

MOLINA HEALTHCARE INC

Form 8-K

December 29, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 29, 2017 (December 29, 2017)

MOLINA HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-31719

13-4204626

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

200

Oceangate,

Suite 100,

Long

Beach,

California

90802

(Address of

principal

executive

offices)

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))

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. ☐

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

Effective December 29, 2017, the board of directors of Molina Healthcare, Inc. reassigned director Joseph M. Zubretsky from Class I to Class III in order to make the three classes of the Company's board of directors approximately equal in size as prescribed by the Company's Certificate of Incorporation and the New York Stock Exchange Listing Standards. Mr. Zubretsky resigned from his position as a Class I director but solely for the purpose of his simultaneous reassignment as a Class III director. This reassignment is being made as a result of the resignation of Dr. J. Mario Molina from Class III of the board of directors on December 12, 2017. The vacancy created in Class I by Mr. Zubretsky's move to Class III has been closed by the board of directors, and the current size of the board of directors has been fixed at nine.

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: December 29, 2017 By: /s/ Jeff D. Barlow
Jeff D. Barlow
Chief Legal Officer and Secretary