

-----  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

FORM 8-K/A

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 4, 2000  
-----

MIM Corporation  
-----

(Exact name of registrant as specified in its charter)

Delaware

0-28740

05-0489664

-----  
(State of incorporation) (Commission File Number)

-----  
(IRS Employer  
Identification No.)

100 Clearbrook Road, Elmsford, NY

10523

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Registrant's telephone number, including area code: (914) 460-1600  
-----

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

Item 2. Acquisition or Disposition of Assets.

This Form 8-K/A is being filed to amend the Form 8-K filed on August 10, 2000 by MIM Corporation (the "Company") to include financial statements and pro forma financial information referred to in Item 7 below relating to the acquisition by the Company, through its principal pharmacy benefit management operating subsidiary, MIM Health Plans, Inc. ("Health Plans") of American Disease Management Associates L.L.C., a Delaware limited liability company ("ADIMA"), pursuant to a Purchase Agreement dated as of August 3, 2000 (the "Purchase Agreement"). At the time of the filing of the Form 8-K, it was impractical for the Company to provide financial information for ADIMA or pro forma financial information of the Company relative to its acquisition of ADIMA. Pursuant to the instructions for Item 7 of Form 8-K, the Company hereby amends Item 7 to the Form 8-K to include the previously omitted information.

Item 5. Other Events

Effective August 31, 2000, Mr. Scott R. Yablon's employment in the Company was terminated. Prior to that time, he had served as the Company's President and Chief Operating Officer. In addition, Mr. Yablon resigned his positions as a member of the Board of Directors of the Company, and as an officer and director of each of the Company's subsidiaries. Mr. Yablon's duties and responsibilities have been assumed internally by members of existing management. The Company has no present intention of replacing Mr. Yablon or hiring additional personnel to perform any function previously performed by Mr. Yablon. The Company does not believe that Mr. Yablon's departure will have a material adverse effect on the Company or its present or future financial condition, performance or operations.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

- (a) Financial Statements of Business Acquired. The financial statements of ADIMA are submitted herewith as Exhibit 99.1.
- (b) Pro Forma Financial Information. The pro forma combined financial statements are submitted herewith as Exhibit 99.1.

(c) Exhibits.

- 2.1\* Purchase Agreement, dated as of August 3, 2000, among American Disease Management Associates L.L.C., its Members and Certain Related Parties, MIM Health Plans, Inc. and MIM Corporation.
- 4.1\* Registration Rights Agreement, dated as of August 3, 2000, by and between MIM Corporation and Livingston Group L.L.C.
- 10.1\* Employment Agreement, dated August 3, 2000, by and between American Disease Management Associates L.L.C., an indirect wholly owned subsidiary of MIM Corporation and Bruce Blake.
- 23.1 Consent of Independent Public Accountants.
- 99.1 Audited Financial Statements of American Disease Management Associates L.L.C. ("ADIMA"), as of December 31, 1999 and 1998 and for the years ended December 31, 1999, 1998 and 1997. Unaudited Interim Financial Statements of ADIMA as of June 30, 2000, and for the periods ended June 30, 1999 and 2000 and certain unaudited Pro Forma financial data.

\* Incorporated by reference to the Company's Current Report on Form 8-K filed on August 10, 2000.

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 hereunto duly authorized.

Date: October 18, 2000

MIM Corporation

By: /s/ Barry A. Posner

-----  
Name: Barry A. Posner  
Title: Vice President

Exhibit No.	Exhibit
2.1*	Purchase Agreement, dated as of August 3, 2000, among American Disease Management Associates, L.L.C., its Members and Certain Related Parties, MIM Health Plans, Inc. and MIM Corporation.
4.1*	Registration Rights Agreement, dated as of August 3, 2000, by and between MIM Corporation and Livingston Group L.L.C.
10.1*	Employment Agreement, dated August 3, 2000, by and between American Disease Management Associates L.L.C., an indirect wholly owned subsidiary of MIM Corporation and Bruce Blake.
23.1	Consent of Independent Public Accountants.
99.1	Audited Financial Statements of American Disease Management Associates L.L.C. ("ADIMA"), as of December 31, 1999 and 1998 and for the years ended December 31, 1999, 1998 and 1997. Unaudited Interim Financial Statements of ADIMA as of June 30, 2000, and for the periods ended June 30, 1999 and 2000 and certain unaudited Pro Forma financial data.

