	
	<i>(In thousands, except diluted per-share amounts)</i>			
Net income, continuing operations	\$ 7,741	\$ 0.16	\$ 15,796	\$ 0.34
Adjustments, net of tax:				
Depreciation, and amortization of capitalized software	14,614	0.30	10,875	0.23
Stock-based compensation	4,322	0.09	5,890	0.13
Amortization of convertible senior notes and lease financing obligations	4,272	0.09	3,758	0.08
Amortization of intangible assets	3,209	0.07	3,053	0.07
Change in fair value of derivatives, net	(5)	—	3,658	0.08
Adjusted net income, continuing operations	\$ 34,153	\$ 0.71	\$ 43,030	\$ 0.93

	Six Months Ended June 30,			
	2014		2013	
	<i>(In thousands, except diluted per-share amounts)</i>			
Net income, continuing operations	\$ 12,575	\$ 0.26	\$ 46,318	\$ 1.00
Adjustments, net of tax:				
Depreciation, and amortization of capitalized software	27,612	0.58	21,554	0.46
Stock-based compensation	9,221	0.19	9,490	0.20
Amortization of convertible senior notes and lease financing obligations	8,477	0.18	6,103	0.13
Amortization of intangible assets	6,538	0.14	6,107	0.13
Change in fair value of derivatives, net	(6)	—	3,583	0.08
Adjusted net income, continuing operations	\$ 64,417	\$ 1.35	\$ 93,155	\$ 2.00

Analysis of Second Quarter 2014 Financial Results - Trends and Developments

We previously reported that our first quarter of 2014 results were adversely affected by delays in securing agreements for the reimbursement (including reimbursement for tax effect) of the HIF, and delays in the recognition of quality related revenue. Those circumstances continued through the end of the second quarter of 2014. Net income reported for the second quarter and six months ended June 30, 2014 would have been higher except for:

- HIF not reimbursed by our state partners reduced earnings approximately \$16 million, or \$0.14 per diluted share for the second quarter of 2014, and \$32 million, or \$0.29 per diluted share for the six months ended June 30, 2014 (per-share amounts for both periods on a GAAP and adjusted basis). We remain guardedly optimistic that we will secure reimbursement agreements with all of our state partners prior to the close of 2014.
- Our non-recognition of a portion of the Texas health plan's quality incentive program reduced earnings approximately \$7 million, or \$0.06 per diluted share for the second quarter of 2014, and \$13 million, or \$0.12 per diluted share, for the six months ended June 30, 2014 (per-share amounts for both periods on a GAAP and adjusted basis). We remain guardedly optimistic that we will be able to recognize most of our quality revenue in Texas prior to the close of 2014.

Results of Operations, Continuing Operations**Health Plans Segment****Premium Revenue**

Premium revenue for the second quarter of 2014 increased 44% over the second quarter of 2013, due to a 21% increase in member months, and a 19% increase in revenue per member per month (PMPM). The increase in member months was due to the addition of Medicaid expansion membership primarily at our health plans in California, New Mexico, Ohio and Washington, and the addition of Medicaid members at our South Carolina health plan, all effective January 1, 2014.

Medical Care Costs

The following table provides the details of consolidated medical care costs for the periods indicated (dollars in thousands except PMPM amounts):

	Three Months Ended June 30,					
	2014			2013		
	Amount	PMPM	% of Total	Amount	PMPM	% of Total
Fee for service	\$ 1,378,037	\$ 205.08	71.2%	\$ 879,865	\$ 158.96	68.0%
Pharmacy	295,596	43.99	15.3	222,992	40.29	17.2
Capitation	176,817	26.31	9.1	138,409	25.00	10.7
Direct delivery	23,063	3.43	1.2	9,443	1.71	0.7
Other	60,786	9.06	3.2	43,997	7.95	3.4
Total	\$ 1,934,299	\$ 287.87	100.0%	\$ 1,294,706	\$ 233.91	100.0%

Our consolidated medical care ratio increased to 89.3% in the second quarter of 2014, from 86.2% in the second quarter of 2013. We recognized approximately \$15 million of revenue related to 2013 in the second quarter of 2014. This out of period benefit was offset by unfavorable development of our consolidated medical claims and benefits payable liability at the end of the prior year; when compared with the second quarter of 2013.

Individual Health Plan Analysis

California. Medical margin improved \$63.0 million at the California health plan, when compared with the second quarter of 2013. This improvement was the result of the following:

- Higher enrollment and PMPM premiums, particularly as a result of 66,000 members added due to Medicaid expansion;
- Approximately \$25 million benefit from recognition in the second quarter of 2014 of certain premium revenues of which \$15 million related to the year ended December 31, 2013, and \$5 million related to the first quarter of 2014; and
- A \$4.5 million benefit from the rate settlement agreement with the DHCS.

Florida. Despite an increase in revenue of over 60%, medical margin fell at the Florida health plan by \$1.4 million in the second quarter of 2014 when compared with the second quarter of 2013. Although we earn a comparatively large premium for long-term care members, the medical care ratio associated with these services is very high compared to the benefits traditionally offered by us. Accordingly, the medical care ratio of the Florida health plan increased to 91.6% in the second quarter of 2014 from 84.0% in the second quarter of 2013.

Illinois. The medical care ratio for the Illinois health plan was 106.3% in the second quarter of 2014. The Illinois health plan served its first member effective September 2013. The high medical care ratio at the Illinois health plan is the result of: 1) a small membership base transitioning into managed care; and 2) the need to incur relatively high medically related administrative costs in light of the enrollment increase anticipated at the health plan later in 2014.

Michigan. Financial performance at the Michigan health plan declined in the second quarter of 2014, when compared with the second quarter of 2013, primarily due to comparatively higher medical care ratios for the Medicaid expansion (new in 2014) and Medicare programs. The medical care ratio of the Michigan health plan increased to 88.2% for the second quarter of 2014, from 84.7% for the second quarter of 2013. The Michigan health plan added its first Medicaid expansion members during the second quarter of 2014. Medicaid expansion enrollment as of June 30, 2014 was approximately 20,000.

[Table of Contents](#)

New Mexico. Medical margin improved at the New Mexico health plan in the second quarter of 2014, when compared with the second quarter of 2013, primarily due to higher revenues that offset an increase in the medical care ratio to 89.6% in the second quarter of 2014, from 80.8% in the second quarter of 2013. The New Mexico health plan added approximately 42,000 Medicaid expansion members in the first half of 2014; as well as approximately 60,000 new members in a business combination effective August 1, 2013. The higher medical care ratio was primarily the result of the addition of Medicaid behavioral health and long-term care services effective January 1, 2014 (which are reimbursed at a higher medical care ratio than traditional medical benefits); and a return to more typical medical cost levels overall in 2014.

Ohio. The medical care ratio of the Ohio health plan increased to 84.2% for the second quarter of 2014, from 79.8% for the second quarter of 2013. Medical care costs increased to a more typical level in the second quarter of 2014. We do not believe that medical care ratios below 80% are sustainable over time. The Ohio health plan added its first meaningful number of Medicaid expansion members during the second quarter of 2014. Medicaid expansion enrollment as of June 30, 2014 was approximately 30,000.

South Carolina. The medical care ratio for the South Carolina health plan was 87.8% in the second quarter of 2014. The South Carolina health plan served its first members effective January 2014.

Texas. Financial performance worsened at the Texas health plan in the second quarter of 2014, when compared with the second quarter of 2013, due to a decrease in quality revenue as described above and an increase in amounts returned to the state under a profit-sharing agreement. The medical care ratio of the Texas health plan increased to 92.8% in the second quarter of 2014, from 86.5% in the second quarter of 2013. Removing quality revenue and profit-sharing adjustments for both quarters would have resulted in a medical care ratio at the Texas health plan of approximately 91% for the second quarter of 2014 and 92% for the second quarter of 2013.

Utah. Financial performance worsened at the Utah health plan in the second quarter of 2014, when compared with the second quarter of 2013, due to higher inpatient utilization and a general return of medical costs to a more typical level in the second quarter of 2014. The medical care ratio of the Utah health plan increased to 95.5% in the second quarter of 2014, from 79.6% in the second quarter of 2013. We do not believe that medical care ratios below 80% are sustainable over time.

Washington. Financial performance worsened at the Washington health plan in the second quarter of 2014, when compared with the second quarter of 2013, primarily due to lower premiums relative to the risk assumed for our members. The medical care ratio of the Washington health plan increased to 90.5% in the second quarter of 2014, from 88.0% in the second quarter of 2013. The Washington health plan added approximately 73,000 Medicaid expansion members in the first half of 2014.

Wisconsin. Financial performance worsened at the Wisconsin health plan in the second quarter of 2014, when compared with the second quarter of 2013. The medical care ratio of the Wisconsin health plan increased to 89.8% in the second quarter of 2014, from 82.6% in the second quarter of 2013.

