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): February 1, 2017

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 Disclosure.

Item 8.01. Other Events.

On February 1, 2017, PharmAthene, Inc. provided supplemental information regarding the previously announced merger transaction with Altimmune, Inc. in connection with a presentation to investors. A copy of the presentation is attached hereto as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information in this Item 7.01, including Exhibit 99.1 shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01, including Exhibit 99.1 shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

No.	Description
99.1	PharmAthene, Inc. Presentation

Important Additional Information about the Proposed Merger Transaction

This communication is being made in respect of a proposed merger transaction involving Altimmune, Inc. and PharmAthene, Inc. PharmAthene intends to file a registration statement on Form S-4 with the U.S. Securities and Exchange Commission (the "SEC"), which will contain a joint proxy statement/prospectus/consent solicitation and other relevant materials, and plans to file with the SEC other documents regarding the proposed transaction. The final joint proxy statement/prospectus/consent solicitation will be sent to the stockholders of PharmAthene and Altimmune in connection with the special meetings of stockholders to be held to vote on matters relating to the proposed transaction. The joint proxy statement/prospectus/consent solicitation will contain information about PharmAthene, Altimmune, the proposed merger transaction, and related matters. STOCKHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS/CONSENT SOLICITATION (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE, AS THEY WILL CONTAIN IMPORTANT INFORMATION THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING A DECISION ABOUT THE MERGER TRANSACTION AND RELATED MATTERS. In addition to receiving the joint proxy statement/prospectus/consent solicitation and proxy card by mail, stockholders will also be able to obtain the joint proxy statement/prospectus/consent solicitation, as well as other filings containing information about PharmAthene, without charge, from the SEC's website (http://www.sec.gov) or, without charge, by directing a written request to: PharmAthene, Inc., One Park Place, Suite 450, Annapolis, Maryland 21401, Attention: Investor Relations.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction in connection with the merger transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in Solicitation

PharmAthene and its executive officers and directors may be deemed to be participants in the solicitation of proxies from PharmAthene's stockholders with respect to the matters relating to the proposed merger transaction. Altimmune may also be deemed a participant in such solicitation. Information regarding PharmAthene's executive officers and directors is available in PharmAthene's proxy statement on Schedule 14A, filed with the SEC on April 29, 2016. Information regarding any interest that PharmAthene, Altimmune or any of the executive officers or directors of PharmAthene or Altimmune may have in the transaction with Altimmune will be set forth in the joint proxy statement/prospectus/consent solicitation that PharmAthene intends to file with the SEC in connection with its stockholder vote on matters relating to the proposed merger transaction. Stockholders will be able to obtain this information by reading the joint proxy statement/prospectus/consent solicitation when it becomes available.

Forward-Looking Statements

Except for the historical information presented herein, matters discussed may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to certain risks and uncertainties that could cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. Statements that are not historical facts, including statements preceded by, followed by, or that include the words "will"; "potential"; "believe"; "anticipate"; "intend"; "plan"; "expect"; "estimate"; "could"; "may"; "should"; or similar statements are forward-looking statements. Such statements include, but are not limited to those referring to the potential for growth and the expected completion and outcome of the merger transaction and the transactions contemplated by the Merger Agreement and related agreements. PharmAthene disclaims any intent or obligation to update these forward-looking statements. Risks and uncertainties include, among others, failure to obtain necessary stockholder approval for the proposed merger transaction with Altimmune and the matters related thereto; failure of either party to meet the conditions to closing of the transaction; delays in completing the transaction and the risk that the transaction may not be completed at all; failure to realize the anticipated benefits from the transaction or delay in realization thereof; the businesses of PharmAthene and Altimmune may not be combined successfully, or such combination may take longer, be more difficult, time-consuming or costly to accomplish than expected; operating costs and business disruption during the pendency of and following the transaction, including adverse effects on employee retention and on business relationships with third parties; the combined company's need for and ability to obtain additional financing; risk associated with the reliability of the results of the studies relating to human safety and possible adverse effects resulting from the administration of the combined company's product candidates; unexpected funding delays and/or reductions or elimination of U.S. government funding for one or more of the combined company's development programs; the award of government contracts to competitors; unforeseen safety issues; unexpected determinations that these product candidates prove not to be effective and/or capable of being marketed as products; as well as risks detailed from time to time in PharmAthene's Form 10-K under the caption "Risk Factors" and in its other reports filed with the SEC. Copies of PharmAthene's public disclosure filings are available from its investor relations department and its website under the investor relations tab at http://www.pharmathene.com.

