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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): September 16, 2016**

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**MOLINA HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**1-31719**  
(Commission  
File Number)

**13-4204626**  
(IRS Employer  
Identification Number)

**200 Oceangate, Suite 100, Long Beach, CA 90802**  
(Address of principal executive offices)

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

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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 (see General Instruction A.2. below):

- Written communication 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))
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**Item 8.01. Other Events.**

On September 16, 2016, Molina Healthcare, Inc. (the “Company”) issued a press release announcing it has completed its previously announced offer to exchange up to \$700 million aggregate principal amount of its 5.375% Senior Notes due 2022 and the note guarantees associated therewith issued on November 10, 2015, in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), with up to an equal aggregate principal amount of its 5.375% Senior Notes due 2022 and the note guarantees associated therewith registered under the Securities Act.

The exchange offer expired at 5:00 p.m., New York City time, on September 15, 2016 (the “Expiration Date”). As of the Expiration Date, \$700 million aggregate principal amount, or 100%, of the Original Notes were validly tendered, and not validly withdrawn, and accepted for exchange. The exchange offer was made only by means of the written exchange offer prospectus and the related letter of transmittal. The Company did not receive any proceeds from the exchange offer.

The full text of the press release is included as Exhibit 99.1 to this report.

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

(d) Exhibits:

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release of Molina Healthcare, Inc. issued September 16, 2016, regarding the Company’s completion of offer to exchange its privately-placed Senior Notes due 2022 with registered Senior Notes due 2022.

**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: September 16, 2016

By: /s/ Jeff D. Barlow

Jeff D. Barlow

Chief Legal Officer and Secretary

## EXHIBIT INDEX

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## News Release

**Contact:**

Juan José Orellana  
Investor Relations  
562-435-3666, ext. 111143

**MOLINA HEALTHCARE ANNOUNCES COMPLETION OF OFFER TO EXCHANGE ITS PRIVATELY-PLACED  
5.375% SENIOR NOTES DUE 2022 WITH  
REGISTERED 5.375% SENIOR NOTES DUE 2022**

**Long Beach, California (September 16, 2016)** – Molina Healthcare, Inc. (NYSE: MOH) (the “Company”) today announced that it has completed its previously announced offer to exchange up to \$700 million aggregate principal amount of its 5.375% Senior Notes due 2022 (the “Original Notes”) and the note guarantees associated therewith issued on November 10, 2015, in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), with up to an equal aggregate principal amount of its 5.375% Senior Notes due 2022 (the “Exchange Notes”) and the note guarantees associated therewith registered under the Securities Act.

The exchange offer expired at 5:00 p.m., New York City time, on September 15, 2016 (the “Expiration Date”). As of the Expiration Date, \$700 million aggregate principal amount, or 100%, of the Original Notes and the note guarantees associated therewith were validly tendered for exchange, and not validly withdrawn, and accepted for exchange. The Company did not receive any proceeds from the exchange offer.

The exchange offer was made pursuant to a registration rights agreement entered into by the Company when it initially issued the Original Notes on November 10, 2015. The terms of the Exchange Notes are substantially identical to the terms of the Original Notes, except that the Exchange Notes are not subject to the transfer restrictions, and do not contain the additional interest provisions, applicable to the Original Notes.

This press release does not constitute an offer to sell any securities or a solicitation of an offer to buy any securities. The exchange offer was made only by means of the written exchange offer prospectus and the related letter of transmittal.

**About Molina Healthcare**

Molina Healthcare, Inc., a FORTUNE 500 company, provides managed health care services under the Medicaid and Medicare programs and through the state insurance marketplaces. Through our locally operated health plans in 12 states across the nation and in the Commonwealth of Puerto Rico, Molina serves approximately 4.3 million members. Dr. C. David Molina founded our company in 1980 as a provider organization serving low-income families in Southern California. Today, we continue his mission of providing high quality and cost-effective health care to those who need it most. For more information about Molina Healthcare, please visit our website at [molinahealthcare.com](http://molinahealthcare.com).

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