Operating Data

The following table summarizes member months, premium revenue, medical care costs, medical care ratio, and medical margin by health plan for the periods indicated (PMPM amounts are in whole dollars; member months and other dollar amounts are in thousands):

Three Months Ended June 30, 2014							
	Member Months (1)	Premium Revenue		Medical Care Costs		MCR (2)	Medical Margin
		Total	PMPM	Total	PMPM		
California	1,335	\$ 398,071	\$ 298.11	\$ 324,923	\$ 243.33	81.6%	\$ 73,148
Florida	229	101,423	443.05	92,865	405.67	91.6	8,558
Illinois (3)	17	19,263	1,136.20	20,472	1,207.48	106.3	(1,209)
Michigan	702	185,337	264.18	163,392	232.89	88.2	21,945
New Mexico	617	267,994	434.57	240,151	389.42	89.6	27,843
Ohio	849	328,630	386.79	276,716	325.69	84.2	51,914
South Carolina	360	96,453	268.38	84,686	235.64	87.8	11,767
Texas	742	320,966	432.46	297,899	401.38	92.8	23,067
Utah	249	76,574	307.47	73,094	293.49	95.5	3,480
Washington	1,364	336,959	247.03	305,098	223.67	90.5	31,861
Wisconsin	256	36,925	144.42	33,143	129.63	89.8	3,782
Other (4)	—	(1,453)	—	21,860	—	—	(23,313)
	<u>6,720</u>	<u>\$ 2,167,142</u>	<u>\$ 322.52</u>	<u>\$ 1,934,299</u>	<u>\$ 287.87</u>	<u>89.3%</u>	<u>\$ 232,843</u>

Three Months Ended June 30, 2013							
	Member Months (1)	Premium Revenue		Medical Care Costs		MCR (2)	Medical Margin
		Total	PMPM	Total	PMPM		
California	1,055	\$ 180,927	\$ 171.58	\$ 170,777	\$ 161.96	94.4%	\$ 10,150
Florida	238	61,837	260.61	51,915	218.80	84.0	9,922
Illinois (3)	—	—	—	—	—	—	—
Michigan	648	167,485	258.40	141,859	218.86	84.7	25,626
New Mexico	275	84,449	307.20	68,253	248.28	80.8	16,196
Ohio	722	270,107	373.78	215,664	298.44	79.8	54,443
South Carolina	—	—	—	—	—	—	—
Texas	805	318,955	396.05	275,959	342.66	86.5	42,996
Utah	261	77,511	296.69	61,677	236.08	79.6	15,834
Washington	1,238	299,533	241.89	263,512	212.80	88.0	36,021
Wisconsin	293	37,740	128.79	31,185	106.43	82.6	6,555
Other (3)(4)	—	3,185	—	13,905	—	—	(10,720)
	<u>5,535</u>	<u>\$ 1,501,729</u>	<u>\$ 271.30</u>	<u>\$ 1,294,706</u>	<u>\$ 233.91</u>	<u>86.2%</u>	<u>\$ 207,023</u>

(1) A member month is defined as the aggregate of each month's ending membership for the period presented.

(2) The MCR represents medical costs as a percentage of premium revenue.

(3) The Illinois health plan's results prior to October 1, 2013, were insignificant and reported in "Other."

(4) "Other" medical care costs include primarily medically related administrative costs at the parent company, and direct delivery costs.

Molina Medicaid Solutions Segment

Performance of the Molina Medicaid Solutions segment was as follows:

	Three Months Ended June 30,	
	2014	2013
	(In thousands)	
Service revenue before amortization	\$ 50,960	\$ 50,400
Amortization recorded as reduction of service revenue	(728)	(728)
Service revenue	50,232	49,672
Cost of service revenue	37,107	39,305
General and administrative costs	1,891	2,790
Amortization of customer relationship intangibles recorded as amortization	793	1,282
Operating income	<u>\$ 10,441</u>	<u>\$ 6,295</u>

Operating income for our Molina Medicaid Solutions segment increased \$4.1 million in the second quarter of 2014, compared with the second quarter of 2013, primarily due to reduced service costs associated with our West Virginia and Maine contracts, and lower general and administrative costs overall.

Results of Operations, Continuing Operations

Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Health Plans Segment

Premium Revenue

Premium revenue for the six months ended June 30, 2014 increased 37% over the six months ended June 30, 2013, due to a 20% increase in member months, and a 14% increase in revenue PMPM. The increase in member months was due to the addition of Medicaid expansion membership primarily at our health plans in California, New Mexico, Ohio and Washington, and the addition of Medicaid members at our South Carolina health plan, all effective January 1, 2014. Additionally, our New Mexico health plan added approximately 60,000 new members in a business combination effective August 1, 2013.

Medical Care Costs

The following table provides the details of consolidated medical care costs for the periods indicated (dollars in thousands except PMPM amounts):

	Six Months Ended June 30,					
	2014			2013		
	Amount	PMPM	% of Total	Amount	PMPM	% of Total
Fee for service	\$ 2,559,098	\$ 194.38	70.0%	\$ 1,746,620	\$ 159.48	67.6%
Pharmacy	582,224	44.22	15.9	454,830	41.53	17.6
Capitation	346,256	26.30	9.5	278,733	25.45	10.8
Direct delivery	45,084	3.42	1.2	18,127	1.66	0.7
Other	123,295	9.37	3.4	84,311	7.69	3.3
Total	<u>\$ 3,655,957</u>	<u>\$ 277.69</u>	<u>100.0%</u>	<u>\$ 2,582,621</u>	<u>\$ 235.81</u>	<u>100.0%</u>

Our consolidated medical care ratio increased to 89.0% in the six months ended June 30, 2014, from 86.1% in the six months ended June 30, 2013.

Operating Data

The following table summarizes member months, premium revenue, medical care costs, medical care ratio, and medical margin by health plan for the periods indicated (PMPM amounts are in whole dollars; member months and other dollar amounts are in thousands):

Six Months Ended June 30, 2014

	Member Months (1)	Premium Revenue		Medical Care Costs		MCR (2)	Medical Margin
		Total	PMPM	Total	PMPM		
California	2,589	\$ 675,713	\$ 260.97	\$ 562,267	\$ 217.16	83.2%	\$ 113,446
Florida	499	206,589	414.17	186,326	373.55	90.2	20,263
Illinois (3)	31	34,434	1,109.99	34,966	1,127.12	101.5	(532)
Michigan	1,350	358,833	265.81	298,712	221.27	83.2	60,121
New Mexico	1,166	493,062	423.00	436,560	374.53	88.5	56,502
Ohio	1,621	606,925	374.33	514,044	317.04	84.7	92,881
South Carolina	754	192,473	255.31	174,948	232.07	90.9	17,525
Texas	1,491	641,062	429.85	590,857	396.19	92.2	50,205
Utah	495	155,228	313.67	140,294	283.49	90.4	14,934
Washington	2,640	660,420	250.15	603,205	228.48	91.3	57,215
Wisconsin	530	75,453	142.48	61,952	116.99	82.1	13,501
Other (4)	—	7,287	—	51,826	—	—	(44,539)
	<u>13,166</u>	<u>\$ 4,107,479</u>	<u>\$ 311.98</u>	<u>\$ 3,655,957</u>	<u>\$ 277.69</u>	<u>89.0%</u>	<u>\$ 451,522</u>

Six Months Ended June 30, 2013

	Member Months (1)	Premium Revenue		Medical Care Costs		MCR (2)	Medical Margin
		Total	PMPM	Total	PMPM		
California	2,056	\$ 368,715	\$ 179.36	\$ 330,540	\$ 160.79	89.6%	\$ 38,175
Florida	461	120,001	260.38	101,319	219.84	84.4	18,682
Illinois (3)	—	—	—	—	—	—	—
Michigan	1,300	334,042	256.96	288,607	222.01	86.4	45,435
New Mexico	549	168,449	307.08	140,402	255.95	83.3	28,047
Ohio	1,448	538,915	372.10	443,118	305.96	82.2	95,797
South Carolina	—	—	—	—	—	—	—
Texas	1,637	648,406	396.01	542,408	331.27	83.7	105,998
Utah	520	152,467	293.16	126,706	243.63	83.1	25,761
Washington	2,488	597,819	240.29	524,909	210.98	87.8	72,910
Wisconsin	493	64,864	131.53	54,849	111.22	84.6	10,015
Other (3)(4)	—	5,484	—	29,763	—	—	(24,279)
	<u>10,952</u>	<u>\$ 2,999,162</u>	<u>\$ 273.85</u>	<u>\$ 2,582,621</u>	<u>\$ 235.81</u>	<u>86.1%</u>	<u>\$ 416,541</u>

(1) A member month is defined as the aggregate of each month's ending membership for the period presented.

(2) The MCR represents medical costs as a percentage of premium revenue.

(3) The Illinois health plan's results prior to October 1, 2013, were insignificant and reported in "Other."

(4) "Other" medical care costs include primarily medically related administrative costs at the parent company, and direct delivery costs.

Molina Medicaid Solutions Segment

Performance of the Molina Medicaid Solutions segment was as follows:

	Six Months Ended June 30,	
	2014	2013
(In thousands)		
Service revenue before amortization	\$ 105,319	\$ 100,885
Amortization recorded as reduction of service revenue	(1,457)	(1,457)
Service revenue	103,862	99,428
Cost of service revenue	77,764	79,075
General and administrative costs	3,641	5,141
Amortization of customer relationship intangibles recorded as amortization	1,768	2,564
Operating income	<u>\$ 20,689</u>	<u>\$ 12,648</u>

Operating income for our Molina Medicaid Solutions segment increased \$8.0 million in the six months ended June 30, 2014, compared with the six months ended June 30, 2013, primarily the result of increased revenues due to Medicaid expansion membership, reduced service costs associated with our West Virginia and Maine contracts, and lower general and administrative costs overall.

Consolidated Expenses

General and Administrative Expenses

General and administrative expenses decreased to 8.4% of total revenue for the second quarter of 2014, compared with 10.1% of total revenue for the second quarter of 2013. General and administrative expenses decreased to 8.7% of total revenue for the six months ended June 30, 2014, compared with 9.5% of total revenue for the six months ended June 30, 2013.

Premium Tax Expense

Premium tax expense was 3.1% of premium revenue plus premium tax revenue in the second quarter of 2014, compared with 3.0% in the second quarter of 2013 and 2.9% of premium revenue plus premium tax revenue in the six months ended June 30, 2014, compared with 2.7% in the six months ended June 30, 2013.

Health Insurer Fee Revenue and Expenses

Refer to "Liquidity and Capital Resources—Financial Condition" below, for a comprehensive discussion of the HIF.

Depreciation and Amortization

The following table presents all depreciation and amortization recorded in our consolidated statements of income, regardless of whether the item appears as depreciation and amortization, a reduction of service revenue, or as cost of service revenue.

