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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

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

Date of Report (Date of earliest event reported): October 7, 2021 (October 7, 2021)

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**MOLINA HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-31719  
(Commission File Number)

13-4204626  
(IRS Employer Identification No.)

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

90802  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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

Emerging growth company

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

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**Item 7.01. Regulation FD Disclosure.**

On October 7, 2021, Molina Healthcare, Inc. (the "Company") announced its entry into a definitive agreement to acquire the Medicaid Managed Long Term Care business of AgeWell New York. Subject to the receipt of applicable federal and state regulatory approvals and the satisfaction of other customary closing conditions, the closing of the transaction is expected to occur by the third quarter of 2022. The full text of the press release is included as Exhibit 99.1 to this report.

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

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release of Molina Healthcare, Inc. issued on October 7, 2021.</a>
104	Cover Page information from Molina Healthcare, Inc.'s Current Report on Form 8-K filed on October 7, 2021 formatted in iXBRL (Inline Extensible Business Reporting Language).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOLINA HEALTHCARE, INC.

Date: October 7, 2021

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

**NEWS RELEASE**

**Investor Contact:** Joseph Krocheski, [Joseph.Krocheski@molinahealthcare.com](mailto:Joseph.Krocheski@molinahealthcare.com), 562-951-8382

**Media Contact:** Caroline Zubieta, [Caroline.Zubieta@molinahealthcare.com](mailto:Caroline.Zubieta@molinahealthcare.com), 562-951-1588

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**Molina Healthcare to Acquire Certain Assets of AgeWell New York**  
*Deal Grows Molina's Medicaid Managed Long Term Care Presence in New York,  
Maintains Continuity of Care for Members and Stability for State Partners*

**LONG BEACH, Calif., Oct. 7, 2021** – Molina Healthcare, Inc. (NYSE: MOH) ("Molina") today announced that it has entered into an agreement to acquire the Medicaid Managed Long Term Care business of AgeWell New York. The purchase price for the transaction is approximately \$110 million, net of certain tax benefits and Molina's target allocation of required regulatory capital.

AgeWell is a specialty managed care organization that provides long-term care services at home or in the community for those who are chronically ill or disabled in The Bronx, New York (Manhattan), Queens, Kings (Brooklyn), Nassau, Westchester, and Suffolk counties. As of August 31, 2021, AgeWell served approximately 13,000 managed long-term services and supports ("MLTSS") members, with full-year 2020 premium revenue of approximately \$700 million.

"The addition of AgeWell to Molina's expanding New York footprint is not only complementary to our existing MLTSS business, but also representative of our strategic growth strategy," said Joe Zubretsky, president and chief executive officer of Molina Healthcare. "Our highest priority is to serve all Molina members with quality care and compassion, and we anticipate a seamless integration."

The transaction is synergistic with Molina's existing Senior Whole Health of New York MLTSS business, and presents an opportunity to leverage Molina's fixed cost base. The transaction is expected to be immediately accretive to Molina's adjusted earnings per share. Molina intends to fund the purchase with cash on hand. The transaction is subject to applicable federal and state regulatory approvals and the satisfaction of other customary closing conditions. It is expected to close by the third quarter of 2022.

**About Molina Healthcare**

Molina Healthcare, Inc., a FORTUNE 500 company, provides managed healthcare services under the Medicaid and Medicare programs and through the state insurance marketplaces. Through its locally operated health plans, Molina Healthcare served approximately 4.7 million members as of June 30, 2021. For more information about Molina Healthcare, please visit [molinahealthcare.com](http://molinahealthcare.com).

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**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995.** This press release contains "forward-looking statements" regarding the proposed acquisition of assets of AgeWell New York. All forward-looking statements are based on current expectations that are subject to numerous risk factors that could cause actual results to differ materially. Such risk factors include, without limitation, risks related to

**NEWS RELEASE**

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the timely closing of the transaction, including the need to obtain third party consents and regulatory approvals, and any conditions imposed on the parties in connection with consummating the transaction. Information regarding the other risk factors to which the Company is subject is provided in greater detail in its periodic reports and filings with the Securities and Exchange Commission, including the Company's most recent Annual Report on Form 10-K. These reports can be accessed under the investor relations tab of the Company's website or on the SEC's website at [sec.gov](http://sec.gov). Given these risks and uncertainties, the Company cannot give assurances that its forward-looking statements will prove to be accurate. All forward-looking statements represent the Company's judgment as of the date hereof.