

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><b>WRIGHT DAVID P</b><br><br>(Last) (First) (Middle)<br><b>C/O PHARMATHENE, INC.</b><br><b>ONE PARK PLACE, SUITE 450</b><br><br>(Street)<br><b>ANNAPOLIS MD 21401</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>HEALTHCARE ACQUISITION CORP [ PIP ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Chief Executive Officer / Member of Section 13(d) Group</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/03/2007</b>                     |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><b>08/08/2007</b>   |   |   |

**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, \$0.0001 par value per share | 08/03/2007                           |  | J <sup>(1)</sup>               |   | 50,541 <sup>(2)</sup>   | A          | (3)   | 100,541   | D  |   |
| Common Stock, \$0.0001 par value per share | 08/10/2007                           |  | J <sup>(1)</sup>               |   | 1,274 <sup>(4)</sup>  | A          | (3)   | 101,815   | D  |   |
| Common Stock, \$0.0001 par value per share | 08/30/2007                           |  | J                              |   | 100,000   | A          | (5)   | 201,815   | D  |   |

**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 |   |  |  |   |  | Title |
| Stock Option (right to buy)                | \$3.28   | 08/03/2007                           |  | A                              |   | 52,044   |     | 07/15/2003   | 07/15/2013      | Common Stock  | 52,044                                     | (6)  | 52,044  | D  |       |
| Stock Option (right to buy)                | \$4.22   | 08/03/2007                           |  | A                              |   | 41,006   |     | 01/18/2005   | 01/18/2015      | Common Stock  | 41,006                                     | (6)  | 41,006  | D  |       |
| Stock Option (right to buy)                | \$4.22   | 08/03/2007                           |  | A                              |   | 6,420  |     | 01/01/2006   | 01/01/2016      | Common Stock  | 6,420                                      | (6)  | 6,420   | D  |       |
| Stock Option (right to buy)                | \$4.22   | 08/03/2007                           |  | A                              |   | 4,063  |     | 01/04/2007   | 01/04/2017      | Common Stock  | 4,063                                      | (6)  | 4,063   | D  |       |
| Unsecured Convertible Note                 | \$10   | 08/03/2007                           |  | A                              |   | 5,313  |     | 08/03/2007   | 08/03/2009      | Common Stock  | 5,313                                      | (7)  | 5,313   | D  |       |
| Stock Option (right to buy)                | \$5.36   | 08/30/2007                           |  | A                              |   | 750,000  |     | (8)  | 08/30/2017      | Common Stock  | 750,000                                    | (5)  | 750,000   | D  |       |

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated as of January 19, 2007, the Issuer, PAI Acquisition Corp., a Delaware Corporation and a direct wholly-owned subsidiary of the Issuer ("Merger Sub"), and PharmAthene, Inc., a privately held Delaware corporation ("Target"), Merger Sub merged with and into Target as a result of which Target became a wholly-owned subsidiary of the Issuer (the "Merger").
- Received in the Merger in exchange for 1,015,520 shares of Target common stock. The merger agreement provides that the former stockholders of Target may receive additional shares of the Issuer common stock if holders of more than 5% of the Issuer common stock exercise their conversion rights which was to be determined within 3 business days following the effective date of the merger (8/8/07) (the "Adjustment Shares"). The Reporting Person's right to receive a pro rata portion of the Adjustment Shares pursuant to this right became fixed and irrevocable on August 3, 2007, the effective date of the merger. The calculation of the Adjustment Shares issuable was finalized on August 9, 2007. See Note 4 below.
- On August 3, 2007, the effective date of the Merger, the closing price of the Issuer's common stock was \$6.16 per share.
- On August 9, 2007, the pro rata portion of the Adjustment Shares to be received by the Reporting Person was determined.
- On August 30, 2007, the date such stock options were granted and restricted stock was issued, the closing price of the Issuer's common stock was \$5.36 per share.
- Received in the Merger in exchange for 2,284,326 stock options of the Target, issuable upon exercise.
- Received in the Merger in exchange for a convertible note of the Target in the principal amount of \$50,000 (plus accrued interest). Immediately convertible into shares of common stock of Issuer at the rate of \$10 per share.
- The option vests over a 5 year period with 25% vesting on the first anniversary of the grant date or 08/30/2008 and the remainder vesting monthly on a pro-rata basis over the succeeding 48 months following the anniversary date.

**Remarks:**

This amendment is being filed to reflect the corrected number of shares issued to Mr. Wright under the Merger and noted in Note 2 above, the issuance of restricted common stock noted in Notes 5 and 6 above, and

the issuance of stock options noted in Note 9 above.

/s/ David P. Wright

09/04/2007

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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