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MIM CORP
Form S-8
July 24, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 24, 2003
REGISTRATION NO. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MIM Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	05-0489664 (I.R.S. Employer Identification No.)
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100 Clearbrook Road
Elmsford, New York 10523
(914) 460-1600
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

MIM Corporation 1996 Non-Employee Directors Stock Incentive Plan
(Full title of the Plan)

Barry A. Posner
MIM Corporation
100 Clearbrook Road
Elmsford, New York 10523
(914) 460-1600
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(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies requested to:
E. William Bates, II
King & Spalding LLP
1185 Avenue of the Americas
New York, New York 10036
(212) 556-2100

CALCULATION OF REGISTRATION FEE

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Title of Shares To Be Registered	Amount To Be Registered	Proposed Maximum Aggregate Price Per Share (1)	Propo Maxi Aggre Offering P
Common Stock, \$.0001 par value	200,000	\$6.795	\$1,359,00

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the bid and asked price of the Common Stock on the Nasdaq National Market on July 21, 2003.

INTRODUCTION

This purpose of this registration statement is to register an additional 200,000 shares of common stock, par value \$.0001 per share, of MIM Corporation that are available for issuance pursuant to an amendment and restatement of the MIM Corporation 1996 Non-Employee Directors Stock Incentive Plan and consists only of those items required by General Instruction E to Form S-8.

PART II

INCORPORATION OF PREVIOUSLY FILED REGISTRATION STATEMENT

The Registrant's Registration Statement on Form S-8, Registration No. 333-33925, filed with the Securities and Exchange Commission on August 19, 1997 is incorporated herein by reference.

ITEM 8. EXHIBITS.

The following exhibits are filed with or incorporated by reference into this Registration Statement pursuant to Item 601 of Regulation S-K:

EXHIBIT NO.	DESCRIPTION
4.1	-- Amended and Restated Certificate of Incorporation of MIM Corporation (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-333-05327).
4.2	-- Certificate of Designations of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report filed December 4, 1998).
4.3	-- Amended and Restated By-Laws of MIM Corporation (incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended March 31, 2003).
4.4	-- Amended and Restated Rights Agreement dated as of December 3, 2003, between American Stock Transfer and Trust Company (incorporated by reference to Exhibit 4.4 to the Registrant's Post-Effective Amendment No. 3 to the Company's Form 8-A/A dated May 20, 1997).
4.5	-- MIM Corporation 1996 Non-Employee Directors Stock Incentive Plan, as amended.
5.1	-- Opinion of Barry A. Posner.
23.1	-- Consent of Barry A. Posner (included as part of opinion filed as Exhibit 5.1).

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23.2 -- Consent of Ernst & Young LLP.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elmsford, State of New York, on this 22nd day of July, 2003.

MIM CORPORATION

By: /s/ James S. Lusk

James S. Lusk
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James S. Lusk and Barry A. Posner, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or their or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 22nd day of July, 2003.

SIGNATURE

TITLE

/s/ Richard H. Friedman

Richard H. Friedman

Chairman of the Board and
Chief Executive Officer (Principal
Executive Officer)

/s/ James S. Lusk

James S. Lusk

(Principal Financial Officer and
Principal Accounting Officer)

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/s/ Richard A. Cirillo Director

Richard A. Cirillo

/s/ Charlotte W. Collins Director

Charlotte W. Collins

/s/ Louis T. DiFazio, PhD Director

Louis T. DiFazio, PhD

/s/ Harold J. Ford, Sr. Director

Harold J. Ford, Sr.

/s/ Michael Kooper Director

Michael Kooper

/s/ Louis A. Luzzi, PhD Director

Louis A. Luzzi, PhD

/s/ Jack L. Salzman Director

Jack L. Salzman

/s/ Ronald Shelp Director

Ronald Shelp