

MOLINA HEALTHCARE INC

Form 8-K

October 03, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): October 3, 2007  
MOLINA HEALTHCARE, INC.  
(Exact name of registrant as specified in its charter)**

|  |   |   |
|--|---|---|
| <b>Delaware<br/>(State or Other Jurisdiction<br/>of Incorporation)</b>                                   | <b>1-31719<br/>(Commission<br/>File Number)</b> | <b>13-4204626<br/>(IRS Employer<br/>Identification No.)</b> |
| <b>One Golden Shore Drive, Long Beach, California 90802<br/>(Address of principal executive offices)</b> |   |   |
| <b>37027<br/>(Zip Code)</b>  |   |   |
| <b>(562) 435-3666<br/>(Registrant's telephone number, including area code)</b>                           |   |   |

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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EXHIBIT 99.1

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**Item 7.01 Regulation FD Disclosure**

On October 3, 2007, Molina Healthcare, Inc. issued a press release announcing it is offering \$150,000,000 of convertible senior notes. The full text of the press release is attached as Exhibit 99.1.

The information in this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Exhibits**

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press release of Molina Healthcare, Inc. issued October 3, 2007. |

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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.

Dated: October 3, 2007

By: /s/ Mark L. Andrews  
Mark L. Andrews  
Chief Legal Officer, General Counsel  
and Corporate Secretary

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