

MOLINA HEALTHCARE INC
Form 10-K/A
March 27, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-31719

MOLINA HEALTHCARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

200 Oceangate, Suite 100, Long Beach, California 90802

13-4204626
(I.R.S. Employer
Identification No.)

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(Address of principal executive offices)

(562) 435-3666

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| | |
|---|---|
| Title of Class | Name of Each Exchange on Which Registered |
| Common Stock, \$0.001 Par Value | New York Stock Exchange |
| Securities registered pursuant to Section 12(g) of the Act: | |

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of Common Stock held by non-affiliates of the registrant as of June 30, 2011, the last business day of our most recently completed second fiscal quarter, was approximately \$731 million (based upon the closing price for shares of the registrant's Common Stock as reported by the New York Stock Exchange, Inc. on June 30, 2011).

As of February 24, 2012, approximately 45,838,000 shares of the registrant's Common Stock, \$0.001 par value per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2012 Annual Meeting of Stockholders to be held on May 2, 2012, are incorporated by reference into Part III of this Form 10-K.

Explanatory Note

This Amendment No. 1 to the Molina Healthcare, Inc. Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the Securities and Exchange Commission on February 29, 2012 (the Form 10-K), is solely to furnish Exhibit 101 to the Form 10-K. Exhibit 101 provides the financial statement and related notes formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

EXHIBIT INDEX

The following exhibits, which are furnished with this annual report or incorporated herein by reference, are filed as part of this annual report.

The agreements included or incorporated by reference as exhibits to this Annual Report on Form 10-K contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of materiality that are different from materiality under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement. The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this Annual Report on Form 10-K not misleading.

| Number | Description | Method of Filing |
|---------------|--|--|
| 2.1 | Asset Purchase Agreement between Molina Healthcare, Inc. and Unisys Corporation dated as of January 18, 2010 | Filed as Exhibit 2.1 to registrant's Form 8-K filed January 19, 2010. |
| 3.1 | Certificate of Incorporation | Filed as Exhibit 3.2 to registrant's Registration Statement on Form S-1 filed December 30, 2002. |
| 3.2 | Amended and Restated Bylaws | Filed as Exhibit 3.2 to registrant's Form 8-K filed February 17, 2009. |
| 4.1 | Indenture dated as of October 11, 2008 | Filed as Exhibit 4.1 to registrant's Form 8-K filed October 5, 2007. |
| 4.2 | First Supplemental Indenture dated as of October 11, 2008 | Filed as Exhibit 4.2 to registrant's Form 8-K filed October 5, 2007. |
| 4.3 | Global Form of 3.75% Convertible Senior Note due 2014 | Filed as Exhibit 4.3 to registrant's Form 8-K filed October 5, 2007. |
| 10.1 | 2000 Omnibus Stock and Incentive Plan | Filed as Exhibit 10.12 to registrant's Form S-1 filed December 30, 2002. |
| 10.2 | 2002 Equity Incentive Plan | Filed as Exhibit 10.13 to registrant's Form S-1 filed December 30, 2002. |
| 10.3 | 2002 Employee Stock Purchase Plan | Filed as Exhibit 10.14 to registrant's Form S-1 filed December 30, 2002. |
| 10.4 | 2005 Molina Deferred Compensation Plan adopted November 6, 2006 | Filed as Exhibit 10.4 to registrant's Form 10-Q filed November 9, 2006. |
| 10.5 | 2005 Incentive Compensation Plan | Filed as Appendix A to registrant's Proxy Statement filed March 28, 2005. |
| 10.6 | 2011 Equity Incentive Plan | Filed as Appendix A to registrant's Proxy Statement filed March 23, 2011. |
| 10.7 | 2011 Employee Stock Purchase Plan | Filed as Appendix B to registrant's Proxy Statement filed March 23, 2011. |
| 10.8 | Form of Restricted Stock Award Agreement (Executive Officer) under Molina Healthcare, Inc. Equity Incentive Plan | Filed as Exhibit 10.1 to registrant's Form 10-Q filed August 9, 2005. |
| 10.9 | Form of Restricted Stock Award Agreement (Outside Director) under Molina Healthcare, Inc. Equity Incentive Plan | Filed as Exhibit 10.1 to registrant's Form 10-Q filed August 9, 2005. |
| 10.10 | Form of Restricted Stock Award Agreement (Employee) under Molina Healthcare, Inc. Equity Incentive Plan | Filed as Exhibit 10.1 to registrant's Form 10-Q filed August 9, 2005. |