SIGNATURE

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.

By: /s/ John M. Gill
Name: John M. Gill
Title: Chief Executive Officer

Dated: February 1, 2017

Exhibit 99.1

PharmAthene

altimmune

Merger Overview

January 2017

FORWARD-LOOKING STATEMENT DISCLOSURE

Any statements made in this presentation relating to future financial or business performance, conditions, plans, prospects, trends, or strategies and other financial and business matters, including without limitation, the potential closing date of the proposed transaction, the amount of PharmAthene's net cash at closing, the prospects for commercializing or selling any products or drug candidates, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, when or if used in this press release, the words "may," "could," "should," "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict" and similar expressions and their variants, as they relate to PharmAthene, Altimmune or the management of either company, before or after the anticipated merger, may identify forward-looking statements. PharmAthene and Altimmune caution that these forward-looking statements are subject to numerous assumptions, risks, and uncertainties, which change over time. Important factors that may cause actual results to differ materially from the results discussed in the forward-looking statements or historical experience include risks and uncertainties, including the failure by PharmAthene or Altimmune to secure and maintain relationships with collaborators; risks relating to clinical trials; risks relating to the commercialization, if any, of PharmAthene's or Altimmune's proposed product candidates (such as marketing, regulatory, product liability, supply, competition, and other risks); dependence on the efforts of third parties; dependence on intellectual property; and risks that PharmAthene or Altimmune may lack the financial resources and access to capital to fund proposed operations. Further information on the factors and risks that could affect PharmAthene's business, financial conditions and results of operations are contained in PharmAthene's filings with the U.S. Securities and Exchange Commission, which are available at www.sec.gov.

Other risks and uncertainties are more fully described in PharmAthene's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC, and in other filings that PharmAthene makes and will make with the SEC in connection with the proposed transactions, including the Joint Proxy Statement/Prospectus/Consent Solicitation described below under "Important Additional Information about the Merger." Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The statements made herein speak only as of the date stated herein, and subsequent events and developments may cause our expectations and beliefs to change. While we may elect to update these forward-looking statements publicly at some point in the future, we specifically disclaim any obligation to do so, whether as a result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing our views as of any date after the date stated herein.

IMPORTANT ADDITIONAL INFORMATION ABOUT THE MERGER

This communication is being made in respect of the proposed merger involving PharmAthene, Inc. and Altimmune, Inc. PharmAthene will file with the Securities and Exchange Commission, or SEC, a current report on Form 8-K, which will include the merger agreement and related documents. In addition, PharmAthene intends to file a registration statement on Form S-4 with the SEC, which will contain a joint proxy statement/prospectus/consent solicitation and other relevant materials, and plans to file with the SEC other documents regarding the proposed transaction. The final joint proxy statement/prospectus/consent solicitation will be sent to the stockholders of PharmAthene and Altimmune. The joint proxy statement/prospectus will contain information about PharmAthene, Altimmune, the proposed merger and related matters. STOCKHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS/CONSENT SOLICITATION (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS) AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE, AS THEY WILL CONTAIN IMPORTANT INFORMATION THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING A DECISION ABOUT THE MERGER AND RELATED MATTERS. In addition to receiving the joint proxy statement/prospectus/consent solicitation and proxy card by mail, stockholders will also be able to obtain the joint proxy statement/prospectus/consent solicitation, as well as other filings containing information about PharmAthene, without charge, from the SEC's website (http://www.sec.gov) or, without charge, by directing a written request to: PharmAthene, Inc., One Park Place, Suite 450, Annapolis, Maryland 21401, Attention: Investor Relations.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities in connection with the proposed merger shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in Solicitation

