SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 193/

OMB APPROVAL

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()		1 1100	or Section 30(h) of the Investment Company Act of 1940		<u>-</u>	
1. Name and Address of Reporting Person [*] <u>WOYS JAMES</u>			2. Issuer Name and Ticker or Trading Symbol <u>MOLINA HEALTHCARE, INC.</u> [MOH]		ationship of Reporting Pe c all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) 2180 HARVARD STREET SUITE 400		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021		below) EVP, Health Plai	below) n Services
(Street) SACRAMENT((City)) CA (State)	95815 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Line) X Form filed by One Reporting Pe Form filed by More than One Re Person		porting Person

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
		Co		v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/01/2021		A ⁽¹⁾		4,500	A	\$222.24 ⁽²⁾	44,681	D	
Common Stock	03/01/2021		F ⁽³⁾		1,751	D	\$222.24 ⁽²⁾	42,930	D	
Common Stock	03/01/2021		A ⁽⁴⁾		14,110	A	\$ 222.24 ⁽²⁾	57,040	D	
Common Stock	03/01/2021		F ⁽⁵⁾		6,610	D	\$222.24 ⁽²⁾	50,430 ⁽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 Deriv Secu Acqu (A) o Dispo of (D (Insti	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	Amount of		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. Grant of restricted stock under the Issuer's 2019 Equity Incentive Plan.

2. Represents the closing price of the Issuer's common stock on March 1, 2021.

3. The shares were applied to the payment of withholding taxes arising in connection with the vesting of 4,103 shares on March 1, 2021.

4. Shares issued in settlement of performance stock units granted in 2018 which vested at the 200% max level based on the achievement of cumulative net income metric over the three fiscal years of 2018, 2019, and 2020.

5. Shares were applied to payment of withholding taxes in connection with vesting of the above-mentioned performance stock units.

6. Shares shall vest as follows: the 4,500 newly granted shares vest in one-third increments on each of March 1, 2022, March 1, 2023, and March 1, 2024. Additional shares shall vest as follows: 4,102 shares on March 1, 2022; and 2,176 shares on March 1, 2023; 1,567 shares on May 14, 2021. The remaining shares are vested.

Remarks:

Jeff D. Barlow, by power of attorney for James Woys

03/03/2021

** 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.

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 8th day of May 2018.

/s/ James Woys Signature

James Woys Printed Name

Exhibit 24