

MOLINA HEALTHCARE INC

Form 10-Q/A

June 13, 2008

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-Q/A**

(Mark One)

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

**For the quarterly period ended June 30, 2007**

**Or**

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

**For the transition period from to**

**Commission file number: 001-31719**

**Molina Healthcare, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**13-4204626**

*(I.R.S. Employer  
Identification No.)*

**One Golden Shore Drive,  
Long Beach, California**

*(Address of principal executive offices)*

**90802**

*(Zip Code)*

**(562) 435-3666**

*(Registrant's telephone number, including area code)*

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the issuer's Common Stock, par value \$0.001 per share, outstanding as of August 3, 2007, was 28,291,647.

**MOLINA HEALTHCARE, INC.**  
**Index**

**Part I Financial Information**

**Item 1. Financial Statements**

<u>Condensed Consolidated Balance Sheets as of June 30, 2007 (unaudited) and December 31, 2006</u>	3
<u>Condensed Consolidated Statements of Income for the three month and six month periods ended June 30, 2007 and 2006 (unaudited)</u>	4
<u>Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2007 and 2006 (unaudited)</u>	5
<u>Notes to Condensed Consolidated Financial Statements (unaudited)</u>	6

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations** 14

**Item 3. Quantitative and Qualitative Disclosures About Market Risk** 30

**Item 4. Controls and Procedures** 30

**Part II Other Information**

**Item 1. Legal Proceedings** 31

**Item 1A. Risk Factors** 31

**Item 4. Submission of Matters to a Vote of Security Holders** 32

**Item 5. Other Information** 32

**Item 6. Exhibits** 32

**Signatures** 33

- EXHIBIT 10.3
- EXHIBIT 31.1
- EXHIBIT 31.2
- EXHIBIT 32.1
- EXHIBIT 32.2

**Table of Contents**

**Explanatory Note**

This Amendment on Form 10-Q/A is being filed to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007. The Form 10-Q was originally filed with the United States Securities and Exchange Commission on August 7, 2007, and was subsequently amended pursuant to a Form 10-Q/A filed on April 15, 2008.

Pages 2 through 21 of Exhibit 10.3 to the original Form 10-Q and to the Form 10-Q/A filed on April 15, 2008 were redacted due to a statutory confidentiality requirement under California law. As a result of the elapse of the confidentiality period under that same California law, we are hereby re-filing Exhibit 10.3 with pages 2 through 21 unredacted. However, certain rate information, as denoted on pages 12, 13, and 14 of the attached Exhibit 10.3, remains redacted. The redacted rate information has been filed separately with the Securities and Exchange Commission.

All other information and content contained in the original Form 10-Q remains unchanged.

**Table of Contents**

**SIGNATURES**

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 thereunto duly authorized.

MOLINA HEALTHCARE, INC.  
(Registrant)

/s/ JOSEPH M. MOLINA, M.D.  
**Joseph M. Molina, M.D.**  
**Chairman of the Board,**  
**Chief Executive Officer and President**  
**(Principal Executive Officer)**

Dated: June 13, 2008

/s/ JOHN C. MOLINA, J.D.  
**John C. Molina, J.D.**  
**Chief Financial Officer and Treasurer**  
**(Principal Financial Officer)**

Dated: June 13, 2008

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Title</b>
10.1	Ohio Medical Assistance Provider Agreement for Managed Care Plan CFC Eligible Population effective July 1, 2007 (filed as Exhibit 10.1 to registrant's Form 10-Q filed August 7, 2007).
10.2	Ohio Medical Assistance Provider Agreement for Managed Care Plan ABD Eligible Population effective July 1, 2007 (filed as Exhibit 10.2 to registrant's Form 10-Q filed August 7, 2007).
10.3	Contract between Molina Healthcare of California Partner Plan, Inc. and California Department of Health Services regarding San Diego Geographic Managed Care Program.**
10.4	Contract between Molina Healthcare of California Partner Plan, Inc. and the California Department of Health Services regarding Sacramento Geographic Managed Care Program (filed as Exhibit 10.3 to registrant's Form 10-Q/A filed April 15, 2008).**
10.5	Contract between Molina Healthcare of Utah, Inc. and the Utah Department of Health effective July 1, 2007 (filed as Exhibit 10.5 to registrant's Form 10-Q filed August 7, 2007).
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.
32.1	Certification 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.
32.2	Certification 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.

\*\* In accordance with the requirements of California Government Code Section 6254(q), confidential treatment has been requested for certain rate information contained within this exhibit pursuant to Rule 24b-2 of the Securities Exchange Act of

1934. The  
omitted  
confidential rate  
information has  
been filed  
separately with  
the Commission.