

MOLINA HEALTHCARE INC  
Form 8-K/A  
January 31, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K/A**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 01/26/2006**

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**MOLINA HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

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**Commission File Number: 001-31719**

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

**134204626**  
(IRS Employer  
Identification No.)

**One Golden Shore Drive**  
**Long Beach, CA 90802-4202**

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(Address of principal executive offices, including zip code)

562 435 3666

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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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))
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Information to be included in the report

**Item 1.01. Entry into a Material Definitive Agreement**

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Molina Healthcare, Inc. on January 30, 2006. Attached as Exhibit 10.1 to this Current Report is a copy of the Purchase Agreement between Molina Healthcare, Inc. and the shareholders of HCLB, Inc. pursuant to which Molina Healthcare, Inc. has agreed to acquire all of the capital stock of HCLB, Inc., the parent company of CAPE Health Plan, Inc. All summaries and descriptions of the Purchase Agreement are qualified by the specific terms and conditions of the attached Purchase Agreement.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

EX. 10.1 Purchase Agreement between Molina Healthcare, Inc. and HCLB, Inc. Shareholders.

**Signature(s)**

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: January 31, 2006

By: /s/ Mark L. Andrews

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Mark L. Andrews  
Chief Legal Officer, General Counsel

**Exhibit Index**

**Exhibit No. Description**

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EX-10.1 Purchase Agreement between Molina Healthcare, Inc. and HCLB, Inc. Shareholders.