

MOLINA HEALTHCARE INC  
Form 8-K  
May 03, 2012

**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 2, 2012

**MOLINA HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**1-31719**  
(Commission File Number)  
200 Oceangate, Suite 100, Long Beach, California 90802

**13-4204626**  
(I.R.S. Employer Identification Number)

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(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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 2, 2012, Molina Healthcare, Inc. (the Company), held its 2012 Annual Meeting of Stockholders. At the meeting, a total of 44,300,404 shares were voted, representing 95.64% of the 46,320,148 shares outstanding as of the March 13, 2012 record date.

Shares were voted on the two proposals as follows:

With regard to Proposal No. 1 for the election of three Class I directors, the stockholders voted as follows:

| Director             | Votes For  | Votes Withheld | % of Votes For |
|----------------------|------------|----------------|----------------|
| Garrey E. Carruthers | 41,894,166 | 802,623        | 90.44%         |
| Frank E. Murray, MD. | 40,031,712 | 2,665,077      | 86.42%         |
| John P. Szabo, Jr.   | 40,031,368 | 2,665,421      | 86.42%         |

With regard to Proposal No. 2 for the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012, the stockholders voted as follows:

| Votes For  | Votes Against | Abstentions | % of Votes For |
|------------|---------------|-------------|----------------|
| 43,345,852 | 489,899       | 464,653     | 93.58%         |

As a result of the voting, the stockholders (1) elected all three of the Company's nominees for Class I director; and (2) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012.

**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.

Date: May 3, 2012

MOLINA HEALTHCARE, INC.

By: */s/ Jeff D. Barlow*  
Jeff D. Barlow  
General Counsel and Corporate Secretary