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

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**FORM 8-K**

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**Current Report**

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

**Date of Report (Date of earliest event reported): August 4, 2010**

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

**Delaware**  
(State of incorporation)

**1-31719**  
(Commission File Number)

**13-4204626**  
(I.R.S. Employer Identification Number)

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**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))
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**Item 7.01. Regulation FD Disclosure.**

In a press release dated August 4, 2010, Molina Healthcare, Inc. (the "Company") announced that it has commenced an underwritten public offering of 4,000,000 shares of its common stock. A copy of the press release is attached hereto as Exhibit 99.1, the text of which is incorporated herein by reference.

The information in this Form 8-K and the exhibit 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. Financial Statements and Exhibits.**

(d) Exhibits:

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release of Molina Healthcare, Inc. issued August 4, 2010, regarding its offering of common stock.

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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: August 4, 2010

By: */s/ Jeff D. Barlow*

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Jeff D. Barlow

Vice President – General Counsel, and Secretary

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## EXHIBIT INDEX

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## News Release

**Contact:**

Juan José Orellana  
Investor Relations  
562-435-3666, ext. 111143

### **MOLINA HEALTHCARE ANNOUNCES COMMON STOCK OFFERING**

**Long Beach, California (August 4, 2010)** – Molina Healthcare, Inc. (NYSE: MOH) today announced that it has commenced an underwritten public offering of 4,000,000 shares of its common stock. In connection with the offering, Molina Healthcare and the selling stockholder intend to grant the underwriters an option to purchase up to 350,000 shares and 250,000 shares, respectively, to cover overallotments, if any. The offering is being conducted pursuant to an effective registration statement filed with the Securities and Exchange Commission (the “SEC”) on December 8, 2008.

Molina Healthcare intends to use the net proceeds of the offering to repay the outstanding indebtedness under its \$200 million senior secured credit facility and for general corporate purposes. Molina Healthcare will not receive any proceeds from any sale of shares by the selling stockholder.

BofA Merrill Lynch and J. P. Morgan Securities Inc. are acting as joint book-running managers for the offering. UBS Securities LLC, Mitsubishi UFJ Securities (USA), Inc. and Stifel, Nicolaus & Company, Incorporated will be the co-managers of the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering is being made by means of a prospectus and the related preliminary prospectus supplement only. Before investing, investors should read the prospectus in the registration statement, the related prospectus supplement and other documents Molina Healthcare has filed with the SEC for more complete information about Molina Healthcare and the offering. Copies of the prospectus and the related preliminary prospectus supplement can be obtained from BofA Merrill Lynch, 4 World Financial Center, New York, NY 10080, Attn: Prospectus Department or by e-mail at [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or J. P. Morgan Securities Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or by calling 1-866-803-9204.

**About Molina Healthcare**

Molina Healthcare, Inc. provides quality and cost-effective Medicaid-related solutions to meet the health care needs of low-income families and individuals and to assist state agencies in their administration of the Medicaid program. Our licensed health plans in California, Florida, Michigan, Missouri, New Mexico, Ohio, Texas, Utah, and Washington currently serve approximately 1.5 million members, and our subsidiary, Molina Medicaid Solutions, provides business processing and information technology administrative services to Medicaid agencies in Idaho, Louisiana, Maine, New Jersey, and West Virginia, and drug rebate administration services in Florida.

**Cautionary Statement under the Private Securities Litigation Reform Act:** *This press release contains “forward-looking statements” that are subject to risks and uncertainties that may cause actual results to differ materially. A discussion of the risk factors facing the Company can be found in its annual report on Form 10-K for the year ended December 31, 2009, in its quarterly reports on Form 10-Q for the quarters ended March 31 and June 30, 2010, in its Form 8-K current reports, and in its other reports and filings with the Securities and Exchange Commission. These reports can be accessed under the investor relations tab of the Company’s website or on the SEC’s website at [www.sec.gov](http://www.sec.gov). Actual events or results may differ materially from those contained in the forward-looking statements. The Company undertakes no obligation to release any revisions to any forward-looking statements.*

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