SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

		3. Issuer Name and Ticker or Trading Symbol <u>HEALTHCARE ACQUISITION CORP</u> [HAQ]					
(Last) (First) (Middle) C/O PHARMATHENE, INC.			4. Relationship of Reporting Perso (Check all applicable) Director	on(s) to Issuer 10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)	
ONE PARK PLACE, SUITE 450			X Officer (give title below) X			6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street) ANNAPOLIS MD 21401			Chief Executive Officer / m 13(d) group		ection		y One Reporting Person y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock, \$0.001 par value per share ⁽¹⁾			50,000	D			
Common Stock, \$0.001 par value per share ⁽²⁾			50,542 ⁽³⁾	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversio or Exercis	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy) ⁽⁴⁾	07/15/2003	07/15/2013	Common Stock	46,604	3.28	D	
Employee Stock Option (right to buy) ⁽⁴⁾	01/18/2005	01/18/2015	Common Stock	37,005	4.22	D	
Employee Stock Option (right to buy) ⁽⁴⁾	01/01/2006	01/01/2016	Common Stock	5,834	4.22	D	
Employee Stock Option (right to buy) ⁽⁴⁾	01/04/2007	01/04/2017	Common Stock	3,317	4.22	D	
Unsecured Convertible Note ⁽⁵⁾	08/03/2007	08/03/2009	Common Stock	5,313	10	D	

Explanation of Responses:

1. Open market or private purchase of common stock of Issuer prior to the effective time of the merger for \$7.70 per share (see also note 2 below).

2. Pursuant to the Agreement and Plan of Merger, dated as of January 19, 2007, between 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 Issuer.

3. 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 Issuer common stock if holders of more than 5% of Issuer common stock exercise their conversion rights which shall be determined within 3 business days following the effective date of the merger (8/8/07). The reporting person's right to receive a pro rata portion of the additional shares pursuant to this right became fixed and irrevocable on the effective date of the merger. On August 3, 2007, the effective date of the merger, the closing price of the Issuer's common stock was \$6.16 per share.

4. Received in the merger in exchange for 2,284,326 employee stock options in the Target, issuable upon exercise.

5. 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.

Remarks:

/s/ David P. Wright

08/07/2007

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.