\* Incorporated by reference to the Company's Current Report on Form 8-K filed on August 10, 2000.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the inclusion of our report dated October 11, 2000 on the financial statements of American Disease Management Associates L.L.C. as of December 31, 1999 and 1998 and for the three years in the period ended December 31, 1999 in this current report on Form 8-K/A of MIM Corporation.

ARTHUR ANDERSEN LLP

Roseland, New Jersey  
October 18, 2000

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To American Disease Management Associates L.L.C.:

We have audited the accompanying balance sheets of American Disease Management Associates L.L.C. (the "Company") as of December 31, 1999 and 1998 and the related statements of income, members' equity and cash flows for each of the three years in the period ended December 31, 1999. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of American Disease Management Associates L.L.C. as of December 31, 1999 and 1998, and the results of their operations and their cash flows each of the three years in the period ended December 31, 1999, in conformity with accounting principles generally accepted in the United States.

Arthur Andersen LLP

Roseland, New Jersey  
October 11, 2000

EXHIBIT 99.1

AMERICAN DISEASE MANAGEMENT ASSOCIATES L.L.C.  
BALANCE SHEETS  
(in thousands)

	As of December 31,		As of June 30, 2000
	1998	1999	(unaudited)
	----	----	-----
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	\$ 6	\$ 934	\$ 918
Accounts receivable, less allowance for doubtful accounts of \$231, \$645 and \$645, respectively	1,841	2,605	2,761
Inventory	203	1,053	923
Prepaid expenses and other current assets	11	20	11
	-----	-----	-----
Total current assets	2,061	4,612	4,613
Property and equipment, net	105	105	137
Other assets	18	18	21
	-----	-----	-----
Total assets	\$2,184	\$4,735	\$4,771
	=====	=====	=====
<b>LIABILITIES AND MEMBERS' EQUITY</b>			
Current liabilities			
Current portion of capital lease obligations	\$ 24	\$ 13	\$ --
Notes payable	275	160	100
Accounts payable	114	185	690
Member distributions payable	151	136	--
Accrued expenses	74	14	112
	-----	-----	-----
Total current liabilities	638	508	902
Capital lease obligations	13	--	--
Commitments and Contingencies			
Members' equity			
Members' capital	9	9	9
Retained earnings	1,524	4,218	3,860
	-----	-----	-----

Total members' equity	1,533	4,227	3,869
	-----	-----	-----
Total liabilities and members' equity	\$2,184	\$4,735	\$4,771
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

EXHIBIT 99.1  
 AMERICAN DISEASE MANAGEMENT L.L.C.  
 STATEMENTS OF INCOME  
 (in thousands)

	For the Years Ended December 31,			For the Periods Ended June 30,	
	1997	1998	1999	1999	2000
	-----	-----	-----	-----	-----
				(unaudited)	(unaudited)
Revenue	\$ 2,215	\$ 5,107	\$11,605	\$ 4,285	\$ 8,560
Cost of revenue	1,191	2,372	5,811	2,253	4,899
	-----	-----	-----	-----	-----
Gross profit	1,024	2,735	5,794	2,032	3,661
General and administrative expenses	526	1,335	2,290	953	1,306
	-----	-----	-----	-----	-----
Income from operations	498	1,400	3,504	1,079	2,355
Interest (expense) income , net	(25)	(24)	16	(4)	37
	-----	-----	-----	-----	-----
Net income	\$ 473	\$ 1,376	\$ 3,520	\$ 1,075	\$ 2,392
	=====	=====	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

EXHIBIT 99.1  
 AMERICAN DISEASE MANAGEMENT ASSOCIATES L.L.C.  
 STATEMENTS OF CASH FLOWS  
 (in thousands)