PharmAthene and its executive officers and directors may be deemed to be participants in the solicitation of proxies from PharmAthene's stockholders with respect to the matters relating to the proposed merger. Altimmune and its officers and directors may also be deemed a participant in such solicitation. Information regarding PharmAthene's executive officers and directors is available in PharmAthene's proxy statement on Schedule 14A, filed with the SEC on April 29, 2016. Information regarding any interest that PharmAthene, Altimmune or any of the executive officers or directors of PharmAthene or Altimmune may have in the transaction with Altimmune will be set forth in the joint proxy statement/prospectus/consent solicitation that PharmAthene intends to file with the SEC in connection with its stockholder vote on matters relating to the proposed merger. Stockholders will be able to obtain this information by reading the joint proxy statement/prospectus/consent solicitation when it becomes available.

PHARMATHENE/ALTIMMUNE

PharmAthene and altimmune

PharmAthene, Inc. (NYSE MKT: PIP)

are merging to create an immunotherapeutics company targeting infectious diseases

COMBINED COMPANY—INVESTMENT OPPORTUNITY

By combining forces, we have created a diversified immunotherapeutics company with:

- A portfolio of promising clinical and preclinical product candidates targeting attractive commercial markets
- Innovative platform technologies for continued growth
- A strong competitive position in the anthrax vaccines market – $300 million annual sales
- The opportunity to leverage existing government contracting expertise to provide current and near-term revenue

MERGER RATIONALE

- Creates innovative immunotherapeutics company with proprietary products and technology platforms
- Leverages public company infrastructure and provides access to public financial markets
- Provides two complementary government funded clinical stage next generation anthrax vaccines (SparVax-L and NasoShield)
- Provides two novel, well differentiated clinical stage product opportunities in attractive commercial markets (influenza and hepatitis B)
- Adds PharmAthene's vaccine development expertise to Altimmune's own capabilities

KEY BENEFITS OF THE TRANSACTION AND MERGER AGREEMENT

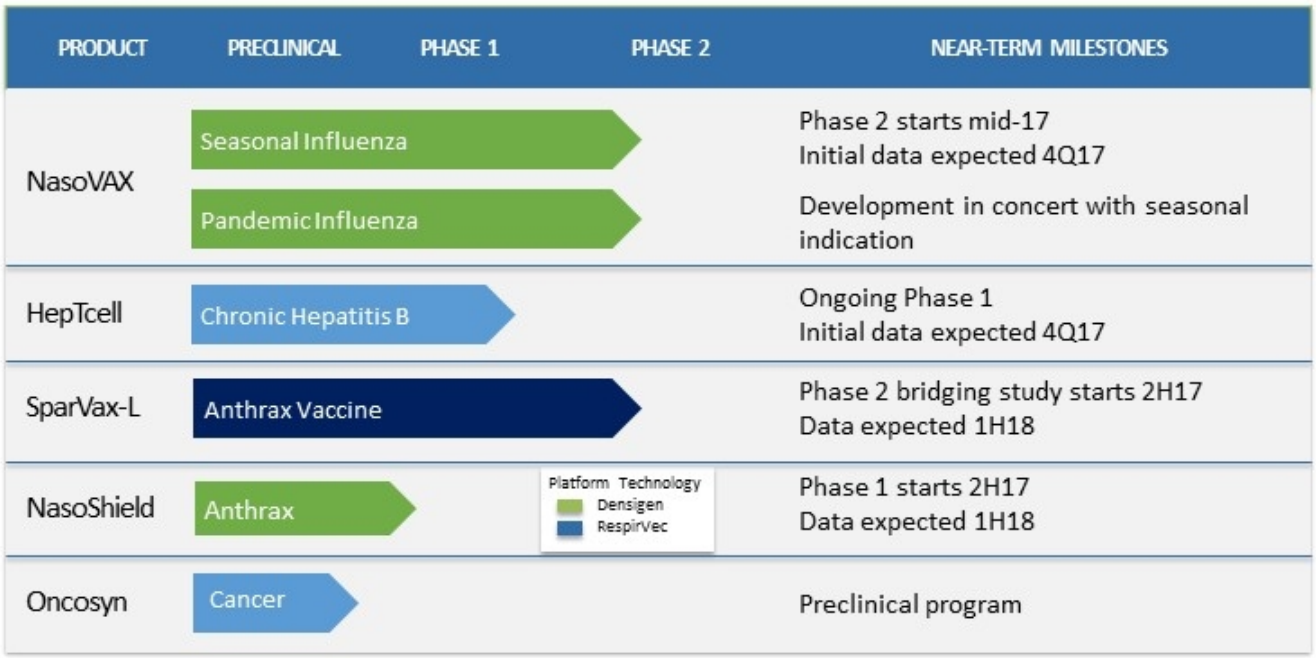
Special Cash Dividend:	No change to PharmAthene's announced special one-time cash dividend of $2.91/share of CS payable February 3rd
Cash position:	Approx. $20M cash and cash commitments
Financing Agreement:	Commitments include not less than $3.5M in Altimmune CS prior to closing, and not less than $5.0M in combined company CS
Synergies:	Expected realized efficiencies primarily in G&A and use of tax loss carrybacks
Reverse Stock Split:	Prior to the effective date at a ratio mutually agreed to by Altimmune and PharmAthene