	Three Months Ended June 30,			
	2014		2013	
	Amount	% of Total Revenue	Amount	% of Total Revenue
(Dollar amounts in thousands)				
Depreciation, and amortization of capitalized software, continuing operations	\$ 18,536	0.8%	\$ 12,896	0.8%
Amortization of intangible assets, continuing operations	4,366	0.2	4,119	0.3
Depreciation and amortization, continuing operations	22,902	1.0	17,015	1.1
Amortization recorded as reduction of service revenue	728	—	728	—
Amortization recorded as cost of service revenue	9,030	0.4	4,365	0.3
Depreciation and amortization reported in the consolidated statements of cash flows	<u>\$ 32,660</u>	<u>1.4%</u>	<u>\$ 22,108</u>	<u>1.4%</u>

	Six Months Ended June 30,			
	2014		2013	
	Amount	% of Total Revenue	Amount	% of Total Revenue
	(Dollar amounts in thousands)			
Depreciation, and amortization of capitalized software, continuing operations	\$ 34,672	0.8%	\$ 25,341	0.8%
Amortization of intangible assets, continuing operations	8,921	0.2	8,237	0.3
Depreciation and amortization, continuing operations	43,593	1.0	33,578	1.1
Depreciation and amortization, discontinued operations	—	—	2	—
Amortization recorded as reduction of service revenue	1,457	—	1,457	—
Amortization recorded as cost of service revenue	20,604	0.5	8,870	0.3
Depreciation and amortization reported in the consolidated statements of cash flows	<u>\$ 65,654</u>	<u>1.5%</u>	<u>\$ 43,907</u>	<u>1.4%</u>

Interest Expense

Interest expense increased to \$14.0 million for the second quarter of 2014, from \$11.7 million for the second quarter of 2013, and increased to \$27.8 million for the six months ended June 30, 2014, from \$24.7 million for the six months ended June 30, 2013 primarily due to lease financing transactions in the second quarter of 2013. Interest expense includes non-cash interest expense relating to the amortization of the discount on our long-term debt obligations, which amounted to \$6.8 million and \$6.0 million for the three months ended June 30, 2014, and 2013, respectively and \$13.5 million and \$9.7 million for the six months ended June 30, 2014 and 2013, respectively.

Income Taxes

The provision for income taxes in continuing operations is recorded at an effective rate of 58.0% for the second quarter of 2014, compared with 49.5% for the second quarter of 2013, and 56.5% for the six months ended June 30, 2014 compared with 46.3% for the six months ended June 30, 2013. The disparity between rates in 2014 and 2013 is primarily due to the nondeductible HIF in 2014.

Liquidity and Capital Resources

Introduction

We manage our cash, investments, and capital structure to meet the short- and long-term obligations of our business while maintaining liquidity and financial flexibility. We forecast, analyze, and monitor our cash flows to enable prudent investment management and financing within the confines of our financial strategy.

Our regulated subsidiaries generate significant cash flows from premium revenue. Such cash flows are our primary source of liquidity. Thus, any future decline in our profitability may have a negative impact on our liquidity. We generally receive premium revenue in advance of the payment of claims for the related health care services. A majority of the assets held by our regulated subsidiaries are in the form of cash, cash equivalents, and investments. After considering expected cash flows from operating activities, we generally invest cash of regulated subsidiaries that exceeds our expected short-term obligations in longer term, investment-grade, and marketable debt securities to improve our overall investment return. These investments are made pursuant to board approved investment policies which conform to applicable state laws and regulations. Our investment policies are designed to provide liquidity, preserve capital, and maximize total return on invested assets, all in a manner consistent with state requirements that prescribe the types of instruments in which our subsidiaries may invest. These investment policies require that our investments have final maturities of five years or less (excluding auction rate securities and variable rate securities, for which interest rates are periodically reset) and that the average maturity be two years or less. Professional portfolio managers operating under documented guidelines manage our investments. As of June 30, 2014, a substantial portion of our cash was invested in a portfolio of highly liquid money market securities, and our investments consisted solely of investment-grade debt securities. All of our investments are classified as current assets, except for our restricted investments, and our investments in auction rate securities, which are classified as non-current assets. Our restricted investments are invested principally in certificates of deposit and U.S. treasury securities.

Investment income was \$3.6 million for the six months ended June 30, 2014, compared with \$3.1 million for the six months ended June 30, 2013. Our annualized portfolio yield for the six months ended June 30, 2014 and 2013 was 0.4%.

[Table of Contents](#)

Investments and restricted investments are subject to interest rate risk and will decrease in value if market rates increase. We have the ability to hold our restricted investments until maturity. Declines in interest rates over time will reduce our investment income.

Cash in excess of the capital needs of our regulated health plans is generally paid to our non-regulated parent company in the form of dividends, when and as permitted by applicable regulations, for general corporate use.

Liquidity

A condensed schedule of cash flows to facilitate our discussion of liquidity follows:

	Six Months Ended June 30,		
	2014	2013	Change
	(In thousands)		
Net cash provided by (used in) operating activities	\$ 235,460	\$ (111,748)	\$ 347,208
Net cash used in investing activities	(102,336)	(431,812)	329,476
Net cash (used in) provided by financing activities	(41,668)	490,460	(532,128)
Net increase (decrease) in cash and cash equivalents	<u>\$ 91,456</u>	<u>\$ (53,100)</u>	<u>\$ 144,556</u>

Operating Activities. Cash provided by operating activities increased \$347.2 million, primarily due to the year-over-year change in medical claims and benefits payable, which increased \$283.4 million in connection with our membership growth in the six months ended June 30, 2014, as described above in "Results of Operations."

Investing Activities. Cash used in investing activities decreased \$329.5 million primarily due to significant purchases of investments, net of sales and maturities, amounting to \$382.7 million in the second quarter of 2013. Such significant purchases of investments were a result of financing transactions described below in "Financing Activities," with no comparable activity in 2014.

Financing Activities. Cash used in financing activities for the six months ended June 30, 2014 related primarily to the settlement of \$50.3 million of contingent consideration liabilities relating to our 2013 South Carolina health plan acquisition. Financing activities generated net cash of \$490.5 million in the six months ended June 30, 2013, primarily due to proceeds from the issuance of the 1.125% Notes and related financing transactions, with no comparable activity in the six months ended June 30, 2014.

Financial Condition

On a consolidated basis, at June 30, 2014, we had working capital of \$740.9 million compared with \$745.7 million at December 31, 2013. At June 30, 2014, and December 31, 2013, we had cash and investments, including restricted investments, of \$1,863.7 million, and \$1,712.9 million, respectively. We believe that our cash resources and internally generated funds will be sufficient to support our operations, regulatory requirements, and capital expenditures for at least the next 12 months.

Health Insurer Fee. One notable provision of the ACA is an excise tax or annual fee that applies to most health plans, including commercial health plans and Medicaid managed care plans like Molina Healthcare. While characterized as a "fee" in the text of the ACA, the intent of Congress was to impose a broad-based health insurance industry excise tax, with the understanding that the tax could be passed on to consumers, most likely through higher commercial insurance premiums.

However, because Medicaid is a government-funded program, Medicaid health plans have no alternative but to look to their respective state partners for payment to offset the impact of this tax. We continue to work with our state partners to obtain reimbursement for the full economic impact of the excise tax. Currently, we project that the HIF payable by September 30, 2014 will be \$88.3 million. Because this amount is not deductible for income tax purposes, our net income will be reduced by the full amount of the assessment.

When states reimburse us for the amount of the HIF, that reimbursement will itself be subject to income tax, the HIF, and applicable state premium taxes. If our estimate of the \$88.3 million HIF liability in 2014 is correct, and if our estimate of the amount allocable to Medicaid of approximately \$81 million is correct, states will need to pay us an incremental amount of approximately \$132 million in revenue during 2014 to account for the HIF and the absence of its tax deductibility. As of June 30, 2014, we had received contract amendments for reimbursement representing approximately 50% of the Medicaid-related HIF. On a percentage basis, we anticipate that states will need to increase our Medicaid premium rates by approximately 1.5% to reimburse us for the HIF we will owe (based upon our estimated pro-rata share of total industry revenue in 2013). In addition, we estimate that states will need to increase our Medicaid premium rates by a further 0.9% to make us

[Table of Contents](#)

whole for the lack of tax deductibility of the HIF, representing an estimated overall premium rate increase of approximately 2.4%.

As of July 30, 2014, we have contractual commitments from the states of Florida, Illinois, Ohio, Washington and Wisconsin to reimburse us by way of a lump sum payment for the full economic impact of the HIF in their respective states. While all of our remaining states have acknowledged the actuarial requirement that they reimburse us for the HIF, and its related income tax effects, no state other than those indicated above have contractually committed to do so.

Furthermore, states which have acknowledged the requirement to include the impact of the tax in our premium payments may argue that current premium rates will remain actuarially sound even if no adjustment is made to those rates. We continue to work with state officials to address the issue of fully grossed up reimbursement. If we are unable to obtain either premium increases or direct reimbursements to offset the impact of the tax on a fully grossed up basis, our business, financial condition, cash flows or results of operations could be materially adversely affected.

Regulatory Capital and Dividend Restrictions

For information on our regulatory capital requirements and dividend restrictions, refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 15, "Commitments and Contingencies."

Future Sources and Uses of Liquidity

For information on our debt instruments, refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 11, "Long-Term Debt."

For information on our shelf registration statement and our securities repurchase program, refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 13, "Stockholders' Equity."

Contractual Obligations

A summary of future obligations under our various contractual obligations and commitments as of December 31, 2013, was disclosed in our 2013 Annual Report on Form 10-K. There were no material changes to this previously filed information outside the ordinary course of business during the six months ended June 30, 2014. For further discussion and maturities of our long-term debt, refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 11, "Long-Term Debt."

