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): September 10, 2012

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

Delaware	**001-32587**	**20-2726770**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

One Park Place, Suite 450, Annapolis, Maryland	**21401**
(Address of principal executive offices)	**(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))

Item 7.01. Regulation FD.

Attached hereto as Exhibit 99.1 is a presentation that PharmAthene, Inc. plans to give at the Rodman & Renshaw Annual Global Investment Conference on September 10, 2012.

In accordance with General Instruction B.2. of Form 8-K, the information in this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit No.	Description
99.1	PharmAthene Presentation, dated September 10, 2012.

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: September 10, 2012

By: /s/ Jordan P. Karp
Jordan P. Karp
Senior Vice President and General Counsel

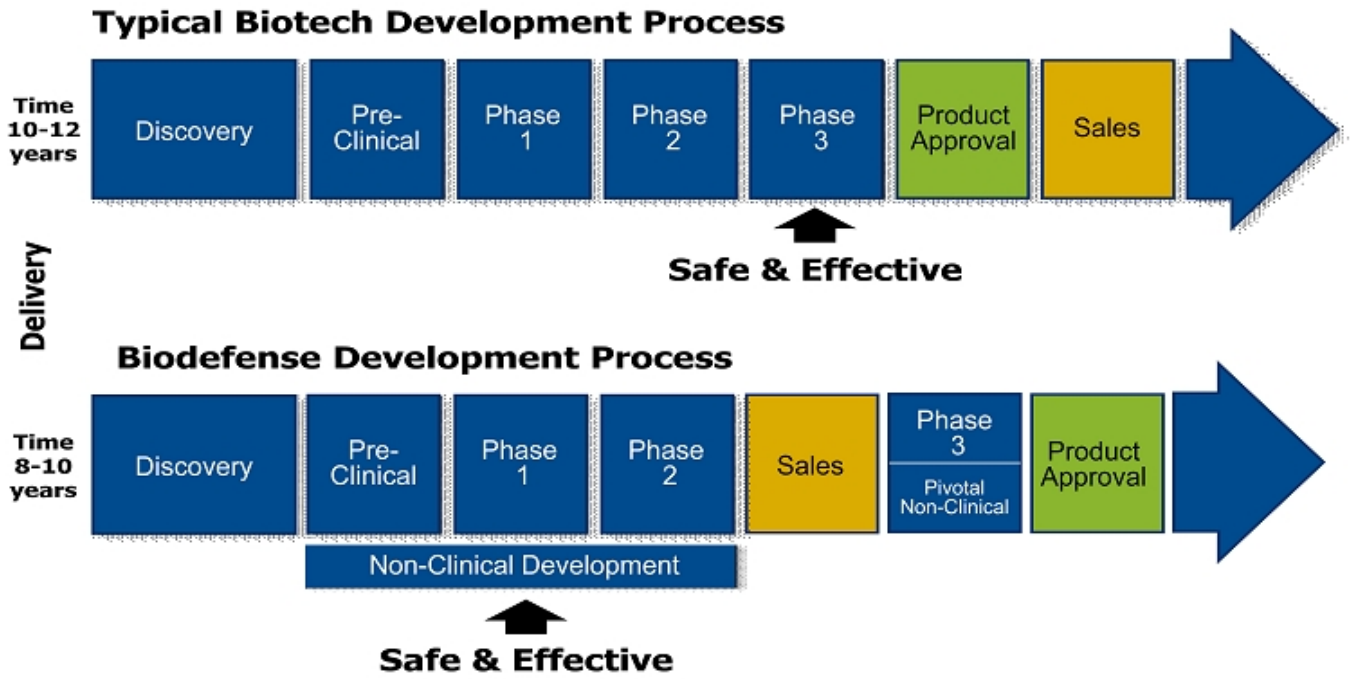
PharmAthene

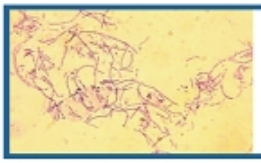
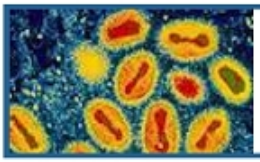
Rodman & Renshaw
14th Annual Healthcare Conference
September 10, 2012

