

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MPM BIOVENTURES III LLC</u>  (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>200 CLARENDON ST., 54TH FLOOR</u>  (Street) <u>BOSTON MA 02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEALTHCARE ACQUISITION CORP [ PIP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/07/2007</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/03/2007		J <sup>(1)</sup>		3,239,443 <sup>(1)</sup>	A	(1)	3,364,443	I	See Footnote <sup>(2)</sup>
Common Stock	08/07/2007		P		125,000 <sup>(3)</sup>	A	\$7.7	3,489,443	I	See Footnote <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
8% Convertible Note	\$10	08/03/2007		J <sup>(5)</sup>		\$4,709,553.61	(6)	08/03/2009	Common Stock	470,953	(5)	\$4,709,553.61	I	See Footnote <sup>(7)</sup>
Stock Option (Right to Buy)	\$4.22	08/03/2007		A		1,104	(8)	01/18/2016	Common Stock	1,104	\$0	1,104	I	See Footnote <sup>(9)</sup>

1. Name and Address of Reporting Person\*  
MPM BIOVENTURES III LLC  
 (Last) (First) (Middle)  
C/O MPM ASSET MANAGEMENT  
200 CLARENDON ST., 54TH FLOOR  
 (Street)  
BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MPM BIOVENTURES III PARALLEL FUND, LP  
 (Last) (First) (Middle)  
C/O MPM ASSET MANAGEMENT  
200 CLARENDON ST., 54TH FLOOR  
 (Street)  
BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MPM BIOVENTURES III GMBH & CO.  
Beteiligungs KG

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON ST., 54TH FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[MPM BIOVENTURES III LP](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
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BOSTON MA 02116

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1. Name and Address of Reporting Person\*

[MPM BIOVENTURES III GP LP](#)

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BOSTON MA 02116

(City)

(State)

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1. Name and Address of Reporting Person\*

[MPM BIOVENTURES III QP LP](#)

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BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[MPM Asset Management Investors 2004 BVIII LLC](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT  
200 CLARENDON ST., 54TH FLOOR

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The shares were received in exchange for an aggregate of 17,933,960 shares of Series B and Series C Convertible Preferred Stock of PharmAthene, Inc. in connection with the acquisition of PharmAthene, Inc. through the merger of the Issuer's subsidiary into PharmAthene, Inc. (the "Merger"). The shares were received as follows: 2,686,710 by MPM BioVentures III-QP, L.P. ("BV III QP"), 180,663 by MPM BioVentures III, L.P. ("BV III"), 63,871 by MPM Asset Management Investors 2004 BVIII LLC ("AM 2004"), 81,147 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 227,052 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general partners of BV III QP, BV III and BV Parallel and BV KG. Luke Evinin, Ansbert Gadicke, Nicholas Galakatos, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are the members of MPM III LLC and AM 2004. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

2. The shares are held as follows: 2,790,382 by BV III QP, 187,634 by BV III, 66,336 by AM 2004, 84,278 by BV Parallel and 235,813 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

3. The shares were purchased as follows: 103,672 by BV III QP, 6,971 by BV III, 2,465 by AM 2004, 3,131 by BV Parallel and 8,761 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

4. The shares are held as follows: 2,894,054 by BV III QP, 194,605 by BV III, 68,801 by AM 2004, 87,409 by BV Parallel and 244,574 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

5. The notes were received in the Merger in cancellation of convertible promissory notes of PharmAthene, Inc. in the aggregate principal amount of \$4,425,867.53, plus accrued interest thereon.

6. Immediately convertible into shares of Common Stock of the Issuer at the rate of \$10.00 per share.

7. The notes are held as follows: \$3,905,976.55 by BV III QP, \$262,651.82 by BV III, \$92,858.30 by AM 2004, \$117,974.13 by BV Parallel and \$330,092.81 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

8. 25% of the shares underlying the option shall vest each year commencing on the first anniversary of January 18, 2006.

9. The option is held by Ansbert Gadicke.

**Remarks:**

