

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MOLINA HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-4204626
(I.R.S. Employer
Identification No.)

200 Oceangate, Suite 100
Long Beach, California
(562) 435-3666

(Address, including zip code, of principal executive offices)

Molina Healthcare, Inc. 2025 Equity Incentive Plan
(Full title of the plan)

Jeff D. Barlow, Esq.
Chief Legal Officer
and Secretary
Molina Healthcare, Inc.
200 Oceangate, Suite 100
Long Beach, California 90802
(562) 435-3666

(Name, address and telephone number, including area code, of agent for service)

Copy to:
David Zaheer
Jenna B. Cooper
10250 Constellation Blvd., Suite 1100
Los Angeles, CA 90067
(424) 653-5500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

Explanatory Note

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,500,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Molina Healthcare, Inc. (the "Registrant"), reserved for issuance under the Registrant's 2025 Equity Incentive Plan, as amended (the "2025 Plan"), pursuant to an amendment of the 2025 Plan that was approved by the Registrant's stockholders on May 6, 2026. The additional shares registered pursuant to the 2025 Plan are of the same class as other securities relating to the 2025 Plan for which a Registration Statement on Form S-8 (No. 333-286908) is effective.

Pursuant to General Instruction E of Form S-8, the contents of the above-referenced prior registration statement are incorporated by reference herein to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 filed with the Commission on December 30, 2002).
4.2	Certificate of Amendment to Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 13, 2024).
4.3	Certificate of Amendment to Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 13, 2024).
4.4	Certificate of Amendment to Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 11, 2026).
4.5	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on May 11, 2026).
5.1*	Opinion of Latham & Watkins LLP.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).
99.1	Molina Healthcare, Inc. 2025 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 1, 2025).
99.2	Amendment Number One to the Molina Healthcare, Inc. 2025 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 11, 2026).
107.1*	Filing Fee Table

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on May 27, 2026.

MOLINA HEALTHCARE, INC.

By: /s/ Joseph M. Zubretsky

Joseph M. Zubretsky
Chief Executive Officer
(Principal Executive Officer)

SIGNATURES AND POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Joseph M. Zubretsky and Jeff D. Barlow, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph M. Zubretsky</u> Joseph M. Zubretsky	Chief Executive Officer and Director (Principal Executive Officer)	May 27, 2026
<u>/s/ Mark L. Keim</u> Mark L. Keim	Chief Financial Officer (Principal Financial Officer)	May 27, 2026
<u>/s/ Maurice S. Hebert</u> Maurice S. Hebert	Chief Accounting Officer (Principal Accounting Officer)	May 27, 2026
<u>/s/ Barbara L. Brasier</u> Barbara L. Brasier	Director	May 27, 2026

<u>/s/ Leo P. Grohowski</u> Leo P. Grohowski	Director	May 27, 2026
<u>/s/ Stephen H. Lockhart</u> Stephen H. Lockhart	Director	May 27, 2026
<u>/s/ Steven J. Orlando</u> Steven J. Orlando	Director	May 27, 2026
<u>/s/ Ronna E. Romney</u> Ronna E. Romney	Director	May 27, 2026
<u>/s/ Richard M. Schapiro</u> Richard M. Schapiro	Director	May 27, 2026
<u>/s/ Francis S. Soistman</u> Francis S. Soistman	Director	May 27, 2026
<u>/s/ Dale B. Wolf</u> Dale B. Wolf	Chairman of the Board	May 27, 2026
<u>/s/ Richard C. Zoretic</u> Richard C. Zoretic	Director	May 27, 2026

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LATHAM & WATKINS LLP

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May 27, 2026

Molina Healthcare, Inc.
200 OceanGate, Suite 100
Long Beach, CA 90802

Re: Registration Statement on Form S-8 with respect to shares of common stock of Molina Healthcare, Inc.

To the addressee set forth above:

We have acted as special counsel to Molina Healthcare, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the "**Commission**") of a Registration Statement (the "**Registration Statement**") on Form S-8 under the Securities Act of 1933, as amended (the "**Act**"), relating to the issuance of up to an aggregate of 1,500,000 shares of common stock of the Company, par value \$0.001 per share (the "**Shares**"), which may be issued pursuant to the Company's 2025 Equity Incentive Plan, as amended (the "**2025 Plan**"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or prospectuses forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the "**DGCL**"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances

LATHAM & WATKINS^{LLP}

contemplated by the 2025 Plan, assuming in each case that the individual issuances, grants or awards under the 2025 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2025 Plan (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and such Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Molina Healthcare, Inc. 2025 Equity Incentive Plan of our reports dated February 10, 2026, with respect to the consolidated financial statements of Molina Healthcare, Inc. and the effectiveness of internal control over financial reporting of Molina Healthcare, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Los Angeles, California
May 27, 2026