
**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): July 1, 2004

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)

One Golden Shore Drive, Long Beach, California 90802
(Address of principal executive offices)

Registrant's telephone number, including area code: (562) 435-3666

Item 2. Acquisition or Disposition of Assets.

On July 1, 2004, Molina Healthcare, Inc. closed on its acquisition of Health Care Horizons, Inc., the parent company of Cimarron Health Plan, Inc., a New Mexico corporation. The acquisition was effected in accordance with the Agreement and Plan of Merger dated as of February 23, 2004, by and among Molina, Health Care Horizons, Inc., a Michigan corporation, Molina NM Acquisition Corp., a Delaware corporation, and the principal shareholders of Health Care Horizons. Under the terms of the merger agreement, Molina's wholly-owned subsidiary, Molina NM Acquisition Corp. merged into Health Care Horizons, with Health Care Horizons as the surviving corporation.

The consideration for the merger was \$69 million, subject to adjustments, plus the assumption of approximately \$5.8 million in outstanding Health Care Horizons bank debt. Molina funded the acquisition with available cash. As of the effective time of the merger, each share of Health Care Horizons common stock was converted into the right to receive in cash the merger consideration (as defined in the merger agreement), divided by the number of shares of the Health Care Horizons common stock outstanding as of the closing. All of the outstanding common stock of Molina NM Acquisition Corp. was converted into 100 shares of Health Care Horizons common stock.

There were no material relationships between Molina or any of its affiliates, directors, or officers and Health Care Horizons.

Item 7. Financial Statements and Exhibits.**(a) Financial statements of businesses acquired.**

The financial statements of the business acquired as required by this item will be filed by amendment to this current report on Form 8K within 60 days.

(b) Pro forma financial information.

The pro forma financial information required by this item will be filed by amendment to this current report on Form 8K within 60 days.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	The Agreement and Plan of Merger dated as of February 23, 2004 was previously filed as Exhibit 2.1 to the Form 8K of Molina filed on February 23, 2004.
3.1	Certificate of Merger as filed with the Secretary of State of the State of Michigan.

Signatures

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: July 16, 2004

By: */s/ Mark L. Andrews*

Mark L. Andrews
Executive Vice President, Legal Affairs,
General Counsel and Corporate Secretary

EXHIBIT INDEX

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ATTACHMENT 1

CERTIFICATE OF MERGER

**MOLINA NM ACQUISITION CORP.
INTO
HEALTH CARE HORIZONS, INC.**

THE MANNER AND BASIS OF CONVERTING SHARES ARE AS FOLLOWS:

At the Effective Time set forth herein, the outstanding Common Stock of Health Care Horizons, Inc. ("Company Stock") and the outstanding Common Stock of Molina NM Acquisition Corp. ("Merger Sub Stock") will be converted or cancelled and retired, in each case pursuant to the Merger and without any action on the part of the holder of such stock as follows:

- (i) All the shares of Merger Sub Stock shall be converted into 100 validly issued and fully paid and nonassessable shares of Common Stock, par value \$.01 per share of the Surviving Corporation (the "Surviving Corporation Common Stock"). The stock certificate which formerly evidenced the outstanding Merger Sub Stock shall, from and following the Effective Time, be evidence of ownership of such shares of the Surviving Corporation Common Stock.
- (ii) Each share of capital stock of the Surviving Corporation which, immediately prior to the Effective Time, was held by the Company as a treasury share, shall be cancelled and retired without any payment being made therefore and shall cease to exist as of the Effective Time.
- (iii) Each share of Company Stock issued and outstanding as of the Effective Time shall be converted into the right to receive in cash the Merger Consideration (as such term is defined in the Merger Agreement), divided by the number of shares of the Company Stock outstanding as of the Closing (as defined in the Merger Agreement) (the "Per Share Merger Consideration").

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES										
Date Received	(FOR BUREAU USE ONLY)									
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name ERIC J. GOULD, TIMMIS & INMAN PLLC</td> </tr> <tr> <td colspan="3">Address 300 TALON CENTRE</td> </tr> <tr> <td>City ETROIT MICHIGAN 4820</td> <td>State</td> <td>Zip Code</td> </tr> </table>		Name ERIC J. GOULD, TIMMIS & INMAN PLLC			Address 300 TALON CENTRE			City ETROIT MICHIGAN 4820	State	Zip Code
Name ERIC J. GOULD, TIMMIS & INMAN PLLC										
Address 300 TALON CENTRE										
City ETROIT MICHIGAN 4820	State	Zip Code								
EFFECTIVE DATE:										
Expiration date for new assumed names: December 31.										
Expiration date for transferred assumed names appear in Item 6										

Document will be returned to the name and address you enter above
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:	
a. The name of each constituent entity and its identification number is:	
MOLINA NM ACQUISITION CORP.	
HEALTH CARE HORIZONS, INC.	063046
b. The name of the surviving (new) entity and its identification number is:	
HEALTH CARE HORIZONS, INC.	063046
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:	
8801 HORIZON BLVD, NE, ALBUQUERQUE NM 87113	

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)	
The merger (consolidation) shall be effective on the <u>1ST</u> day of <u>JULY</u> , <u>2004</u> .	

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
MOLINA NM ACQUISITION	10 shares, \$.001 per share	COMMON STOCK	N/A
HEALTH CARE HORIZONS	4,157 shares, \$.01 per share	COMMON STOCK	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:
 SEE ATTACHMENT 1

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:
 NONE

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

 (Signature of Incorporator) (Type or Print Name)

 (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:
 the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

HEALTH CARE HORIZONS, INC.

By /S/Gerald Landraf
 (Signature of Authorized Officer or Agent)
 GERALD LANDGRAF
 (Type or print name)
 HEALTH CARE HORIZONS, INC.
 (Name of Corporation)

By /S/Mark Andrews
 (Signature of Authorized Officer or Agent)
 MARK L. ANDREWS
 (Type or print name)
 MOLINA NM ACQUISITION, CORP.
 (Name of Corporation)

Complete for Profit Corporations only

3. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series entitled to vote	Indicate class or series entitled to vote as a class
MOLINA NM ACQUISITION	100 shares, \$.001 per share	COMMON STOCK	N/A

HEALTH CARE HORIZONS	\$	374,157 shares, .01 per	COMMON STOCK	N/A
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, a Michigan corporation which has not commenced business, has not

issued any shares,
and has not elected a
Board of Directors.

(Type or Print Name)	(Signature of Incorporator)	(Type or Print Name)	(Signature of Incorporator)	(Type or Print Name)
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(Type or Print Name)	(Signature of Incorporator)	(Type or Print Name)	(Signature of Incorporator)	(Type or Print Name)
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b)

The plan of merger
was approved by:

the Board of Directors of	, the	surviving Michigan corporation,
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without approval of the shareholders in accordance with Section 702a of the Act