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| 10.11 | Form of Stock Option Agreement under Equity Incentive Plan | Filed as Exhibit 10.3 to registrant's Form 10-K filed March 14, 2007. |
| 10.12 | Amended and Restated Employment Agreement with J. Mario Molina, M.D. dated as of December 31, 2009 | Filed as Exhibit 10.1 to registrant's Form 8-K filed January 7, 2010. |
| 10.13 | Amended and Restated Employment Agreement with John C. Molina dated as of December 31, 2009 | Filed as Exhibit 10.2 to registrant's Form 8-K filed January 7, 2010. |
| 10.14 | Amended and Restated Change in Control Agreement with Terry Bayer, dated as of December 31, 2009 | Filed as Exhibit 10.4 to registrant's Form 8-K filed January 7, 2010. |
| 10.15 | Amended and Restated Change in Control Agreement with Joseph W. White, dated as of December 31, 2009 | Filed as Exhibit 10.6 to registrant's Form 8-K filed January 7, 2010. |
| 10.16 | Form of Indemnification Agreement | Filed as Exhibit 10.14 to registrant's Form 10-K filed March 14, 2007. |
| 10.17 | Credit Agreement, dated as of September 9, 2011, among Molina Healthcare, Inc., as the Borrower, certain lenders, and U.S. Bank National Association, as Administrative Agent | Filed as Exhibit 10.1 to registrant's current report on Form 8-K filed September 13, 2011. |
| 10.18 | Term Loan Agreement, dated as of December 7, 2011, among Molina Center LLC, various lenders and East West Bank, as Administrative Agent | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 10.19 | Guaranty, dated as of December 1, 2011, by Molina Healthcare, Inc. in favor of East West Bank, as Administrative Agent | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 10.20 | Environmental Indemnity, dated as of December 1, 2011, by Molina Center LLC and Molina Healthcare, Inc. for the benefit of certain lenders and East West Bank, as Administrative Agent | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 10.21 | Purchase Agreement, dated as of October 11, 2011, between Molina Center LLC and 200 Oceangate, LLC | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 10.22 | First Amendment to Purchase Agreement, dated as of November 10, 2011, between Molina Center LLC and 200 Oceangate, LLC | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 10.23 | Second Amendment to Purchase Agreement, dated as of November 30, 2011, between Molina Center LLC and 200 Oceangate, LLC | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 10.24 | Hospital Services Agreement (fee-for-service) by and between Molina Healthcare of California, a California corporation, and Pacific Hospital of Long Beach | Filed as Exhibit 10.24 to registrant's Form 10-K filed March 16, 2010. |
| 10.25 | Hospital Services Agreement (capitation) by and between Molina Healthcare of California, a California corporation, and HealthSmart Pacific, Inc., dba Pacific Hospital of Long Beach | Filed as Exhibit 10.25 to registrant's Form 10-K filed March 16, 2010. |
| 12.1 | Computation of Ratio of Earnings to Fixed Charges | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 21.1 | List of subsidiaries | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 23.1 | Consent of Independent Registered Public Accounting Firm | Previously filed as an exhibit to registrant's Form 10-K filed February 29, 2012. |
| 31.1 | Section 302 Certification of Chief Executive Officer | Filed herewith. |

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| 31.2 | Section 302 Certification of Chief Financial Officer | Filed herewith. |
| 32.1 | Certificate of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Furnished herewith. |
| 32.2 | Certificate of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Furnished herewith. |
| 101.INS (1) | XBRL Taxonomy Instance Document. | Furnished herewith. |
| 101.SCH (1) | XBRL Taxonomy Extension Schema Document. | Furnished herewith. |
| 101.CAL (1) | XBRL Taxonomy Extension Calculation Linkbase Document. | Furnished herewith. |
| 101.DEF (1) | XBRL Taxonomy Extension Definition Linkbase Document. | Furnished herewith. |
| 101.LAB (1) | XBRL Taxonomy Extension Label Linkbase Document. | Furnished herewith. |
| 101.PRE (1) | XBRL Taxonomy Extension Presentation Linkbase Document. | Furnished herewith. |

- (1) Pursuant to Rule 406T of Regulation S-T, XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the undersigned registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 27th day of March, 2012.

MOLINA HEALTHCARE, INC.

By: /s/ Joseph M. Molina, M.D.
Joseph M. Molina, M.D.
Chief Executive Officer
(Principal Executive Officer)