Critical Accounting Estimates

When we prepare our consolidated financial statements, we use estimates and assumptions that may affect reported amounts and disclosures; actual results could differ from these estimates. Our critical accounting estimates relate to:

- *Health Plans segment medical claims and benefits payable.* Refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 10, "Medical Claims and Benefits Payable," for a table which presents the components of the change in medical claims and benefits payable, and for additional information regarding the factors used to determine our changes in estimates for all periods presented in the accompanying consolidated financial statements.
- *Health Plans segment contractual provisions that may adjust or limit revenue or profit.* Refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 2, "Significant Accounting Policies," for a discussion of amounts recorded in the second quarter of 2014 in connection with such contractual provisions.
- *Health Plans segment quality incentives.* Refer to Item 1 of this Form 10-Q, Notes to Consolidated Financial Statements, in Note 2, "Significant Accounting Policies," for a discussion of amounts recorded in the second quarter of 2014 in connection with such quality incentives.
- *Molina Medicaid Solutions segment revenue and cost recognition.*

There have been no significant changes during the six months ended June 30, 2014, to the items that we disclosed as our critical accounting estimates in our discussion and analysis of financial condition and results of operations in our Annual Report on Form 10-K for the year ended December 31, 2013.

Compliance Costs

Our health plans are regulated by both state and federal government agencies. Regulation of managed care products and health care services is an evolving area of law that varies from jurisdiction to jurisdiction. Regulatory agencies generally have discretion to issue regulations and interpret and enforce laws and rules. Changes in applicable laws and rules occur frequently. Compliance with such laws and rules may lead to additional costs related to the implementation of additional systems, procedures and programs that we have not yet identified.

Inflation

We use various strategies to mitigate the negative effects of health care cost inflation. Specifically, our health plans try to control medical and hospital costs through contracts with independent providers of health care services. Through these contracted providers, our health plans emphasize preventive health care and appropriate use of specialty and hospital services. There can be no assurance, however, that our strategies to mitigate health care cost inflation will be successful. Competitive pressures, new health care and pharmaceutical product introductions, demands from health care providers and customers, applicable regulations, or other factors may affect our ability to control health care costs.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Concentrations of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents, investments, receivables, and restricted investments. We invest a substantial portion of our cash in the PFM Fund Prime Series — Institutional Class, and the PFM Fund Government Series. These funds represent a portfolio of highly liquid money market securities that are managed by PFM Asset Management LLC, a Virginia business trust registered as an open-end management investment fund. Our investments and a portion of our cash equivalents are managed by professional portfolio managers operating under documented investment guidelines. No investment that is in a loss position can be sold by our managers without our prior approval. Our investments consist solely of investment grade debt securities with a maximum maturity of five years and an average duration of two years or less. Restricted investments are invested principally in certificates of deposit and U.S. treasury securities. Concentration of credit risk with respect to accounts receivable is limited due to payors consisting principally of the governments of each state in which our Health Plans segment and our Molina Medicaid Solutions segment operate.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures: Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has concluded, based upon its evaluation as of the end of the period covered by this report, that the Company's "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Control Over Financial Reporting: There has been no change in our internal control over financial reporting during the fiscal quarter ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Washington Health Plan. The Washington Health Care Authority (HCA) has communicated that it believes it has overpaid our Washington health plan with regard to certain claims. The alleged overpayments purportedly involve an undifferentiated incremental component of the capitation rates paid to our Washington health plan from and after July 1, 2012, the start date of the contract at issue. On March 25, 2014, HCA alleged that the total "overpayments" related to HCA's delayed enrollment of so-called Washington Community Options Program Entry System (COPEs) members were \$14.4 million, and demanded payment in that amount. On April 7, 2014, HCA alleged that the total "overpayments" related to certain psychotropic drug claims that had been included in the Request for Proposal (RFP) rate book were \$5.8 million, and demanded payment in that amount. HCA has provided us with minimal data by which we might independently validate HCA's allegations. Furthermore, both alleged errors, if they in fact occurred, were unilateral errors committed and caused by HCA for which our Washington health plan had no contemporaneous knowledge and had assumed and bore no contractual risk. We have responded to HCA's demands for payment, noting, among other things, that the demands are improper as a matter of law because under the Washington statute cited regarding the definition of an "overpayment," there were in fact no "overpayments" since payment was made consistent with the express terms of the parties' contract. We believe that any actual liability for the alleged overpayment claims is not currently probable or reasonably estimable.

State of Louisiana. On June 26, 2014, the State of Louisiana filed a Petition for Damages against Molina Medicaid Solutions, Molina Healthcare, Inc., Unisys Corporation, and Paramax Systems Corporation, a subsidiary of Unisys, in the Parish of Baton Rouge, 19th Judicial District. The Petition alleges that between 1989 and 2012, the defendants utilized an incorrect reimbursement formula for the payment of pharmaceutical claims. We believe we have several meritorious defenses to the claims of the state, and any liability for the alleged claims is not currently probable or reasonably estimable.

USA and State of Florida ex rel. Charles Wilhelm. On July 24, 2014, Molina Healthcare, Inc. and Molina Healthcare of Florida, Inc. were served with a Complaint filed under seal on December 5, 2012 in District Court for the Southern District of Florida by relator, Charles C. Wilhelm, M.D., Case No. 12-24298. The Complaint alleges that, in late 2008 and early 2009, in connection with the acquisition of Florida NetPass by which Molina Healthcare entered into the state of Florida, the defendants failed to adequately staff the plan and provide other services, resulting in a disproportionate number of sicker beneficiaries of Florida NetPass moving back into the Florida fee-for-service Medicaid program. This alleged conduct purportedly resulted in a violation of the federal False Claims Act. Both the United States of America and the State of Florida have reviewed the allegations made in the Complaint, and have declined to intervene. We believe we have several meritorious defenses to the claims of the relator, and any liability for the alleged claims is not currently probable or reasonably estimable.

The health care and business process outsourcing industries are subject to numerous laws and regulations of federal, state, and local governments. Compliance with these laws and regulations can be subject to government review and interpretation, as well as regulatory actions unknown and unasserted at this time. Penalties associated with violations of these laws and regulations include significant fines and penalties, exclusion from participating in publicly funded programs, and the repayment of previously billed and collected revenues.

We are involved in legal actions in the ordinary course of business, some of which seek monetary damages, including claims for punitive damages, which are not covered by insurance. We have accrued liabilities for certain matters for which we deem the loss to be both probable and estimable. Although we believe that our estimates of such losses are reasonable, these estimates could change as a result of further developments of these matters. The outcome of legal actions is inherently uncertain and such pending matters for which accruals have not been established have not progressed sufficiently through discovery and/or development of important factual information and legal issues to enable us to estimate a range of possible loss, if any. While it is not possible to accurately predict or determine the eventual outcomes of these items, an adverse determination in one or more of these pending matters could have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

Item 1A. Risk Factors

Certain risk factors may have a material adverse effect on our business, financial condition, cash flows, or results of operations, and you should carefully consider them. In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I, Item 1A – Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2013. The risk factors described herein and in our 2013 Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, cash flows, or results of operations.

There have been no material changes to the risk factors disclosed in our 2013 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Share repurchase activity during the three months ended June 30, 2014 was as follows:

	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (b)
April 1 - April 30	360	\$ 37.50	—	\$ 47,338,505
May 1 - May 31	1,490	\$ 37.82	—	\$ 47,338,505
June 1 - June 30	2,702	\$ 43.09	—	\$ 47,338,505
Total	4,552	\$ 40.92	—	

- (a) During the three months ended June 30, 2014, we withheld 4,552 shares of common stock under our 2002 Equity Incentive Plan and 2011 Equity Incentive Plan to settle our employees' income tax obligations.
- (b) Effective as of September 30, 2013, our board of directors authorized the repurchase of up to \$50.0 million in aggregate of our common stock. Stock repurchases under this program may be made through open-market and/or privately negotiated transactions at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and market conditions. This repurchase program extends through December 31, 2014.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Reference is made to the accompanying Index to Exhibits.

SIGNATURES

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 thereunto duly authorized.

MOLINA HEALTHCARE, INC.
(Registrant)

Dated: July 30, 2014

/s/ JOSEPH M. MOLINA, M.D.

Joseph M. Molina, M.D.
Chairman of the Board,
Chief Executive Officer and President
(Principal Executive Officer)

Dated: July 30, 2014

/s/ JOHN C. MOLINA, J.D.

John C. Molina, J.D.
Chief Financial Officer and Treasurer
(Principal Financial Officer)

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Title</u>
3.1	Third Amended and Restated Bylaws.
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Taxonomy Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

THIRD AMENDED AND RESTATED BYLAWS

OF

MOLINA HEALTHCARE, INC.

