

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): May 2, 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 May 2, 2010, the Board of Directors (the "Board") of PharmAthene, Inc. (the "Company") appointed Eric I. Richman, 49, to the position of interim Chief Executive Officer of the Company. Mr. Richman had previously served as the Company's President and Chief Operating Officer since March 25, 2010. As such, he had management oversight of all day-to-day operations of the Company. Prior to being appointed President and Chief Operating Officer, Mr. Richman was our Senior Vice President, Business Development and Strategic Planning since joining then-privately-held PharmAthene, Inc. in 2003.

On May 4, 2010, David P. Wright resigned from the Board of the Company.

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**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: May 6, 2010

By: /s/ Jordan P. Karp

Jordan P. Karp

Senior Vice President and General Counsel

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