

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)\*

MIM Corporation

(Name of Issuer)

Common Stock \$.0001 Par Value Per Share

(Title of Class of Securities)

553 044-10-8

(CUSIP Number)

Abba David Poliakoff, Esquire  
Gordon, Feinblatt, Rothman, Hoffberger & Hollander, LLC  
233 E. Redwood Street,  
Baltimore, Maryland 21202  
(410) 576-4067

Stephen Hamilton, Esquire  
Skadden, Arps, Slate, Meagher & Flom, LLP  
1440 New York Avenue N.W.  
Washington, DC 20005-2107  
(202) 371-7010

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

August 15, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 553 044-10-8

PAGE 2 OF 5

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Livingston Group LLC\* 52-2248950

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Maryland

NUMBER OF	7	SOLE VOTING POWER	
SHARES		1,492,947	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		1,492,947	
PERSON WITH	10	SHARED DISPOSITIVE POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,492,947

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7%

14 TYPE OF REPORTING PERSON  
00

\* Livingston Group LLC is a Maryland limited liability company which acted as the "Designated Seller" in a Purchase Agreement between the issuer and American Disease Management Associates, L.L.C., and which acquired the shares referred to above in that transaction. The members of Livingston Group, LLC are: John Chay, Bruce Blake, Elizabeth Williams, Sal Rafanelli, George Brown and family (David Brown, Christopher Brown, Kathy Noonan and Regina Brown).

SCHEDULE 13D

CUSIP NO. 553 044-10-8

PAGE 3 OF 8

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John Chay

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
7 SOLE VOTING POWER  
1,492,947\*  
8 SHARED VOTING POWER  
9 SOLE DISPOSITIVE POWER  
1,492,947\*  
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,492,947

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7%

14 TYPE OF REPORTING PERSON  
IN

\* Represents shares owned by Livingston Group, LLC, of which Mr. Chay is the managing member and the controlling member of the entity by virtue of his ownership of 50% of the membership interests of the entity.

SCHEDULE 13D

This Amendment No. 3 amends the Statement on Schedule 13D filed on May 16, 2001, and amended on June 8, 2001 (as amended, the "Schedule 13D") by and on behalf of Livingston Group, LLC and John Chay (collectively the "Reporting Person") in respect of the shares of common stock of MIM Corporation (the "Issuer").

Except as otherwise indicated, capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D filed on May 16, 2001 (the "Initial Filing"). As used herein, the "Issuer" shall mean MIM Corporation.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Initial Filing is hereby amended by deleting Item 5 in its entirety and inserting the following in lieu thereof:

(a) As of the date hereof, the Reporting Person and John Chay own 1,492,947 Shares, or 7% of the issued and outstanding Common Stock. The percentages of outstanding shares of Common Stock used in this Schedule 13D are calculated based upon the 21,323,941 shares of Common Stock stated by the Issuer to be issued and outstanding at August 2, 2001, as reflected in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.

(b) The Reporting Person and John Chay have the shared power to vote or direct the vote of, and shared power to dispose or direct the disposition of, 1,492,947 Shares of the Common Stock.

(c) During the sixty day period ended as of the date hereof, transactions in the Common Stock effected by the Reporting Person are set forth below:

Date	No. of Shares Sold	Price per Share
----	-----	-----
8/15/01	1,000,000	\$10.02
8/15/01	120,000	\$10.40
8/16/01	85,000	\$10.3059

The Shares were sold in "brokers' transactions" within the meaning of Section 4(4) of the Securities Act of 1933, as amended (the "Act") pursuant to Rule 144 under the Act.

(d) N/A

(e) N/A

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 17, 2001

THE LIVINGSTON GROUP LLC

By: /s/ John Chay  
-----  
John Chay, Managing Member

/s/ John Chay  
-----  
John Chay, individually