a Delaware corporation

ARTICLE I OFFICES 1

Section 1.1. Registered Office 1

Section 1.2. Other Offices 1

ARTICLE II STOCKHOLDERS' MEETINGS 1

Section 2.1. Place of Meetings 1

Section 2.2. Annual Meetings 1

Section 2.3. Notice of Annual Meeting 4

Section 2.4. Stockholders' List 4

Section 2.5. Special Meetings 5

Section 2.6. Notice of Special Meetings 6

Section 2.7. Quorum; Adjournment 6

Section 2.8. Conduct of Business 6

Section 2.9. Voting 7

Section 2.10. Proxies 8

Section 2.11. Inspectors 8

Section 2.12. Meetings by Remote Communication 8

ARTICLE III DIRECTORS 9

Section 3.1. General Powers 9

Section 3.2. Number and Qualifications of Directors 9

Section 3.3. Vacancies; Resignation and Removal of Directors 10

Section 3.4. Place of Meetings 10

Section 3.5. Compensation of Directors 10

Section 3.6. Regular Meetings 10

Section 3.7. Special Meetings 11

Section 3.8. Action Without Meeting; Use of Communications Equipment 11

Section 3.9. Quorum and Manner of Acting 11

ARTICLE IV EXECUTIVE AND OTHER COMMITTEES 12

Section 4.1. Executive Committee 12

Section 4.2. Other Committees 13

Section 4.3. Procedure; Meeting; Quorum 13

ARTICLE V OFFICERS 14

Section 5.1. Executive Officers 14

Section 5.2. Election, Term of Office and Eligibility	14
Section 5.3. Subordinate Officers	14
Section 5.4. Removal	14
Section 5.5. Chairman of the Board	14
Section 5.6. The President	15
Section 5.7. Other Executive Officers and Executive Vice Presidents	15
Section 5.8. The Secretary	15
Section 5.9. The Treasurer	15
Section 5.10. Salaries	16
Section 5.11. Delegation of Duties	16
ARTICLE VI SHARES OF STOCK	16
Section 6.1. Regulation	16
Section 6.2. Stock Certificates	16
Section 6.3. Restriction on Transfer of Securities	17
Section 6.4. Transfer of Shares	17
Section 6.5. Fixing Date for Determination of Stockholders of Record	18
Section 6.6. Lost Certificate	18
ARTICLE VII BOOKS AND RECORDS	19
Section 7.1. Location	19
Section 7.2. Inspection	19
Section 7.3. Corporate Seal	19
ARTICLE VIII DIVIDENDS AND RESERVES	19
Section 8.1. Dividends	19
Section 8.2. Reserves	19
ARTICLE IX MISCELLANEOUS PROVISIONS	20
Section 9.1. Fiscal Year	20
Section 9.2. Depositories	20
Section 9.3. Checks, Drafts and Notes	20
Section 9.4. Contracts and Other Instruments	20
Section 9.5. Notices	20
Section 9.6. Waivers of Notice	20

Section 9.7. Stock in Other Corporations 20

Section 9.8. Indemnification 21

Section 9.9. Amendment of Bylaws 23

ARTICLE X EXCLUSIVE FORUM 23

Section 10.1. Exclusive Forum 23

THIRD AMENDED AND RESTATED BYLAWS
OF
MOLINA HEALTHCARE, INC.

ARTICLE I

OFFICES

Section 1.1. Registered Office. The registered office of the Corporation shall be maintained in the County of New Castle, State of Delaware, and the registered agent in charge thereof is Corporation Service Company.

Section 1.2. Other Offices. The Corporation may also have offices and keep the books and records of the Corporation, except as may otherwise be required by law, at such other places both within and outside the State of Delaware as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or the business of the Corporation may require.

ARTICLE II

STOCKHOLDERS' MEETINGS

Section 2.1. Place of Meetings. All meetings of the stockholders, whether annual or special, shall be held at an office of the Corporation or at such other place, within or outside the State of Delaware, as may be fixed from time to time by the Board of Directors.

Section 2.2. Annual Meetings.

(a) The annual meeting of the stockholders shall be held at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of annual meeting, at which such stockholders shall elect members to the Board of Directors and transact such other business as may properly be brought before such meeting. Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the Corporation's notice of meeting of stockholders, (ii) by or at the direction of the Board of Directors or (iii) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in Section 2.2(b), who is entitled to vote at such meeting and who complied with the notice procedures set forth in Section 2.2(b). In lieu of holding an annual meeting of stockholders at a designated place, the Board of Directors may, in its sole discretion, determine that any annual meeting of stockholders may be held solely by means of remote communication, pursuant to Section 2.12.

(b) At an annual meeting of the stockholders, only such business as shall have been properly brought before such meeting shall be conducted. For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to Section 2.2(c) of these Amended and Restated Bylaws (these "Bylaws"), (i) such stockholder must have given timely notice thereof in writing to the Secretary of the Corporation, (ii) such other business must be a proper matter for stockholder action under the General Corporation Law of the State of Delaware, (iii) if such stockholder, or the beneficial owner on whose behalf any such nomination or proposal is made, has provided the Corporation with a Solicitation Notice (as such term is hereinafter defined), such stockholder or beneficial owner must, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the Corporation's voting shares reasonably believed by such stockholder or beneficial owner to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder, and must, in either case, have included in such materials the Solicitation Notice or, in the case of a proposal, have delivered a proxy statement and form of proxy to holders of at least the percentage of the Corporation's voting shares required under applicable law to carry any such proposal and (iv) if no Solicitation Notice relating thereto has been timely provided pursuant to this Section 2.2(b), the stockholder or beneficial owner proposing such nomination or business must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section 2.2. To be timely, a stockholder's notice shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting of the stockholders; provided, however, that in the event that the date of the annual meeting is scheduled more than thirty (30) days prior to the anniversary of the preceding year's annual meeting, notice by the stockholder, to be timely, must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting of the stockholders commence a new time period for the giving of a stockholder's notice as described above (the "Stockholder's Notice"). The Stockholder's Notice shall set forth (A) as to each person that the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for the election of directors in an election contest or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "1934 Act") (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected), (B) as to any other business that such stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before such meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf such proposal is made and (C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf such stockholder's nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the following information regarding the ownership interests

of the stockholder or such other beneficial owner, which shall be supplemented by such stockholder and such other beneficial owner not later than 10 days after the record date for the meeting to disclose such interests as of the record date: (A) the class and number of shares of the corporation that are owned beneficially and of record by the stockholder and such other beneficial owner; (B) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise (a "Derivative Instrument") directly or indirectly owned beneficially by such stockholder and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation; (C) any proxy, contract, arrangement, understanding, or relationship with respect to a nomination or proposal between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including in the case of a nomination, the nominee or pursuant to which such stockholder or beneficial owner has a right or obligation to vote any shares of any security of the Corporation; (D) any short interest in any security of the Corporation (for purposes of this Section 2.2, a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security); (E) any rights to dividends on the shares of the Corporation owned beneficially by such stockholder that are separated or separable from the underlying shares of the Corporation; (F) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; and (G) any performance-related fees (other than an asset-based fee) to which such stockholder is entitled based on any increase or decrease in the value of shares of the Corporation or Derivative Instruments, if any, as of the date of such notice, including, without limitation, any such interests held by members of such stockholder's immediate family sharing the same household, (iii) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, and (iv) whether either such stockholder or beneficial owner intends (or is part of a group that intends) to deliver a proxy statement and form of proxy to holders of, in the case of a nomination or nominations, a sufficient number of holders of the Corporation's voting shares to elect such nominee or nominees or, in the case of the proposal, at least the percentage of the Corporation's voting shares required under applicable law to carry the proposal (an affirmative statement of such intent, a "Solicitation Notice").

(c) Notwithstanding anything in the second sentence of Section 2.2(b) of these Bylaws to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased effective after the time period for which nominations would otherwise be due under Section 2.2(b) and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section shall also be considered timely, but

only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by Corporation.

(d) Notwithstanding the foregoing provisions of this Section 2.2, in order to include information with respect to a stockholder proposal in the proxy statement and form of proxy for a stockholders' meeting, stockholders must provide notice as required by the regulations promulgated under the 1934 Act. Nothing in these Bylaws shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporation proxy statement pursuant to Rule 14a-8 under the 1934 Act.

(e) For purposes of this Section 2.2, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the 1934 Act.

[Section 2.3. Notice of Annual Meeting.](#) Written notice of the annual meeting stating the place, date and time of the meeting, shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. In lieu of holding an annual meeting of stockholders at a designated place, the Board of Directors may, in its sole discretion, determine that any annual meeting of stockholders may be held solely by means of remote communication in accordance with Section 2.12.

[Section 2.4. Stockholders' List.](#) At least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder, shall be prepared by the Secretary. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is held solely by means of remote communication, then the list shall be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of the meeting.

[Section 2.5. Special Meetings.](#)

(a) Pursuant to the Certificate of Incorporation, special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the President or Chief Executive Officer of the Corporation, the Chairperson of the Board of Directors, the Board of Directors or by a committee of the Board of Directors which has been duly designated by the Board of Directors and the powers and authority of which, as provided in a resolution of the

Board of Directors or in the Bylaws of the Corporation, include the power to call such meetings. Such special meetings may not be called by any other person or persons.

(b) If a special meeting is properly called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Secretary of the Corporation. No business may be transacted at such special meeting, otherwise than specified in such notice or as resolved by the Board of Directors. The Board of Directors shall determine the time and place of such special meeting, which shall be held not less than thirty- five (35) nor more than one hundred twenty (120) days after the date of the receipt of the request. Upon determination of the time and place of the meeting, the Secretary shall cause notice to be given to the stockholders entitled to vote, in accordance with the provisions of Section 2.6 of these Bylaws. If the notice is not given within one hundred (100) days after the receipt of the request, the person or persons properly requesting the meeting may set the time and place of the meeting and give the notice. Nothing contained in this paragraph (b) shall be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

(c) Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (i) by or at the direction of the Board of Directors or (ii) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time of giving notice provided for in these Bylaws who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.5(c). In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation's notice of meeting, if a Stockholder's Notice (as provided pursuant to Section 2.2(b) of these Bylaws) shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such meeting or the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

Section 2.6. Notice of Special Meetings. Written notice of a special meeting, stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. In lieu of holding a special meeting of stockholders at a designated place, the Board of Directors may, in its sole discretion, determine that any special meeting of stockholders may be held solely by means of remote communication in accordance with Section 2.12.

Section 2.7. Quorum; Adjournment. The holders of a majority of the shares issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute, by the Certificate of Incorporation or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the chairman of the meeting or, in the absence of such person, any officer entitled to preside at or act as secretary of such meeting, or the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, of the place, date and hour of the adjourned meeting, until a quorum shall again be present or represented by proxy. At the adjourned meeting at which a quorum shall be present or represented by proxy, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including, without limitation, its own stock, held by it in a fiduciary capacity.

