



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

---

---

**Item 8.01. Other Events.**

On July 11, 2018, Molina Healthcare, Inc. (the “Company”) notified the holders of the Company’s 1.625% Convertible Senior Notes due 2044 (“Notes”) that the Company will redeem all of the outstanding Notes on August 20, 2018 pursuant to Article 16 of the Indenture, dated as of September 5, 2014, as amended by the First Supplemental Indenture, dated as of September 16, 2014 (as amended, the “Indenture”), between the Company and U.S. Bank National Association, as trustee (the “Trustee”). Holders of the Notes have until 5:00 p.m., New York City time, on August 17, 2018 to convert their Notes into cash in accordance with the Indenture.

All questions relating to the mechanics of the redemption or conversion of the Notes should be directed to the Company, attention Investor Relations, telephone number (562) 435-3666.

This announcement is only a summary of certain provisions of the Indenture. A complete explanation of the conversion rights of holders of the Notes, as well as the procedures required to convert the Notes, is set forth in the Indenture. All holders are urged to review the conversion provisions contained in the Indenture in their entirety.

On July 11, 2018, the Company issued a press release regarding the redemption of the Notes. A copy of the press release is attached hereto as Exhibit 99.1.

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

(d) Exhibits:

**Exhibit**

**No. Description**

99.1 Press release dated July 11, 2018.

---

**SIGNATURE**

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

MOLINA HEALTHCARE, INC.

Date: July 11, 2018 By: */s/ Jeff D. Barlow*  
Jeff D. Barlow  
Chief Legal Officer and Secretary

---

**EXHIBIT INDEX**

**Exhibit**

**No.      Description**

99.1      Press release dated July 11, 2018.