KEY TERMS OF THE TRANSACTION

Proposed Transaction:	Tax-free, all stock transaction
Pro Forma Ownership:	Altimmune equity holders 58.2% FD
Next Steps:	Proxy Statement / Prospectus / Consent Solicitation Stockholder meeting and vote
Name:	Altimmune, Inc.
Corporate Headquarters:	Gaithersburg, MD
Public Market:	NYSE MKT; ticker symbol ALT

PRODUCT PIPELINE

Novel product candidates utilizing a new approach to engage the immune system, offering fundamental advantages over competing therapies



PROPRIETARY PLATFORM TECHNOLOGIES

Two distinct, complementary vaccine platform technologies activate the immune system in different ways than traditional vaccines

RespirVec

- Replication-deficient adenovirus delivered intranasally to upper respiratory tract
- Quick and broad activation of the immune system including antibody, cellular, mucosal and innate arms
- Rapid production cycle
- Product Candidates
  - NasoVAX
  - NasoShield

Densigen

- Activation of diseased cell killing by T cells
- Innovative peptide modification improves immunogenicity (fluorocarbon tail)
- Ability to target multiple pathogen antigens simultaneously
- Strong, directed cellular responses without HLA restriction
- Product Candidates
  - HepTcell
  - Oncosyn

NasoVAX SEASONAL INFLUENZA VACCINE

Market

- Global influenza market to reach $10.2 billion by 2022
- $2.0 billion annual U.S. flu vaccine market
- FluMist $294M in 2015

Key Differentiators

- Broad cross-protection against changing virus strains
- Rapid protection (days rather than weeks)
- Mucosal immunity at site of infection
- Use in special populations including the young and old
- Faster, cheaper manufacturing cycle

Upcoming Milestones

- Phase 2 enrollment expected to start mid-2017, initial data expected 4Q17

Phase 2 single-dose intranasal influenza vaccine delivered using the RespirVec platform

Potential significant advantages over traditional flu vaccines:

- Cross-protection against changing virus strains
- Rapid protection (days rather than weeks)
- Anticipated use in young children, adults >65, pregnant women and people with underlying medical conditions
- >50% reduction in production time and lower costs expected, compared to traditional egg-based manufacture

Based on observations in preclinical and early clinical trials. Preclinical and clinical results are not necessarily predictive of the final results of our ongoing or future clinical trials

NasoVAX: PHASE 2 CLINICAL DEVELOPMENT

Proof of Concept Monovalent Challenge Study

Part A initial data Q4 2017

- Part A -Safety and immunogenicity of higher doses than previously tested
- Evaluation of antibody response against divergent strains
- Part B-proof of concept – subjects randomized to vaccine or placebo
- Half challenged at day 4, remainder at standard 28 day interval
- Endpoints = signs/symptoms of influenza; viral shedding