Section 2.8. Conduct of Business. (a) Only persons who are nominated in accordance with the procedures set forth in Section 2.2 or Section 2.5 shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in Section 2.2 or 2.5. Except as otherwise provided by law, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws, to declare that such defective proposal or nomination shall not be presented for stockholder action at the meeting and shall be disregarded. Notwithstanding the foregoing provisions of this Section 2.8, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

(b) At every meeting of the stockholders, the President or, in his or her absence, such other person as may be appointed by the Board of Directors, shall act as chairman of the meeting. The Secretary of the corporation or, in his or her absence, such other person as designated by the chairman of the meeting, shall act as secretary of the meeting. The chairman of the meeting shall call the meeting to order, establish the agenda, and conduct the business of the meeting in accordance therewith or, at the chairman's discretion, it may be conducted otherwise in accordance with the wishes of the stockholders in attendance. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at the meeting shall be announced at the meeting. The chairman shall also conduct the meeting in an orderly manner,

rule on the precedence of, and procedure on, motions and other procedural matters, and exercise discretion with respect to such procedural matters with fairness and good faith toward all those entitled to take part. Without limiting the foregoing, the chairman of the meeting may (a) restrict attendance at any time to bona fide stockholders of record and their proxies and other persons as invited by the chairman or Board of Directors, (b) restrict use of audio or video recording devices at the meeting, and (c) impose reasonable limits on the amount of time taken up at the meeting on discussion in general or on remarks by any one stockholder. Should any person in attendance become unruly or obstruct the meeting proceedings, the chairman shall have the power to have such person removed from the meeting. Notwithstanding anything in the Bylaws to the contrary, no business shall be conducted at a meeting except in accordance with the procedures set forth in this Section 2.8.

[Section 2.9. Voting.](#) When a quorum is present at any meeting, and subject to the provisions of the General Corporation Law of the State of Delaware, the Certificate of Incorporation or by these Bylaws or any other applicable law or the rules of any stock exchange on which the Corporation's shares are listed in respect of the vote that shall be required for a specified action, the vote of the holders of a majority of the shares having voting power, present in person or represented by proxy and entitled to vote on such matter, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the General Corporation Law of the State of Delaware or of the Certificate of Incorporation or of these Bylaws or of such other applicable law or the rules of any stock exchange on which the Corporation's shares are listed, a different vote is required in which case such express provision shall govern and control the decision of such question. Each stockholder shall have one vote for each share of stock having voting power registered in his name on the books of the Corporation, except as otherwise provided in the Certificate of Incorporation.

[Section 2.10. Proxies.](#)

(a) Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

(b) A stockholder may issue a valid proxy by (i) executing a written authorization therefor identifying the person or persons authorized to act for such stockholder by proxy or (ii) transmitting or authorizing the transmission of a telegram, cablegram or other means of electronic transmission, provided that the telegram, cablegram or other means of electronic transmission either sets forth or is submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. A copy, facsimile transmission or other reliable reproduction of a written or electronically-transmitted proxy authorized by this Section 2.10 may be substituted for or used in lieu of the original writing or electronic transmission. Each proxy shall be delivered to the inspectors of election prior to or at the meeting.

[Section 2.11. Inspectors.](#) Either the Board of Directors or, in the absence of designation of inspectors by the Board of Directors, the chairman of any meeting of the stockholders may, in its or such person's discretion, appoint one (1) or more inspectors to act at any meeting of the stockholders. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. Such inspectors shall perform such duties as shall be specified by the Board of Directors or the chairman of the meeting. Inspectors need not be Stockholders, employees, officers or directors of the Corporation. No director or nominee for the office of director shall be appointed as any such inspector.

[Section 2.12. Meetings by Remote Communication.](#) If authorized by the Board of Directors, and subject to such guidelines and procedures as the Board may adopt, stockholders and proxy holders not physically present at a meeting of stockholders may, by means of remote communication, participate in the meeting and be deemed present in person and vote at the meeting, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxy holder, (ii) the corporation shall implement reasonable measures to provide such stockholders and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE III

DIRECTORS

[Section 3.1. General Powers.](#) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such acts and things as are not, by the General Corporation Law of the State of Delaware nor by the Certificate of Incorporation nor by these Bylaws, directed or required to be exercised or done by the stockholders.

[Section 3.2. Number and Qualifications of Directors.](#)

(a) The number of directors which shall constitute the whole Board of Directors shall be no less than seven and no more than eleven; provided that until changed by resolution of the Board of Directors, the number of directors shall be fixed at eleven. Except as otherwise required by applicable law, the Certificate of Incorporation or Section 3.3 of this Article III, a nominee for director shall be elected by the affirmative vote of a majority of the votes cast with respect to such director, provided that nominees for director shall be elected by the vote of a plurality of the votes cast at any meeting of stockholders for which, as of a date that is ten (10) days

in advance of the date on which the Corporation files its definitive proxy statement with the Securities and Exchange Commission (regardless of whether thereafter revised or supplemented), the number of nominees for director exceeds the number of directors to be elected, as determined by the Secretary of the Corporation. For purposes of this Section 3.2, a majority of the votes cast means that the number of shares voted “for” a director exceeds the number of votes cast “against” that director. The following shall not be votes cast: (a) a share whose ballot is marked as withheld; (b) a share otherwise present at the meeting but for which there is an abstention; and (c) a share otherwise present at the meeting as to which a shareholder gives no authority or direction.

If an incumbent director is not elected due to a failure to receive a majority of the votes cast as described above, and his or her successor is not otherwise elected and qualified, such director shall tender his or her offer to resign to the Secretary of the Corporation promptly following the certification of the election results. Within ninety (90) days after the date of the certification of the election results, (i) the Corporate Governance and Nominating Committee will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken and (ii) the Board of Directors will act on such committee’s recommendation and publicly disclose its decision and the rationale behind it, provided that any director who tenders his or her offer to resign shall not participate in either the Corporate Governance and Nominating Committee’s or Board of Directors’ deliberations regarding the offer to resign, and if a quorum of the Corporate Governance and Nominating Committee cannot be met without the presence of the directors who did not receive a majority of the votes cast, then the Board of Directors shall appoint a committee of independent directors to consider the resignation offers and recommend to the Board of Directors whether to accept or reject the resignations, or whether other action should be taken. Directors need not be stockholders.

Section 3.3. Vacancies; Resignation and Removal of Directors.

(a) If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, or a new directorship is created, the Board of Directors shall choose a successor or successors, or a director to fill the newly created directorship, who shall hold office for the unexpired term (in the case of a vacancy) or until the next election of directors (in the case of a new directorship).

(b) Any director of the Corporation may at any time resign by giving written notice to the Board of Directors, the Chairman of the Board, the President or the Secretary of the Corporation. Such resignation shall take effect upon receipt thereof by the Corporation, or such later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(c) Any director may be removed at any time only for cause by an affirmative vote of the holders of sixty-six and two-thirds percent (66-2/3%) of the shares then entitled to vote in the election of directors.

Section 3.4. Place of Meetings. The Board of Directors may hold its meetings inside or outside of the State of Delaware, at the office of the Corporation or at such other places as they

may from time to time determine, or as shall be fixed in the respective notices or waivers of notice of such meetings.

[Section 3.5. Compensation of Directors.](#) Directors who are not at the time also a salaried officer or employee of the Corporation or any of its subsidiaries may receive such stated salary for their services and/or such fixed sums and expenses of attendance for attendance at each regular or special meeting of the Board of Directors as may be established by resolution of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings. Each director, whether or not a salaried officer or employee of the Corporation or any of its subsidiaries, shall be entitled to receive from the Corporation reimbursement for the reasonable expenses incurred by such person in connection with the performance of such person's duties as a director.

[Section 3.6. Regular Meetings.](#) Regular meetings of the Board of Directors shall be held at such times and places as the Board shall from time to time by resolution determine, except that the annual meeting of the Board to elect officers of the Corporation for the ensuing year shall be held within ten (10) days after the annual meeting of stockholders. If any day fixed for a regular meeting shall be a legal holiday under the laws of the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day.

[Section 3.7. Special Meetings.](#) Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of a majority of the directors. Notice of any such meeting, unless waived, shall be given to directors personally, by telephone, by first-class United States mail, postage prepaid or by facsimile or electronic transmission to each director at his or her address as the same appears on the records of the Corporation not later than two days prior to the day on which such meeting is to be held if such notice is delivered personally, by telephone or by facsimile or electronic transmission, and not less than four days prior to the day on which the meeting is to be held if such notice is by first-class United States mail, provided, however, that notice of any such special meeting need not be given to any such member who shall, either before or after such special meeting, submit a signed waiver of such notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of such notice to such member. . If the Secretary shall fail or refuse to give such notice, then the notice may be given by the President or any one of the directors calling the meeting. Any such meeting may be held at such place as the Board may fix from time to time or as may be specified or fixed in such notice or waiver thereof. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the directors shall waive notice or be present thereat, and no notice of a meeting shall be required to be given to any director who shall attend such meeting without protesting, prior to or at its commencement, the lack of such notice to such member.. Notice of any adjourned meeting of the Board of Directors need not be given to any director in attendance.

[Section 3.8. Action Without Meeting; Use of Communications Equipment.](#)

(a) Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent to such action in writing or by electronic transmission and such written consent or electronic transmissions are filed with the minutes of proceedings of the Board of Directors.

(b) Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 3.9. Quorum and Manner of Acting.

(a) Except as otherwise provided in these Bylaws, a majority of the total number of directors as at the time specified as provided in the Bylaws shall constitute a quorum at any regular or special meeting of the Board of Directors. Except as otherwise provided by statute, by the Certificate of Incorporation or by these Bylaws, the vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present. .

(b) The Board of Directors may adopt such rules and regulations not inconsistent with the provisions of these Bylaws for the conduct of its meetings and management of the affairs of the Corporation as the Board may deem to be proper. In the absence of the Chairman of the Board, such person designated by the Board shall preside at Board meetings.

