FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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OMB APPROVAL

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Estimated average burden

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0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

							(	,												
1. Name and Address of Reporting Person*  COOPERMAN DANIEL						2. Issuer Name and Ticker or Trading Symbol MOLINA HEALTHCARE, INC. [ MOH ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>COOI</u>	DIXIVIAIN	DANIEL											·	X	Directo	or		10% O	wner	
(Last) 2180 HA	(Fi	,	(Middle)					3. Date of Earliest Transaction (Month/Day/Year) 10/01/2020										Other ( below)	specify	
SUITE 4	00				4. 11	If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
(Street)					-								Lir	- /	_ ,		_	5		
, ,	MENTO CA	A	95815		_									X		iled by Mor	•	orting Person One Repo	- 1	
(City)	(S	tate)	(Zip)																	
		Tab	le I - N	on-Deri	vative	Sec	uriti	es A	cquired	, D	isposed (	of, or Be	eneficia	lly (	Owned	ŀ				
1. Title of Security (Instr. 3)  2. Transact Date (Month/Day				Execution D		Date,	Transaction Code (Instr.			Securities Acquired (A) or sposed Of (D) (Instr. 3, 4 a			and 5) Securiti Benefic Owned		Form (D) o	n: Direct	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price			saction(s) r. 3 and 4)			(Instr. 4)	
Common Stock 10/01/20			2020	20		A <sup>(1)</sup>		292(2)	A	\$188.1	8.18 <sup>(3)</sup> 6		,413		D					
		Т	able II								posed of converti			y Ov	wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transa Code ( 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	ly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership t (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares							
Stock Option (Right to	\$33.02								(4)		03/11/2023	Common Stock	15,000			15,000	)	D		

## **Explanation of Responses:**

- 1. Grant of stock under the Issuer's 2019 Equity Incentive Plan in connection with the Reporting Person's services as a Director.
- 2. The aggregate dollar value of the annual equity award to each director was set at \$220,000, with one quarter, or \$55,000, to be granted on the first day of each quarter, based on the closing price of the Issuer's common stock on such day. The closing price of the Issuer's common stock on October 1, 2020 was \$188.18, which resulted in a grant of 292 shares.
- 3. Represents the closing price of the Issuer's common stock on October 1, 2020.
- 4. The options are fully vested.

## Remarks:

Jeff D. Barlow, by power of

attorney for Daniel

10/02/2020

Cooperman.

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Know all by these presents, that the undersigned hereby constitutes and appoints Jeff D. Barlow and Codruta Boggs, and each acting singly, the undersigned's true and lawful attorney-in-fact to:

- 1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Molina Healthcare, Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transaction in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys—in—fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of March, 2013.

/s/ Daniel Cooperman Signature

Daniel Cooperman Printed Name

Exhibit 24