

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

MIM CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

050489664

(State of Incorporation or Organization)

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

ONE BLUE HILL PLAZA
PEARL RIVER, NEW YORK

10965

(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

NONE

NOT APPLICABLE

Securities to be registered pursuant to Section 12(g) of the Act:

COMMON STOCK

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

Holders of Common Stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Accordingly, holders of a majority of the outstanding shares of Common Stock entitled to vote in any election of directors may elect all the directors standing for election. Holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Company's Board of Directors out of funds legally available therefor. Upon the liquidation, dissolution or winding up of the Company, holders of Common Stock are entitled to receive ratably the net assets of the Company available for distribution after the payment of, or adequate provision for, all debts and other liabilities of the Company. Holders of Common Stock have no preemptive, subscription, redemption, sinking fund or conversion rights. Immediately upon consummation of the Offering, all of the then outstanding shares of Common Stock will be validly issued, fully paid and nonassessable by the Company.

Item 2. Exhibits.

None.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

MIM CORPORATION

Date: July 30, 1996

By: /s/ Richard H. Friedman

Richard H. Friedman
Chief Operating Officer