



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.02. Termination of a Material Definitive Agreement.**

On August 13, 2018, Molina Healthcare, Inc. (the “Company”) terminated the aggregate commitments under that certain Bridge Credit Agreement, dated as of January 2, 2018 (the “Bridge Credit Agreement”), with SunTrust Bank, Barclays Bank PLC, The Bank of Tokyo-Mitsubishi UFJ, Ltd., Bank of America, N.A., and Morgan Stanley Senior Funding, Inc., as Lenders, and SunTrust Bank, as Administrative Agent.

The Bridge Credit Agreement provided for a 364-day unsecured senior bridge facility in an aggregate principal amount of up to \$550.0 million to be used to (i) satisfy conversions of the Company’s 1.125% Cash Convertible Senior Notes due 2020 (the “1.125% Notes”), (ii) satisfy and/or refinance indebtedness incurred to satisfy conversions of the 1.125% Notes, (iii) repay or refinance the Company’s existing revolving credit facility, and (iv) pay fees and expenses in connection with the foregoing (collectively, “Funding Purposes”). Subject to the satisfaction of certain conditions, the remaining amount of any borrowings was available to be used for general corporate purposes.

No amounts were borrowed by the Company pursuant to the Bridge Credit Agreement and no early termination fees or penalties are payable by the Company as a result of its termination of the Bridge Credit Agreement. The decision to terminate the Bridge Credit Agreement was based primarily on the Company’s determination that it no longer required the bridge credit facility to satisfy the Funding Purposes.

Some of the lenders under the Bridge Credit Agreement (and their respective subsidiaries or affiliates) have in the past provided, and are currently providing, investment banking, underwriting, lending, commercial banking, and other advisory services to the Company and its subsidiaries. These parties have received, and may in the future receive, customary compensation from the Company and its subsidiaries for such services.

A full description of the Bridge Credit Agreement is set forth under Item 1.01 on Form 8-K filed by the Company with the Securities and Exchange Commission on January 2, 2018, which description is incorporated herein by reference.

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**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: August 13, 2018      By: */s/ Jeff D. Barlow*  
Jeff D. Barlow  
Chief Legal Officer and Secretary