



Emerging growth company

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

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 24, 2018, John C. Molina informed the Board of Directors of Molina Healthcare, Inc. (the “Company”) that he has decided to resign from the Board of Directors effective immediately. A copy of Mr. Molina’s letter of resignation, which is dated February 23, 2018, is attached hereto as Exhibit 17.1.

At the time of his resignation, Mr. Molina was serving as a Class II director whose term would have expired at the Company’s 2019 annual meeting of stockholders. Mr. Molina was also a member of the Compliance and Quality Committee of the Board of Directors.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release relating to Mr. Molina’s resignation from the Board of Directors of the Company is attached hereto as Exhibit 99.1.

Note: The information furnished herewith pursuant to Item 7.01 of this current report shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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

**(d) Exhibits:**

**Exhibit**

**No. Description**

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|------|---|
| 17.1 | Resignation letter of John C. Molina.                             |
| 99.1 | Press release of Molina Healthcare, Inc. dated February 26, 2018. |
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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: February 26, 2018 By: */s/ Jeff D. Barlow*  
Jeff D. Barlow  
Chief Legal Officer and  
Secretary

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**EXHIBIT INDEX**

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