Quadrivalent Dose Ranging Study

Expected to commence in 2H 2018

- 3 cohorts of 50 healthy adults 18-64 yrs will receive quadrivalent NasoVAX
- Antibody response and other measures of immunogenicity assessed one month post-vaccination

Quadrivalent Dose Confirmation Studies

Expected to commence in late 2018

- Approximately 500 subjects stratified by age to include healthy elderly
- May also do parallel study in specialty populations anticipated to have less optimal immune response

Phase 1 Chronic Hepatitis B immunotherapeutic using the Densigen technology

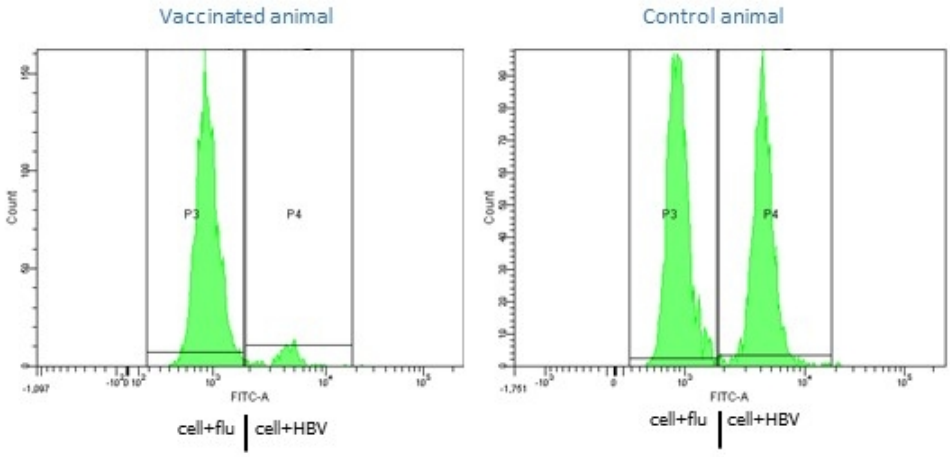
- Ongoing Phase 1, initial data expected 4Q17
- Coverage against all known HBV strains expected
- T cell activating approach offers potential for disease cure
- 240 million people chronically infected worldwide with >1 million HBV-related deaths/year [6]
- ~$3 billion global chronic hepatitis B market [7]

[6] Hepatitis B Foundation
[7] Hepatitis B Therapeutics in Major Developed Markets to 2021, GBI Research, Sep. 2015

HepTcell: PRECLINICAL DATA

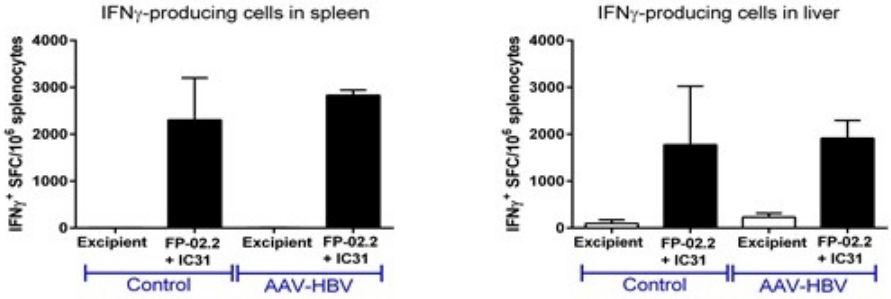
Elicits killing of autologous cells 'infected' with HBV

- Mouse cells with either HBV proteins or unrelated viral proteins injected into mice vaccinated with HepTcell
- Within 1 day, 91.7% of HBV loaded cells were eliminated



