

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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): October 20, 2010

PHARMATHENE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32587
(Commission
File Number)

20-2726770
(IRS Employer
Identification No.)

One Park Place, Suite 450, Annapolis, Maryland
(Address of principal executive offices)

21401
(Zip Code)

Registrant's telephone number including area code: (410) 269-2600

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 20, 2010, the Board of Directors of PharmAthene, Inc. (the "Company") appointed Eric I. Richman to the position of President and Chief Executive Officer, effective immediately. Mr. Richman previously served as the Company's President and interim Chief Executive Officer since May 2010 and was its President and Chief Operating Officer between March and May 2010. Prior to being appointed President and Chief Operating Officer, Mr. Richman served as the Company's Senior Vice President, Business Development and Strategic Planning since joining then-privately-held PharmAthene in 2003.

In connection with his appointment, Mr. Richman received an option to purchase 125,000 shares of the Company's common stock at an exercise price of \$4.20 per share, which was the closing price of the common stock on the NYSE Amex on the date of grant. The option, granted under the Company's 2007 Long-Term Incentive Compensation Plan, vest in installments of 25% per year, with the first vesting to occur on the first anniversary of the date of grant.

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.

PHARMATHENE, INC.

(Registrant)

Date: October 26, 2010

By: /s/ Charles A. Reinhart III
Charles A. Reinhart III
Senior Vice President and Chief Financial Officer
