

MIM CORP
Form 8-K
August 09, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.**

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) **August 9, 2004**

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

Delaware
(State or Other Jurisdiction of
Incorporation)

0-28740
(Commission
File Number)

05-0489664
(IRS Employer
Identification No.)

100 Clearbrook Road, Elmsford, New York
(Address of Principal Executive Offices)
Registrant's telephone number, including area code **(914) 460-1600**

10523
(Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Regulation FD Disclosure

On August 9, 2004, MIM Corporation, a Delaware corporation (MIM), through its wholly owned subsidiary, Corvette Acquisition Corp., a Delaware corporation (Merger Sub), entered into an Agreement and Plan of Merger (the Merger Agreement) with Chronimed, Inc., a Minnesota corporation (MIM), pursuant to which MIM would acquire Chronimed in a stock-for-stock transaction. Subject to the terms and conditions of the Merger Agreement, at the effective time of the merger (the Merger), Merger Sub would be merged with and into Chronimed, the separate corporate existence of Merger Sub would cease, and Chronimed would continue as a wholly owned subsidiary of MIM. Pursuant to the Merger Agreement, MIM would issue 1.025 shares of its common stock in exchange for each outstanding share of common stock of Chronimed (the Exchange Ratio). In addition, each outstanding option to purchase Chronimed common stock will be assumed by MIM and the exercise price and number of shares for which each such option is (or will become) exercisable will be adjusted based on the Exchange Ratio.

The Merger is intended to constitute a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended. The consummation of the Merger is subject to the approval and adoption of the Merger and the Merger Agreement by the stockholders of MIM and the shareholders of Chronimed, the approval of the issuance of shares of common stock of MIM to be issued in the Merger by the shareholders of MIM, the expiration or termination of any applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Securities and Exchange Commission clearance and other customary closing conditions. The parties anticipate that the transaction will be completed before the end of calendar year 2004.

On August 9, 2004, Chronimed and MIM issued a joint press release announcing the Merger. A copy of the press release is attached hereto as Exhibit 99.1.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which is attached hereto as Exhibit 99.2.

Item 7. Financial Statements and Exhibits.

Exhibits:

Exhibit No.	Description
99.1	Joint Press Release of MIM Corporation and Chronimed Inc., dated August 9, 2004.
99.2	Agreement and Plan of Merger, dated as of August 9, 2004, among MIM Corporation, Corvette Acquisition Corp. and Chronimed Inc.

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 duly authorized.

Date: August 9, 2004

MIM CORPORATION

By: \s\James S. Lusk
James S. Lusk, Chief Financial Officer