

**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): November 19, 2020 (November 17, 2020)**

**MOLINA HEALTHCARE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-31719**  
(Commission File Number)

**13-4204626**  
(IRS Employer Identification No.)

**200 Oceangate, Suite 100, Long Beach, California 90802**  
(Address of principal executive offices and Zip Code)

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value	MOH	New York Stock Exchange

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.

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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 November 17, 2020, Thomas Tran, the Chief Financial Officer of Molina Healthcare, Inc. (the “Company”), provided advance notice to the Company of his intent to retire from his CFO position in February 2021. Mr. Tran will remain with the Company as an advisor through the end of May 2021 to further help facilitate a smooth transition for his former role.

Upon Mr. Tran’s retirement, Mark Keim, currently the Company’s Executive Vice President of Strategic Planning, Corporate Development and Transformation, will assume the role of Chief Financial Officer. Mr. Keim, age 55, has served in his current role since January 2018. From 2016 to 2018, Mr. Keim served as executive vice president of corporate development and strategy for The Hanover Insurance Group. From 2014 to 2016, Mr. Keim was co-founder and chief financial officer of HealthReveal. Prior to that, from 2008 to 2014, Mr. Keim spent six years with Aetna where he led major strategic initiatives. Before Aetna, from 1999 to 2008, Mr. Keim was senior vice president of strategy and business development at GE Capital. None of the entities where Mr. Keim was previously employed is a parent, subsidiary, or other affiliate of the Company. The selection of Mr. Keim to serve as Chief Financial Officer was not pursuant to any arrangement or understanding with respect to any other person. There are no family relationships between Mr. Keim and any director or executive officer of the Company, and there are no transactions between Mr. Keim and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

The terms of Mr. Tran’s retirement arrangement and Mr. Keim’s appointment to the role of Chief Financial Officer, including the effective date of the transition, will be disclosed in an amendment to this Current Report on Form 8-K once the effective date has been determined and agreements have been reached with each party.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release relating to Mr. Tran’s intent to retire and Mr. Keim’s appointment to the role of Chief Financial Officer effective upon Mr. Tran’s retirement, is attached hereto as Exhibit 99.1.

Note: The information in this Form 8-K and the exhibits attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release of Molina Healthcare, Inc. issued November 19, 2020</a>
104	Cover page information from Molina Healthcare, Inc.’s Current Report on Form 8-K filed on November 19, 2020 formatted in iXBRL (Inline Extensible Business Reporting Language)

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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: November 19, 2020

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

## Molina Healthcare Announces CFO Transition with Retirement of Tom Tran in 2021

### *Mark Keim to Assume CFO Role*

LONG BEACH, Calif.--(BUSINESS WIRE)--November 19, 2020--Molina Healthcare, Inc. (NYSE: MOH) (“Molina”) today announced that Tom Tran has stated his intention to retire from Molina. Mark Keim, Molina’s executive vice president of strategic planning, corporate development and transformation, will assume the role of chief financial officer effective in February 2021. Mr. Tran will remain with the Company as an advisor through May 2021 to help facilitate a smooth transition.

“I want to thank Tom for his tremendous contributions to Molina over the past two and a half years,” said Joe Zubretsky, president and chief executive officer of Molina. “During his tenure as CFO, Tom played a key role in driving the company’s margin recovery and sustainability. Tom’s leadership was instrumental to Molina’s transformation, and we are pleased that we will continue to benefit from his insights and expertise over the coming months in advance of his retirement. On a personal note, when Tom is officially retired, I will miss his tenacity, wisdom, and good nature.”

“It has been a privilege to work alongside the talented team at Molina and I am extremely proud of the progress we have made executing on the company’s transformation,” said Mr. Tran. “With the strength of Molina’s current position and the deep bench of talent that the company has internally, now is the perfect time to undertake this transition. I look forward to working with Mark and the rest of the management team as we continue building upon our successes.”

Mr. Keim is a highly experienced finance professional with many years of experience in the healthcare industry serving in senior finance, strategy, and corporate development roles. Prior to joining Molina, he served as Global Head of Strategy and Corporate Development at Aetna as well as Executive Vice President of Corporate Development and Strategy at The Hanover Insurance Group, where he worked in partnership with Mr. Zubretsky. Prior to that Mr. Keim had an accomplished career at GE Capital.

Mr. Zubretsky continued, “We are delighted that Mark will transition into the CFO role and will continue to build upon our great momentum. Mark has deep familiarity with the company and his experience in finance, strategy, and corporate development make him the perfect choice for this position. Since joining Molina in 2018, Mark has architected our enterprise strategy, executed our M&A strategy, engineered and executed our capital structure transformation, and played an instrumental role in developing external partnerships that increased Molina’s capabilities and reduced its costs. Mark will remain a great asset in his expanded role as we continue driving our growth strategy and business.”

### **About Molina Healthcare**

Molina Healthcare, Inc., a FORTUNE 500 company, provides managed health care services under the Medicaid and Medicare programs and through the state insurance marketplaces. Through its locally operated health plans, Molina Healthcare served approximately 4.0 million members as of September 30, 2020. For more information about Molina Healthcare, please visit [molinahealthcare.com](http://molinahealthcare.com).

### **Contacts**

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