ARTICLE IV

EXECUTIVE AND OTHER COMMITTEES

Section 4.1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, designate annually three (3) or more of the directors to constitute members or alternate members of an Executive Committee, which Executive Committee shall have and may exercise, between the meetings of the Board of Directors, all of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, including, without limitation, if such Executive Committee is so empowered and authorized by resolution adopted by a majority of the entire Board of Directors, the power and authority to declare a dividend and to authorize the issuance of stock, and may authorize the seal of the Corporation to be affixed to all papers which may require it, except that such Executive Committee shall not have such power or authority in reference to:

- (a) amending the Certificate of Incorporation or these Bylaws;

- (b) adopting an agreement of merger or consolidation involving the Corporation;
- (c) recommending to the stockholders the sale, lease or exchange of all or substantially all of the property and assets of the Corporation;
- (d) recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution;
- (e) taking any action related to the approval or determination of any matter in connection with any business combination;
- (f) filling vacancies on the Board of Directors or on any committee of the Board of Directors, including, but not limited to, the Executive Committee; or
- (g) amending or repealing any resolution of the Board of Directors which by its terms may be amended or repealed only by the Board of Directors.

The Board of Directors shall have the power at any time to change the membership of the Executive Committee, to fill all vacancies in it and to discharge it, either with or without cause.

Section 4.2. Other Committees. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors (except to the extent prohibited by law), designate from among the directors one or more other committees, each of which shall have such authority of the Board of Directors as may be specified in the resolution of the Board of Directors designating such committee; provided that no committee shall have the power or authority in reference to the matters described in Section 4.1(a) through 4.1(g) above. A majority of all of the members of such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the membership of, to fill all vacancies in and to discharge any such committee, either with or without cause. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 4.3. Procedure; Meeting; Quorum. Regular meetings of the Executive Committee or of any other committee of the Board of Directors, of which no notice shall be necessary, may be held at such times and places as shall be fixed by resolution adopted by a majority of the members thereof. Special meetings of the Executive Committee or any other committee of the Board of Directors shall be called at the request of any member thereof. Notice of each special meeting of the Executive Committee or of any other committee of the Board of Directors shall be delivered personally, by telephone, by first-class United States mail, postage prepaid or by facsimile or electronic transmission to each member thereof not later than one day prior to the day on which such meeting is to be held if such notice is delivered personally, by telephone or by facsimile or electronic transmission and not less than four days prior to the day on which such meeting is to be held if such notice is delivered by first-class United States mail; provided, however, that notice of any such special meeting need not be given to any such member who shall, either before or after

such special meeting, submit a signed waiver of such notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of such notice to such member. Any special meeting of the Executive Committee or any other committee of the Board of Directors shall be a valid meeting without any notice thereof having been given if all of the members thereof shall waive notice or be present thereat without protesting, prior to or at its commencement, the lack of such notice to such member. Notice of any adjourned meeting of any committee of the Board of Directors need not be given to any director in attendance. Each of the Executive Committee and each other committee of the Board of Directors may adopt such rules and regulations that are not inconsistent with the provisions of law, the Certificate of Incorporation or these Bylaws for the conduct of its meetings as the Executive Committee or each other committee of the Board of Directors, as the case may be, may deem to be proper. A majority of the members of the Executive Committee or of any other committee of the Board of Directors shall constitute a quorum for the transaction of business at any meeting thereof, and the vote of a majority of the members thereof present at any meeting thereof at which such a quorum is present shall be the act of the Executive Committee or such other committee, as the case may be. Each of the Executive Committee and each other committee of the Board of Directors shall keep written minutes of its proceedings and shall report on such proceedings to the Board of Directors.

ARTICLE V

OFFICERS

Section 5.1. Executive Officers. The executive officers of the Corporation shall be a President and Chief Executive Officer, a Chief Financial Officer, a Chief Legal Officer, a Chief Operating Officer, a Treasurer, a Secretary, and such number of executive vice presidents, if any, as the Board of Directors may determine. One person may hold any number of said offices.

Section 5.2. Election, Term of Office and Eligibility. The executive officers of the Corporation shall be elected annually by the Board of Directors, and new or additional officers may be elected at any meeting of the Board. Each officer, except such officers as may be appointed in accordance with the provisions of Section 5.3, shall hold office until the next annual election of officers or until his or her death, resignation or removal. None of the other officers need be members of the Board.

Section 5.3. Subordinate Officers. The Board of Directors may appoint a Controller, such vice presidents, assistant secretaries, assistant treasurers and such other officers, and such agents as the Board may determine, to hold office for such period and with such authority and to perform such duties as the Board may from time to time determine. The Board may, by specific resolution, empower the Chief Executive Officer of the Corporation or the Executive Committee to appoint any such subordinate officers or agents.

Section 5.4. Removal. The President, Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Chief Operating Officer, Treasurer, Secretary, and any executive vice president may be removed at any time, either with or without cause, but only by the affirmative vote of the majority of the total number of directors as at the time specified by the Bylaws. Any

subordinate officer appointed pursuant to Section 5.3 may be removed at any time, either with or without cause, by the majority vote of the directors present at any meeting of the Board or by any committee or officer empowered to appoint such subordinate officers.

[Section 5.5. Chairman of the Board.](#) The Chairman of the Board shall, if present, preside at meetings of the Board of Directors. The Chairman of the Board shall be a member of the Board of Directors.

[Section 5.6. The President.](#) The President shall be the chief executive officer of the Corporation. He shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect and, subject to the control vested in the Board of Directors by statute, by the Certificate of Incorporation, or by these Bylaws, shall administer and be responsible for the management of the business and affairs of the Corporation. He shall in general perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him by the Board of Directors.

[Section 5.7. Other Executive Officers and Executive Vice Presidents.](#) In the event of the absence or disability of the President, the other executive officers of the Corporation, in the order designated, or in the absence of any designation, then in the order of their election, shall perform the duties of the President. The other officers and executive vice presidents of the Corporation shall also perform such other duties as from time to time may be assigned to them by the Board of Directors or by the President of the Corporation.

[Section 5.8. The Secretary.](#) The Secretary shall:

- (a) Keep the minutes of the meetings of the stockholders and of the Board of Directors;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the records and of the seal of the Corporation and see that the seal or a facsimile or equivalent thereof is affixed to or reproduced on all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;
- (d) Have charge of the stock record books of the Corporation;
- (e) In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these Bylaws and as from time to time are assigned to him by the Board of Directors or by the chief executive officer of the Corporation.

[Section 5.9. The Treasurer.](#) The Treasurer shall:

- (a) Receive and be responsible for all funds of and securities owned or held by the Corporation and, in connection therewith, among other things: keep or cause to be kept

full and accurate records and accounts for the Corporation; deposit or cause to be deposited to the credit of the Corporation all moneys, funds and securities so received in such bank or other depository as the Board of Directors or an officer designated by the Board may from time to time establish; and disburse or supervise the disbursement of the funds of the Corporation as may be properly authorized.

(b) Render to the Board of Directors at any meeting thereof, or from time to time whenever the Board of Directors or the chief executive officer of the Corporation may require, financial and other appropriate reports on the condition of the Corporation;

(c) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or by the chief executive officer of the Corporation.

[Section 5.10. Salaries.](#) The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

[Section 5.11. Delegation of Duties.](#) In case of the absence of any officer of the Corporation or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may, for the time being, delegate his powers and duties, or any of them, to any other officer or to any director.

ARTICLE VI

SHARES OF STOCK

[Section 6.1. Regulation.](#) Subject to the terms of any contract of the Corporation, the Board of Directors may make such rules and regulations as it may deem expedient concerning the issue, transfer, and registration of certificates for shares of the stock of the Corporation, including the issue of new certificates for lost, stolen or destroyed certificates, and including the appointment of transfer agents and registrars.

[Section 6.2. Stock Certificates.](#) The shares of the corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any class or series of its stock shall be uncertificated shares; provided, however, that no such resolution shall apply to shares represented by a certificate until such certificate is surrendered to the corporation. Every holder of stock of the corporation represented by certificates, and, upon written request to the corporation's transfer agent or registrar, any holder of uncertificated shares, shall be entitled to have a certificate, in such form as may be prescribed by law and by the Board of Directors, certifying the number and class of shares owned by him in the corporation. Certificates for shares of the stock of the Corporation shall be respectively numbered serially for each class of stock, or series thereof, as they are issued, shall be impressed with the corporate seal or a facsimile thereof, and shall be signed by the President or other executive officer, and by the

Secretary or Treasurer, or an Assistant Secretary or an Assistant Treasurer, provided that such signatures may be facsimiles on any certificate countersigned by a transfer agent other than the Corporation or its employee. Each certificate shall exhibit the name of the Corporation, the class (or series of any class) and number of shares represented thereby, and the name of the holder. Each certificate shall be otherwise in such form as may be prescribed by the Board of Directors.

[Section 6.3. Restriction on Transfer of Securities.](#) A restriction on the transfer or registration of transfer of securities of the Corporation may be imposed either by the Certificate of Incorporation or by these Bylaws or by an agreement among any number of security holders or among such holders and the Corporation. No restriction so imposed shall be binding with respect to securities issued prior to the adoption of the restriction unless the holders of the securities are parties to an agreement or voted in favor of the restriction.

A restriction on the transfer of securities of the Corporation is permitted by this Section if it:

- (a) Obligates the holder of the restricted securities to offer to the Corporation or to any other holders of securities of the Corporation or to any other person or to any combination of the foregoing a prior opportunity, to be exercised within a reasonable time, to acquire the restricted securities; or
- (b) Obligates the Corporation or any holder of securities of the Corporation or any other person or any combination of the foregoing to purchase the securities which are the subject of an agreement respecting the purchase and sale of the restricted securities; or
- (c) Requires the Corporation or the holders of any class of securities of the Corporation to consent to any proposed transfer of the restricted securities or to approve the proposed transferee of the restricted securities; or
- (d) Prohibits the transfer of the restricted securities to designated persons or classes of persons; and such designation is not manifestly unreasonable; or
- (e) Restricts transfer or registration of transfer in any other lawful manner.

