

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 March 6, 2018, the Company announced that on March 5, 2018, it priced a synthetic exchange transaction with a limited number of holders (the “Noteholders”) of its 1.625% Convertible Senior Notes due 2044 (the “1.625% Notes”) pursuant to which the Company has agreed to repurchase from the Noteholders an aggregate of \$96,785,000 principal amount of the 1.625% Notes and simultaneously issue to the Noteholders an aggregate of 1,768,177 shares of its common stock registered under the Company’s Registration Statement on Form S-3, Registration No. 333-204558, filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended. A copy of the press release is attached hereto as Exhibit 99.1, the text of which is incorporated herein by reference.

The opinion of the Company’s counsel as to the legality of the common stock to be sold to the Noteholders is filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|-------------|-------------|
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| 5.1 | Opinion of Boutin Jones Inc. |
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| 23.1 | Consent of Boutin Jones Inc. (included in Exhibit 5.1) |
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| 99.1 | Press release of Molina Healthcare, Inc., issued March 6, 2018, regarding the pricing of its synthetic exchange transaction |
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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: March 6, 2018 By: /s/ Jeff D. Barlow
Jeff D. Barlow
Chief Legal Officer and Secretary

EXHIBIT INDEX

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