

MOLINA HEALTHCARE INC

Form 8-K

May 07, 2018

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 7, 2018 (May 2, 2018)

MOLINA HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware 1-31719 13-4204626

(State of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

200 Oceangate, Suite 100, Long Beach, California 90802

(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, 2018, Molina Healthcare, Inc., a Delaware corporation (the "Company"), held its Annual Meeting of Stockholders. At the meeting, a total of 57,663,556 shares were voted, representing 96.17% of the 59,958,401 shares outstanding as of the March 5, 2018 record date.

At the Company's 2018 Annual Meeting of Stockholders, the stockholders voted as follows on the proposals submitted to vote:

With regard to Proposal No. 1 for the election of three Class I directors to hold office until the 2021 annual meeting, the stockholders voted as follows:

| Director | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|------------------|
| Garrey E. Carruthers | 49,102,460 | 5,884,846 | 8,889 | 2,667,361 |
| Daniel Cooperman | 49,046,970 | 5,940,378 | 8,847 | 2,667,361 |
| Richard M. Schapiro | 46,999,760 | 7,987,488 | 8,947 | 2,667,361 |

With regard to Proposal No. 2 for the approval, on a non-binding, advisory basis, of the compensation of our named executive officers, the stockholders voted as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 27,478,878 | 26,448,006 | 1,069,311 | 2,667,361 |

With regard to Proposal No. 3 for the approval of an amendment and restatement of our Bylaws to implement proxy access, the stockholders voted as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 54,919,658 | 6,061 | 70,476 | 2,667,361 |

With regard to Proposal No. 4 for the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018, the stockholders voted as follows:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 52,844,422 | 4,814,065 | 5,069 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No. Description

3.1 Fifth Amended and Restated Bylaws of Molina Healthcare, Inc.

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:

May
7, By: /s/ Jeff D. Barlow
2018

Jeff D. Barlow
Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

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