	For the Years Ended December 31,			For the Periods Ended June 30,	
	1997	1998	1999	1999	2000
				(unaudited)	(unaudited)
Cash flows from operating activities:					
Net income	\$ 473	\$ 1,376	\$ 3,520	\$ 1,075	\$ 2,392
Adjustments to reconcile net income to net cash (used in) provided by operating activities:					
Depreciation and amortization	8	16	25	10	12
Provision for losses on receivables	--	231	414	207	--
Changes in assets and liabilities					
Receivables	(634)	(1,248)	(1,178)	(545)	(156)
Inventory	--	(203)	(850)	(132)	130
Prepaid expenses and other current assets	--	(11)	(9)	(4)	9
Other assets	(2)	2	--	--	(3)
Accounts payable	101	(60)	71	68	505
Accrued expenses	25	28	(60)	10	98
Member distributions payable	--	151	(15)	(41)	(136)
Net cash (used in) provided by operating activities	(29)	282	1,918	648	2,851
	-----	-----	-----	-----	-----
Cash flows from investing activities:					
Purchases of property and equipment	(16)	(87)	(25)	(16)	(44)
	-----	-----	-----	-----	-----
Net cash used in investing activities	(16)	(87)	(25)	(16)	(44)
	-----	-----	-----	-----	-----
Cash flows from financing activities:					
Borrowings from capital lease obligations	--	37	--	--	--
Payments on capital lease obligations	--	--	(24)	(11)	(13)
Borrowings (repayments) of notes payable	55	--	(115)	(45)	(60)
Distributions to members	--	(250)	(826)	--	(2,750)
	-----	-----	-----	-----	-----
Net cash provided by (used in) financing activities	55	(213)	(965)	(56)	(2,823)
	-----	-----	-----	-----	-----
Net decrease (increase) in cash and cash equivalents	10	(18)	928	576	(16)
Cash and cash equivalents -- beginning of period	14	24	6	6	934
	-----	-----	-----	-----	-----
Cash and cash equivalents -- end of period	\$ 24	\$ 6	\$ 934	\$ 582	\$ 918
	=====	=====	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

EXHIBIT 99.1  
 AMERICAN DISEASE MANAGEMENT ASSOCIATES L.L.C.  
 STATEMENTS OF MEMBERS' EQUITY  
 (in thousands)

	Members' Capital -----	Retained Earnings -----	Total Members' Equity -----
Balance at December 31, 1996	\$ 9	\$ (75)	\$ (66)
Net income	--	473	473
Balance at December 31, 1997	9	398	407
Distributions	--	(250)	(250)
Net income	--	1,376	1,376
Balance at December 31, 1998	9	1,524	1,533
Distributions	--	(826)	(826)
Net income	--	3,520	3,520
Balance at December 31, 1999	9	4,218	4,227
Distributions	--	(2,750)	(2,750)
Net income	--	2,392	2,392
Balance at June 30, 2000	\$ 9	\$ 3,860	\$ 3,869

The accompanying notes are an integral part of these financial statements.

AMERICAN DISEASE MANAGEMENT ASSOCIATES, L.L.C.  
NOTES TO FINANCIAL STATEMENTS

Data with respect to the periods ended June 30, 1999 and 2000 is unaudited  
(in thousands)

NOTE 1 - BUSINESS

American Disease Management Associates, L.L.C. ("ADIMA" or the "Company") provides high-tech intravenous and injectible specialty pharmaceutical products to chronically ill patients receiving healthcare services from home by highly trained IV certified registered nurses, typically after a hospital discharge. ADIMA has established itself among its managed care client base as a high quality provider of specialty pharmaceutical infusion and injectible products. ADIMA provides these products and services to managed care organization's plan members principally residing in the New York and New Jersey metropolitan areas.

ADIMA's customers are individual patients with various debilitating illnesses. The Company provides services directly to individual clients and bills the appropriate third party payor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and investments with original maturities of three months or less.

Accounts Receivable

Accounts receivable includes amounts due from insurance companies according to the contractual agreements. The allowance for doubtful accounts was \$231, \$645, and \$645 as of December 31, 1998, December 31, 1999, and June 30, 2000, respectively.

Inventory

Inventory is stated at the lower of cost or market. The cost of inventory is determined using the first-in, first-out (FIFO) method.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation is provided on the straight-line method over the estimated useful lives of the assets (three to seven years). Medical equipment consists of components used during infusion therapy services. Leasehold improvements are amortized using the straight-line basis over the related lease term or estimated useful life of the assets, whichever is less.

#### Fair Value of Financial Instruments

The Company's financial instruments consist mainly of cash and cash equivalents, accounts receivable, accounts payable, and notes payable. The carrying amounts of these financial instruments approximate fair value due to their short-term nature.

#### Revenue Recognition

Revenue is recognized at the time of service, at the amount to be received from the insurance carriers according to contractual agreements.