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. This information may involve known and unknown risks, uncertainties and other factors that are difficult to predict and may cause the Company's actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe management's current expectations regarding the Company's future plans, strategies and objectives, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," "potential" or "plan" or the negative of these words or other variations on these words or comparable terminology. Such statements include, but are not limited to, statements about future government contract awards, potential payments under government contracts, potential regulatory approvals, future product advancements and anticipated financial results. These forward-looking statements are based on assumptions that may be incorrect, and we cannot assure you that the projections included in these forward-looking statements will come to pass. The Company's actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors, including, but not limited to the "Risk Factors" included in the Company's annual report on Form 10-K and other reports filed with the SEC, including the impact of the FDA placing SparVax™ on clinical hold.

- Leading biodefense company with diversified portfolio of medical countermeasures against biological and chemical threats
- Large and federally mandated multi-billion dollar biodefense market
- Pipeline addresses major threats - unmet national stockpiling requirements
- Contracting infrastructure to support U.S. Government needs
- Low cash burn; capital efficient model - development costs largely offset by non-dilutive U.S. Government funding
- Potential for significant near-term cash flow – ST-246® (Tecovirimat)

- Project BioShield legislation signed in 2004 by congressional mandate
- Enables U.S. Government to fund development and purchase of necessary medical countermeasures against leading threats – anthrax and smallpox and other agents
- Biomedical Advanced Research and Development Authority (BARDA) expected to provide $415M in funding for biodefense R&D in 2012
  - Agency of the Department of Health and Human Services (HHS) that procures biodefense drugs for the strategic national stockpile (SNS)


Typical Biotech Development Process
Time 10-12 years
Discovery
Pre-Clinical
Phase 1
Phase 2
Phase 3
Product Approval
Sales
Safe & Effective
Delivery
Biodefense Development Process
Time 8-10 years
Discovery
Pre-Clinical
Phase 1
Phase 2
Sales
Phase 3
Pivotal Non-Clinical
Product Approval
Non-Clinical Development
Safe & Effective

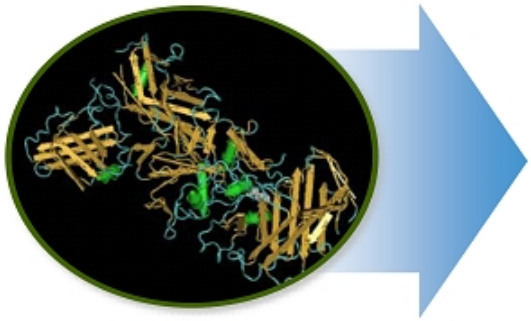
	**SparVax™** rPA Anthrax Vaccine	**$1.2B** 2015 - 2021
	**Valortim® (Bristol-Myers Squibb)** Anthrax Anti-Toxin	**>$500M**
	**ST-246® (SIGA Technologies)** Oral Smallpox Antiviral	**Up to ~$2.8B*** (50% economic interest)
	**rBChE** Nerve Agent Bioscavenger	**>$500M**

** Assumes full execution of "justification for other than full and open competition" notification initially issued by BARDA in December 2010 and supplemented in May 2011*
Sources: analyst reports; company estimates

- Current requirement for national anthrax stockpile is 75M doses
- Current vaccine (BioThrax®): 60 years old, uses antiquated and inefficient technology by today's standards
- Need for safer, more cost effective vaccine with enhanced production efficiency
  - The Institute of Medicine has called for replacement of the current vaccine with new state-of-the-art technology

Improved Vaccines: Critical During a National Emergency

Recombinant Protective Antigen (rPA) anthrax vaccine



SparVax™ Product Profile

- Highly purified recombinant protective antigen
  - Modern *E. coli*-based production
- ~700 individuals in Phase I and Phase II clinical trials
- Pre- and post-exposure protection
- Enhanced convenience and cost-effectiveness (PEP regimen)
  - 3 dose IM regimen
  - Enhanced convenience (prefilled syringe)
- Vaccine efficacy equal to or better than the licensed product