Unless noted conspicuously on the security, a restriction, even though permitted by this Section, is ineffective except against a person with actual knowledge of the restriction.

[Section 6.4. Transfer of Shares.](#) Except as otherwise established by rules and regulations adopted by the Board of Directors, and subject to applicable law, shares of stock may be transferred on the books of the corporation: (i) in the case of shares represented by a certificate, by the surrender to the corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or authenticity of signature as the corporation or its transfer agent

may reasonably require; and (ii) in the case of uncertificated shares, upon the receipt of proper transfer instructions from the registered owner thereof. Except as may be otherwise required by law, the Certificate of Incorporation or the Bylaws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect to such stock, regardless of any transfer, pledge or other disposition of such stock until the shares have been transferred on the books of the corporation in accordance with the requirements of these Bylaws.

[Section 6.5. Fixing Date for Determination of Stockholders of Record.](#)

(a) In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; providing, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

[Section 6.6. Lost Certificate.](#) Any stockholder claiming that a certificate representing shares of stock has been lost, stolen or destroyed may make an affidavit or affirmation of the fact and, if the Board of Directors so requires, advertise the same in a manner designated by the Board, and give the Corporation a bond of indemnity in form and with security for an amount satisfactory to the Board (or an officer or officers designated by the Board), whereupon a new certificate may be issued of the same tenor and representing the same number, class and/or series of shares as were represented by the certificate alleged to have been lost, stolen or destroyed.

ARTICLE VII

BOOKS AND RECORDS

Section 7.1. Location. The books, accounts and records of the Corporation may be kept at such place or places within or outside the State of Delaware as the Board of Directors may from time to time determine.

Section 7.2. Inspection. The books, accounts, and records of the Corporation shall be open to inspection by any member of the Board of Directors at all times; and open to inspection by the stockholders at such times, and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 7.3. Corporate Seal. The corporate seal shall contain two concentric circles between which shall be the name of the Corporation and the word "Delaware" and in the center shall be inscribed the words "Corporate Seal."

ARTICLE VIII

DIVIDENDS AND RESERVES

Section 8.1. Dividends. The Board of Directors of the Corporation, subject to any restrictions contained in the Certificate of Incorporation and other lawful commitments of the Corporation, may declare and pay dividends upon the shares of its capital stock either out of the surplus of the Corporation, as defined in and computed in accordance with the General Corporation Law of the State of Delaware, or in case there shall be no such surplus, out of the net profits of the Corporation for the fiscal year in which the dividend is declared and/or the preceding fiscal year. If the capital of the Corporation, computed in accordance with the General Corporation Law of the State of Delaware, shall have been diminished by depreciation in the value of its property, or by losses, or otherwise, to an amount less than the aggregate amount of the capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets, the Board of Directors of the Corporation shall not declare and pay out of such net profits any dividends upon any shares of any classes of its capital stock until the deficiency in the amount of capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets shall have been repaired.

Section 8.2. Reserves. The Board of Directors of the Corporation may set apart, out of any of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and may abolish any such reserve.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December of each year.

Section 9.2. Depositories. The Board of Directors or an officer designated by the Board shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money or securities of the Corporation.

Section 9.3. Checks, Drafts and Notes. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents as shall from time to time be designated by resolution of the Board of Directors or by an officer appointed by the Board.

Section 9.4. Contracts and Other Instruments. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 9.5. Notices. In addition to other means of notice permitted herein, whenever under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, or by delivery to a telegraph company, addressed to such director or stockholder at such address as appears on the records of the Corporation, or, in default of other address, to such director or stockholder at the General Post Office in the City of Dover, Delaware, and such notice shall be deemed to be given at the time when the same shall be thus mailed or delivered to a telegraph company.

Section 9.6. Waivers of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or members of a committee of directors need be specified in any written waiver of notice.

Section 9.7. Stock in Other Corporations. Any shares of stock in any other Corporation which may from time to time be held by this Corporation may be represented and voted at any meeting of shareholders of such Corporation by the President or other executive officer, or by any other person or persons thereunto authorized by the Board of Directors, or by any proxy designated by written instrument of appointment executed in the name of this Corporation by its

President or an executive officer. Shares of stock belonging to the Corporation need not stand in the name of the Corporation, but may be held for the benefit of the Corporation in the individual name of the Treasurer or of any other nominee designated for the purpose by the Board of Directors. Certificates for shares so held for the benefit of the Corporation shall be endorsed in blank or have proper stock powers attached so that said certificates are at all times in due form for transfer, and shall be held for safekeeping in such manner as shall be determined from time to time by the Board of Directors.

Section 9.8. Indemnification.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or an officer of the Corporation, against all judgments, fines, amounts paid in settlement and other liability and loss suffered, and all expenses (including, without limitation, attorneys' fees) reasonably incurred thereby in connection with such action, suit or proceeding to the fullest extent permitted by the General Corporation Law of the State of Delaware and any other applicable law as from time to time in effect. Such right of indemnification shall include the right to payment of expenses incurred in defending any proceeding in advance of final disposition of such proceeding upon tendering of any undertaking to repay such expenses required by law as a condition to advancement of such expenses, and shall not be deemed to be exclusive of any rights to which any such director or officer may otherwise be entitled. The foregoing provisions of this Section 9.8(a) shall be deemed to be a contract between the Corporation and each director and officer of the Corporation serving in such capacity at any time while this Section 9.8(a) is in effect, and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. Notwithstanding the first sentence of Section 9.8(a), except as otherwise provided in Section 9.8(c), the Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) commenced by such person only if the commencement of such proceeding (or part thereof) by the person was authorized in the specific case by the Board of Directors.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, amounts paid in settlement and other liability and loss suffered, and all expenses (including, without limitation, attorneys' fees) reasonably incurred thereby in connection with such action, suit or proceeding to the extent permitted by and in the manner set forth in and permitted by the General Corporation Law of the State of Delaware and any other applicable law as from time to time in effect. Such right of indemnification may include the right to payment of expenses incurred in defending any proceeding in advance of final disposition of such proceeding upon tendering of any

undertaking to repay such expenses required by the board of directors as a condition to advancement of such expenses, and shall not be deemed to be exclusive of any other rights to which any such person may otherwise be entitled. Notwithstanding the first sentence of Section 9.8(b), except as otherwise provided in Section 9.8(c), the Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) commenced by such person only if the commencement of such proceeding (or part thereof) by the person was authorized in the specific case by the Board of Directors.

(c) If a claim under subsection (a) or (b) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has failed to meet a standard of conduct which makes it permissible under Delaware law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because he has met such standard of conduct, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall be a defense to the action or create a presumption that the claimant has failed to meet the required standard of conduct.

(d) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(e) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Delaware law.

(f) To the extent that any director, officer, employee or agent of the Corporation is by reason of such position, or a position with another entity at the request of the Corporation, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonably incurred by him or on his behalf in connection therewith.

(g) Any amendment, repeal or modification of any provision of this Section by the stockholders or the directors of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation with respect to any action or omission occurring prior to the time of such amendment, repeal or modification.

Section 9.9. Amendment of Bylaws.

(a) The stockholders, by the affirmative vote of the holders of a majority of the stock issued and outstanding and having voting power may, at any annual or special meeting if notice of such alteration or amendment of the Bylaws is contained in the notice of such meeting, adopt, amend, or repeal these Bylaws, and alterations or amendments of Bylaws made by the stockholders shall not be altered or amended by the Board of Directors.

(b) The Board of Directors, by the affirmative vote of a majority of the whole Board, may adopt, amend, or repeal these Bylaws at any meeting, except as provided in the above paragraph. Bylaws made by the Board of Directors may be altered or repealed by the stockholders.

ARTICLE X

EXCLUSIVE FORUM

Section 10.1. Exclusive Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation or the Corporation's stockholders, (3) any action asserting a claim against the Corporation or any director, officer, or other employee of the Corporation arising pursuant to any provision of the Delaware General Corporation Law, or the Corporation's Certificate of Incorporation or Bylaws (as either may be amended from time to time) or (4) any action asserting a claim against the Corporation, or any director, officer, or other employee of the Corporation governed by the internal affairs doctrine.

* * * * *

**CERTIFICATION PURSUANT TO
RULES 13a-14(a)/15d-14(a)
UNDER THE SECURITIES EXCHANGE
ACT OF 1934, AS AMENDED**

I, Joseph M. Molina, M.D., certify that:

1. I have reviewed the report on Form 10-Q for the period ended June 30, 2014 of Molina Healthcare, Inc.;
2. Based on my knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended), and internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended), for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period for which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the report based on such evaluation; and
 - (d) Disclosed in the report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and to the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 30, 2014

/s/ Joseph M. Molina, M.D.

Joseph M. Molina, M.D.
Chairman of the Board,
Chief Executive Officer and President

**CERTIFICATION PURSUANT TO
RULES 13a-14(a)/15d-14(a)
UNDER THE SECURITIES EXCHANGE
ACT OF 1934, AS AMENDED**

I, John C. Molina, J.D., certify that:

1. I have reviewed the report on Form 10-Q for the period ended June 30, 2014 of Molina Healthcare, Inc.;
2. Based on my knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended), and internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended), for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period for which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the report based on such evaluation; and
 - (d) Disclosed in the report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and to the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 30, 2014

/s/ John C. Molina, J.D.

John C. Molina, J.D.
Chief Financial Officer and Treasurer

**CERTIFICATE PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the report of Molina Healthcare, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2014 (the "Report"), I, Joseph M. Molina, M.D., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 30, 2014

/s/ Joseph M. Molina, M.D.

Joseph M. Molina, M.D.
Chairman of the Board,
Chief Executive Officer and President

**CERTIFICATE PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the report of Molina Healthcare, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2014 (the "Report"), I, John C. Molina, J.D., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 30, 2014

/s/ John C. Molina, J.D.

John C. Molina, J.D.

Chief Financial Officer and Treasurer