#### Cost of Revenue

Cost of revenue includes drug costs, ancillary supply costs, nursing costs, and bio-hazardous waste removal costs.

#### Tax Status

The members of the Company are taxed on their share of the Company's taxable income. Therefore, no provision for Federal or state income taxes has been included in the financial statements for the Company.

#### NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consists of the following:

	As of December 31,		As of June 30,
	1998	1999	(unaudited) 2000
Furniture and fixtures	\$10	\$13	\$22
Computer and office equipment	40	60	90
Leasehold improvements	14	14	26
Medical equipment	67	69	62
	131	156	200
Less: Accumulated depreciation	(26)	(51)	(63)
Property and equipment, net	\$105	\$105	\$137

#### NOTE 4 - NOTES PAYABLE

In August 1996, the Company entered into a \$220 note payable agreement, due on demand, with a third party. The note bears interest at 10% per annum on the unpaid principal balance. Additionally, in March 1997, the Company entered into a \$55 note payable agreement, due on demand, with the same third party and the same terms. As of December 31, 1998, December 31, 1999, and June 30, 2000, \$275, \$160, and \$100, respectively, were outstanding.

NOTE 5 - COMMITMENTS AND CONTINGENCIES

Leases

In July 1996, the Company signed a three-year lease agreement for office space. In February 2000, the Company extended the lease agreement through February 2003. Rent expense for the years ended December 31, 1997, 1998, and 1999 and for the periods ended June 30, 1999 and 2000, was \$58, \$58, \$59, \$29, and \$48, respectively.

The future minimum lease obligations under the agreement as of June 30, 2000, for the applicable calendar year are as follows:

2000	\$48
2001	96
2002	96
2003	16

Litigation

The Company is not currently involved in any litigation.

NOTE 6 - SUBSEQUENT EVENT

On August 4, 2000, the Company was acquired by MIM Corporation for approximately \$24,035 in cash and MIM Corporation common stock.

EXHIBIT 99.1  
UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION  
(amounts are in thousands of dollars)

On August 4, 2000, MIM Corporation and subsidiaries ("MIM") completed its acquisition of American Disease Management Associates, L.L.C. ("ADIMA"). The acquisition was treated as a purchase for financial reporting purposes. The aggregate purchase price approximated \$24,035, and included \$19,000 in cash and 2,697,947 shares of MIM common stock valued at \$5,035. The excess of the purchase price over the fair value of net assets acquired will be amortized over the estimated useful life of 20 years.

The following unaudited pro forma combined condensed financial statements are based on the respective historical consolidated financial statements and the notes thereto of MIM and ADIMA. The unaudited pro forma combined condensed balance sheet assumes that the acquisition took place on June 30, 2000. The unaudited pro forma combined condensed statements of operations assumes that the acquisition took place on January 1, 1999.

The unaudited pro forma combined condensed financial statements are based on the estimates and assumptions set forth in the notes to such statements. The pro forma adjustments made in connection with the development of the pro forma information are preliminary and have been made solely for purposes of developing such pro forma information for illustrative purposes. The amount of the purchase price in excess of ADIMA's net assets acquired has been allocated to goodwill based on management estimates and the allocation will be finalized based on an appraisal. Although MIM does not expect that the final allocation will be materially different from these estimates, there can be no assurances that such differences, if any will not be material. The unaudited pro forma combined condensed financial statements do not purport to be indicative of the results of operations for future periods or the combined financial position or the results that actually would have resulted had the entity been a single entity during these periods.

These unaudited pro forma combined condensed financial statements should be read in conjunction with the historical financial statements and the related notes thereto of MIM and ADIMA.



UNAUDITED PRO FORMA COMBINED CONDENSED BALANCE SHEET  
(in thousands)