SparVax™ Ideally Suited to Fulfill Stockpile Requirement

- ✓ Completed Technology Transfer
- ✓ Successfully Established Manufacturing Process
  - Completed extensive assay development and qualification
  - Demonstrated 36-month product stability
  - Successful commercial scale-up to 1500L engineering run
  - Completed first commercial-scale cGMP run
- ✓ Positive Phase I and II clinical studies in UK and US
  - Safe and well-tolerated with no significant adverse events
  - Achieved antibody titers similar to protective levels in animals

Awarded >$213M in Government Funding to Date*

**If all milestones are met and all options exercised by Government*

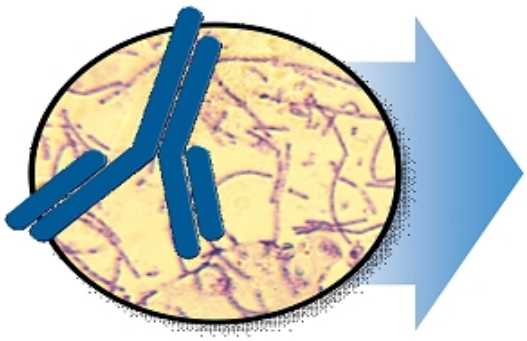
- PharmAthene notified the study was placed on clinical hold pending provision of additional stability data to FDA
- PharmAthene to provide requested data as part of a full response to FDA clinical hold
- Provision of data and ongoing discussions will determine timing impact

- Government requirement
  - Enhanced stability – maintain stability for 3 years at 35ºC
  - Improved potency – induce protective immunity in 2 or fewer doses
- PharmAthene's 3rd Generation rPA approach
  - rPA + adjuvant
  - Lyophilized rPA formulation
  - Potential partnership utilizing novel delivery technology
- Market Opportunity
  - 2021-2028: $1.5B

Goal: Capture Significant Market Share in Next Generation Anthrax Vaccine Markets

Source: analyst reports; company estimates

Fully human monoclonal antibody (MAb)



Bristol-Myers Squibb

Gov't Requirement for Anthrax Anti-Toxin

- Dept. of Homeland Security Material Threat Assessment: 200,000 treatments
- HHS active procurement program to fulfill requirement

Valortim® Product Profile

- Unique mechanism of action similar to natural immune response
- Effective Pre- and Post-Exposure
- Demonstrated significant protection after single dose in primates
- Potent ability to neutralize free and cell-bound anthrax toxin
- Potential sporicidal activity*

**Cross, et. Al, 2009; University of Maryland, Poster: Keystone Symposia on Molecular and Cellular Biology*

- Unmet need: current treatment options for post exposure are inadequate
  - Vaccines are not optimal for use post-exposure
  - Antibiotics are not optimally effective in individuals with active, symptomatic anthrax
- Valortim® is well positioned for procurement
  - Co-development partner: Bristol-Myers Squibb

Bristol-Myers Squibb

Awarded $27M in Government Funding to Date

* *under 2004 RFP requirement*

- Smallpox designated a "material threat" to the U.S. in 2004
- Highly contagious virus is easy to conceal, transport and disperse
- Current vaccine not a complete defense
  - Vaccination must occur pre-exposure or less than 4 days post-exposure
  - 4% of individuals do not develop immune response from vaccine
- Antivirals: needed for use after exposure and to treat patients showing symptoms
- HHS requirement for smallpox antiviral in 2007

 NOTE: The above based solely on information from the following public sources: Siga press releases and other public statements, Research analyst reports, SEC filings

Orally Administered Smallpox Antiviral Therapeutic

Used Post-Exposure

ST-246® (Tecovirimat) Product Profile

- Antiviral for post-event prophylaxis, treatment of symptomatic individuals
- Small molecule enables increased cost effectiveness and convenience
- Phase II trials completed; safe and well tolerated; pivotal trial to begin soon

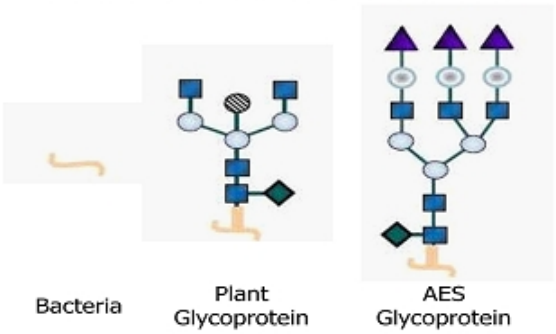
Only Smallpox Antiviral to Demonstrate Efficacy in Non-Human Primate Models

