SEC Form 4

FORM 4

UNITED STATES SECU	RITIES AND	EXCHANGE	COMMISSION
		0540	

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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 [*] <u>HEBERT MAURICE</u>			2. Issuer Name and Ticker or Trading Symbol <u>MOLINA HEALTHCARE, INC.</u> [MOH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		
(Last) 2180 HARV	(First) /ARD STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	X Officer (give title Other (specify below) below) Chief Accounting Officer		
SUITE 400			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Otra at)			-	X Form filed by One Reporting Person		
(Street) SACRAME	ENTO CA	95815		Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication			
		to a contract, instruction or written plan that is intended to Instruction 10.				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11150. 4)
Common Stock	03/01/2024		A		1,530 ⁽¹⁾	A	\$387.21 ⁽²⁾	10,058	D	
Common Stock	03/01/2024		F		450(3)	D	\$387.21(2)	9,608	D	
Common Stock	03/01/2024		F		516(4)	D	\$387.21(2)	9,092	D	
Common Stock	03/01/2024		A		516(5)	Α	\$387.12(2)	9,608	D	
Common Stock	03/01/2024		A		258(5)	A	\$387.21(2)	9,866 ⁽⁶⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		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 of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares issued in settlement of performance stock units granted on March 1, 2021, which vested at the 170% achievement level based on the Company's averaged achievement of adjusted net income per share in the three fiscal years of 2021, 2022, and 2023.

2. Represents the closing price of the Issuer's common stock on March 1, 2024.

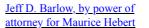
3. The shares were applied to payment of withholding taxes in connection with vesting of the above-mentioned performance stock units.

4. The shares were applied to the payment of withholding taxes arising in connection with the vesting of 1,276 shares on March 1, 2024.

5. Grant of restricted stock under the Issuer's 2019 Equity Incentive Plan.

6. The shares shall vest as follows: The 774 newly granted shares shall vest in one-third on each of March 1, 2025, March 1, 2026, and March 1, 2027. Additional shares shall vest as follows: 643 shares shall vest on March 1, 2025; and 243 shares shall vest on March 1, 2026. The remaining shares are vested.

Remarks:



03/05/2024

Date

** Signature of Reporting Person

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.

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

LIMITED POWER OF ATTORNEY FOR SECTION 16(a) FILINGS

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 amendments 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 30th day of January 2019.

/s/ Maurice Hebert Signature

Maurice Hebert Printed Name

Exhibit 24