	As of June 30, 2000			
	MIM ---	ADIMA -----	Pro Forma -----	MIM ---
	(Historical)	(Historical)	Adjustments	Pro Forma
<b>ASSETS</b>				
Cash & cash equivalents	\$ 20,586	\$ 918	\$ (19,000) (4)	\$ 2,504
Investment securities	5,000	--	--	5,000
Receivables, less allowance for doubtful accounts	55,289	2,761	--	58,050
Inventory	1,357	923	--	2,280
Prepaid expenses and other current assets	1,430	11	--	1,441
Total current assets	83,662	4,613	(19,000)	69,275
Other investments	2,347	--	--	2,347
Property, plant and equipment, net	8,792	137	--	8,929
Due from affiliates	1,909	--	--	1,909
Other assets, net	1,006	21	--	1,027
Intangible assets, net	19,447	--	20,165 (4,5)	39,612
<b>TOTAL ASSETS</b>	<b>\$ 117,163</b> =====	<b>\$ 4,771</b> =====	<b>\$ 1,165</b> =====	<b>\$ 123,099</b> =====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
Current portion of capital lease obligations	\$ 507	\$ --	\$ --	\$ 507
Current portion of long term debt	279	100	--	379
Accounts payable	6,384	690	--	7,074
Claims payable	35,273	--	--	35,273
Payable to plan sponsors and others	26,894	--	--	26,894
Accrued expenses	4,374	112	--	4,486
Total current liabilities	73,711	902	--	74,613
Capital lease, net of current portion	437	--	--	437
Long term debt, net of current portion	2,833	--	--	2,833
Other non current liabilities	985	--	--	985
Minority Interest	1,112	--	--	1,112
<b>Stockholders Equity</b>				
Preferred stock	--	--	--	--
Common stock	2	--	--	2
Treasury stock, at cost	(338)	--	--	(338)
Additional paid in capital	91,948	9	5,025 (3,5)	96,982
Accumulated deficit	(52,768)	3,860	(3,860)(5)	(52,768)
Stockholder notes receivable	(759)	--	--	(759)
Total stockholders' equity	38,085	3,869	1,165	43,119
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$117,163</b> =====	<b>\$ 4,771</b> =====	<b>\$ 1,165</b> =====	<b>\$ 123,099</b> =====



UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENTS OF OPERATIONS  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	Period ended June 30, 2000			
	MIM (Historical)	ADIMA (Historical)	Pro Forma Adjustments	MIM Pro Forma
Revenues	\$ 184,795	\$ 8,560	\$ --	\$ 193,355
Cost of revenues	169,659	4,899	--	174,558
Gross profit	15,136	3,661		18,797
General & administrative expenses	14,043	1,306	492 (1)	15,841
Income (loss) from operations	1,093	2,355	(492)	2,956
Interest income (expense)	714	37	(360)(2)	391
Net income (loss)	\$ 1,807	\$ 2,392	\$ (852)	\$ 3,347
Basic income per share	\$ 0.10	\$ --	--	\$ 0.16
Diluted income per share	\$ 0.09	\$ --	--	\$ 0.15
Weighted average common shares used in computing basic income per share	18,821		2,698 (3)	21,519
Weighted average common shares used in computing diluted income per share	19,218		2,698 (3)	21,916

UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENTS OF OPERATIONS  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	Year ended December 31, 1999			
	MIM (Historical)	ADIMA (Historical)	Pro Forma Adjustments	MIM Pro Forma
Revenues	\$ 377,420	\$ 11,605	--	\$ 389,025
Cost of revenues	347,115	5,811	--	352,926
Gross profit	30,305	5,794		36,099
General & administrative expenses	35,102	2,290	984 (1)	38,376
Income (loss) from operations	(4,797)	3,504	(984)	(2,277)
Interest income (expense)	1,012	16	(720) (2)	308
Net income (loss)	\$ (3,785)	\$ 3,520	\$ (1,704)	\$ (1,969)
Basic loss per share	\$ (0.20)	\$ --	--	\$ (0.09)
Diluted loss per share	\$ (0.20)	\$ --	--	\$ (0.09)
Weighted average common shares used in computing basic loss per share	18,660		2,698 (3)	21,358
Weighted average common shares used in computing diluted loss per share	18,660		2,698 (3)	21,358

NOTES TO UNAUDITED PRO FORMA  
COMBINED CONDENSED FINANCIAL STATEMENTS

- (1) Represents the amortization of goodwill over twenty years.
- (2) Represents the reduction of interest income for cash paid in connection with the ADIMA acquisition.
- (3) Represents the issuance of 2,697,947 shares of MIM common stock in connection with the acquisition. The MIM common stock has been valued at \$1.87 per share (average price per share of MIM common stock several days before and after the date of the agreement).
- (4) Represents the cash paid in connection with the ADIMA acquisition.
- (5) The amount of the purchase price in excess of ADIMA's net assets acquired which has been allocated to goodwill based on management estimates and the allocation will be finalized based on an appraisal.