 NOTE: The above based solely on information from the following public sources: Siga press releases and other public statements, Research analyst reports, SEC filings

- Culmination of 5+-year breach of contract lawsuit in PharmAthene's favor
- Court awarded PIP 50% net profits on ST-246 WW sales for 10 years
  - After initial $40M in net profits goes to SIGA
  - PTHN awarded $2.4MM to cover attorney fees and expert witness costs
- Market Opportunity
  - $433M already awarded to SIGA from initial base procurement contract
  - Up to $2.8B for potential purchases to satisfy stockpile requirement
  - Potential for international contracts
- Next Steps
  - Initial delivery expected in 1Q 2013
  - SIGA filed notice of appeal June 12, 2012; initial brief filed July 27; PharmAthene response brief filed August 27
  - As of Jan. 2011, Vice-Chancellor Parsons has been appealed 48 times. Of these 4 were reversed and one was reversed in part, an overall rate of less than 10%
  - Resolution expected in H1 2013

[16] *NOTE: The above based solely on information from the following public sources: Siga press releases and other public statements, Research analyst reports, SEC filings*

Fully human rBChE produced in human cell line



Identical to natural human bioscavenger BChE

Nerve Agent Bioscavenger

- Prevents damage from chemical nerve agents
- Robust advanced expression system (AES) technology platform
- $5.7M in DoD funding

Key Advantages

- Cell culture-based manufacturing
- Scalable manufacturing process
- Streamlined development and production with clear regulatory path

	2012 H1	2012 H2	2013 H1	2013 H2
Confirmation of ST-246 financial interest	■			
Complete SparVax™ clinical lot fill	■			
ST-246® (Tecovirimat) appeal; legal briefs filed		■		
Provide add'l data to satisfy FDA request		■	■	
ST-246 ® (Tecovirimat) Supreme Court appeal resolution			■	
Sales of ST-246® (Tecovirimat) to US Gov't commence			■	

Eric I. Richman President & Chief Executive Officer	MedImmune, HealthCare Ventures
Linda L. Chang SVP, Chief Financial Officer	Human Genome Sciences, Booz Allen & Hamilton
Francesca Cook SVP, Policy & Government Affairs	Guilford, Covance, US Senate, DHHS
Thomas R. Fuerst, PhD EVP, Chief Scientific Officer	DHHS (BARDA), Sanofi Pasteur, MedImmune
Jordan Karp, JD SVP, General Counsel	Guilford, Constellation Energy, Mentor, MCI
Wayne Morges, PhD SVP, Regulatory Affairs & Quality	Baxter Healthcare, Merck

- As of June 30, 2012
  - Cash, cash equivalents, U.S. government receivables: $20.0M
  - Q2 2012 Revenue: $6.3M

- Q2 operating expenses decreased 18% year-over-year
- On track to achieve stated objective of reducing cash burn to approx $6.0 million in 2012
- Company financed through expected delivery of ST-246® (Tecovirimat)

- **Leading biodefense company with diversified portfolio of vital medical countermeasures**
  - Up to >$600M in U.S. Government funding to date*
  - Differentiated next-generation products
- **Infrastructure to support Government biodefense needs**
  - Potential for significant future cash flows**
    - ✓ Awarded $213M Government funding commitments for SparVax™ to date
    - ✓ Awarded $27.8M DoD Advanced Development Funding for Valortim® to date
- **Large and federally mandated national biodefense market**
  - Urgent stockpile requirements, multi-billion dollar market
- **Low cash burn; benefits from non-dilutive U.S. Government funding**
  - Company financed through expected delivery of ST-246® (Tecovirimat)
- **Experienced management team**
  - Previous long-term working relationships with strong execution skills

Amount includes all currently active and terminated contracts; does not include any amounts payable under the profit split related to ST-246
**If all milestones are met and options exercised by Government*