
**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): May 15, 2015

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)

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.

On May 15, 2015, the Company announced that its wholly owned subsidiary Molina Healthcare of Michigan, Inc. has entered into a definitive agreement to acquire certain assets of the Medicaid and MICHild businesses of HealthPlus of Michigan, Inc. and its subsidiary, HealthPlus Partners, Inc. As part of the transaction, Molina Healthcare of Michigan will assume HealthPlus Partners' Medicaid contract and HealthPlus of Michigan's MICHild contract, as well as certain provider agreements. Subject to regulatory approvals and the satisfaction of customary closing conditions, the closing of the transaction is expected to occur during the third quarter of 2015. The full text of the press release is included as Exhibit 99.1 to this report.

Note: The information furnished herewith pursuant to Item 7.01 of this current report shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit

No. Description

99.1 Joint press release of Molina Healthcare, Inc. and HealthPlus of Michigan, Inc., issued May 15, 2015, regarding the definitive agreement to acquire certain assets of the Medicaid and MICHild businesses of HealthPlus Partners, Inc. and HealthPlus of Michigan, Inc.

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: May 15, 2015

By: /s/ Jeff D. Barlow

Jeff D. Barlow

Chief Legal Officer and Secretary

EXHIBIT INDEX

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Molina Healthcare to Acquire Medicaid and MICHild Assets of HealthPlus in the State of Michigan

LONG BEACH, Calif.--(BUSINESS WIRE)--May 15, 2015--Molina Healthcare, Inc. (NYSE: MOH) and HealthPlus of Michigan, Inc. jointly announced today that Molina Healthcare of Michigan, Inc., a wholly owned subsidiary of Molina Healthcare, Inc., has entered into a definitive agreement to acquire certain assets of the Medicaid and MICHild businesses of HealthPlus of Michigan and its subsidiary, HealthPlus Partners, Inc.

As a part of the transaction, Molina Healthcare of Michigan will assume HealthPlus Partners' Medicaid contract and HealthPlus of Michigan's MICHild contract, as well as certain provider agreements. HealthPlus Partners and HealthPlus of Michigan currently arrange for healthcare services for approximately 90,000 Medicaid and 6,000 MICHild patients.

"Medicaid has been a significant growth product for HealthPlus in recent years, especially with the Healthy Michigan expansion," said Nancy Jenkins, president and CEO of HealthPlus of Michigan. "However, this strategic move will provide us the needed capital to maintain the HealthPlus brand as well as to strengthen and grow our Medicare and commercial lines of business. A key factor in our decision to enter into a transaction for our Medicaid and MICHild business with Molina Healthcare was Molina's shared dedication to providing members with unparalleled customer service and high quality care through innovative care models."

"Molina Healthcare of Michigan is excited about this opportunity to expand our health plan in the State of Michigan," said Stephen Harris, president of Molina Healthcare of Michigan. "This agreement with HealthPlus further reinforces our commitment to the Medicaid and MICHild programs, the State and the local provider community. We look forward to a smooth transition and delivering on our commitment to provide quality care for our members."

Molina Healthcare will fund the transaction with available cash on hand. Subject to regulatory approvals and the satisfaction of other closing conditions, the closing of the transaction is expected to occur during the third quarter of 2015.

About Molina Healthcare of Michigan, Inc.

Molina Healthcare of Michigan currently operates Medicaid and Medicare health plans with total membership of approximately 256,000 as of March 2015. Additionally, Molina Healthcare of Michigan is a certified Qualified Health Plan issuer on the Michigan Health Insurance Exchange in the non-group health insurance market in Wayne, Oakland and Macomb counties.

About Molina Healthcare, Inc.

Molina Healthcare, Inc., a FORTUNE 500 company, 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. Molina's licensed health plans in 11 states and the territory of Puerto Rico currently serve over 3 million members, and its 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. More information about Molina Healthcare is available at molinahealthcare.com.

About HealthPlus of Michigan, Inc.

HealthPlus of Michigan, Inc. is a health and wellness organization providing customized, nationally recognized health plans that meet the needs of large and small employers, families, and individuals through a variety of commercial and Medicare health plans. HealthPlus is proudly headquartered in Flint, Mich., and was formed in 1979 as a not-for-profit organization. The company serves approximately 6,000 MICHild members through its contract with the Michigan Department of Health and Human Services. More information about HealthPlus is available at healthplus.org.

About HealthPlus Partners, Inc.

HealthPlus Partners, Inc. is a wholly owned subsidiary of HealthPlus of Michigan. Through a direct contract with the Michigan Department of Community Health, HealthPlus Partners serves approximately 90,000 Medicaid members in Bay, Genesee, Lapeer, Saginaw, Shiawassee and Tuscola counties.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This press release contains "forward-looking statements" regarding the proposed transaction among HealthPlus of Michigan, Inc., HealthPlus Partners, Inc. and Molina Healthcare of Michigan, Inc. All forward-looking statements are based on current expectations that are subject to numerous risk factors that could cause actual results to differ materially. Such risk factors include, without limitation, risks related to: the satisfaction or waiver of closing conditions for the transaction, successfully transitioning and integrating HealthPlus' members into Molina's Michigan health plan, attrition in membership pending the completion of and following the transition, maintaining provider relations, accurately estimating incurred but not reported medical costs with respect to this new population, and the possibility that the transaction will not be completed on a timely basis or at all. Additional information regarding the risk factors to which Molina Healthcare is subject is provided in greater detail in its periodic reports and filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K. These reports can be accessed under the investor relations tab of Molina Healthcare's website or on the SEC's website at www.sec.gov. Given these risks and uncertainties, Molina Healthcare can give no assurances that its forward-looking statements will prove to be accurate, or that any other results or events projected or contemplated by our forward-looking statements will in fact occur, and Molina Healthcare cautions investors not to place undue reliance on these statements. All forward-looking statements in this release represent Molina Healthcare's judgment as of the date hereof, and Molina Healthcare disclaims any obligation to update any forward-looking statements to conform the statement to actual results or changes in our expectations that occur after the date of this release.

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