Surmounts HBV-induced immune tolerance

- Immunized mice generated robust T cell response in presence of HBV infection



HepTcell: CLINICAL DEVELOPMENT

Phase 1

Double-blinded, placebo-controlled trial in 60 patients

- Chronic Hepatitis B disease population controlled with nucleoside therapy
- Dosing at Days 1, 29, and 57
- Low vs high dose HepTcell ± IC31 adjuvant
- Controlled for placebo and IC31 effects

Study Objectives

- Primary: Assess safety and tolerability
- Secondary: T cell response, HBsAg and HBsAg-antibody levels, assess phenotype of cell-mediated immune response
- Initial data available 4Q 2017, late safety and quant sAg in H1

Phase 2

2018

- Confirm dose and explore schedule based on P1 results
- Global study under IND to start mid 2018
- Anticipate 120 - 200 patients

FUTURE GENERATION ANTHRAX VACCINES

- BioThrax (Anthrax Vaccine Adsorbed) is only anthrax vaccine with FDA approval
  - $294 million in sales in 2015 [8]
- Important limitations include
  - Protection requires 6 months and 3 injections [9]
  - Injection site local adverse reactions in 60-80% of subjects [9]

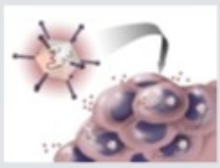
[8] Emergent BioSolutions Inc. website; [9] BioThrax MSDS

FUTURE GENERATION ANTHRAX VACCINES

SparVax-L Recombinant Protective Antigen (rPA) Anthrax Vaccine

- Next generation lyophilized anthrax vaccine (NIAID funded)
- Highly purified recombinant protective antigen
- Phase II bridging study anticipated 2H17
- Enhanced convenience and cost-effectiveness (PEP regimen)
  - 2 dose IM regimen
  - Enhanced convenience (prefilled syringe)
- Vaccine efficacy equal to or better than the licensed product
- SparVax-L suited to fulfill stockpile requirement

NasoShield Recombinant Vector Anthrax Vaccine

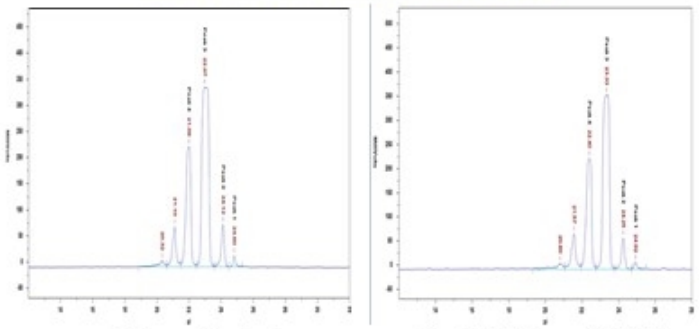


- Next generation anthrax vaccine (BARDA funded)
- First-in-class virally vectored recombinant PA vaccine
  - Safe viral vector cannot replicate
- Efficacy of single intranasal dose non-inferior to multiple injections of approved vaccine (BioThrax)
- Protective immunity threshold reached in half the time and more durable than rPA-based vaccines
  - Protection predicted in 2 versus 5 weeks
- Intranasal route for convenience and simplicity
- Highly stable at refrigerated and ambient temperatures
- NasoShield suited to fulfill stockpile requirement

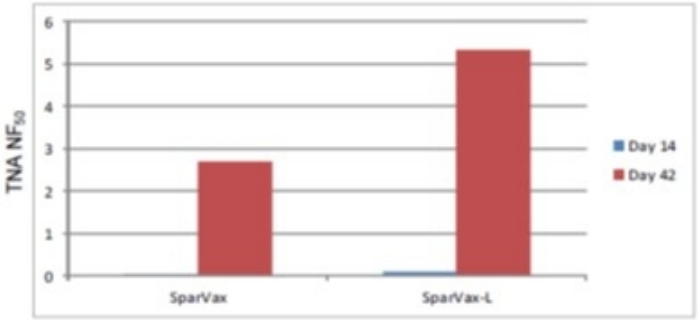
SparVax-L AND NasoShield: PRECLINICAL DATA

SparVax-L has Maximum Stability

Storage at refrigerator temperature

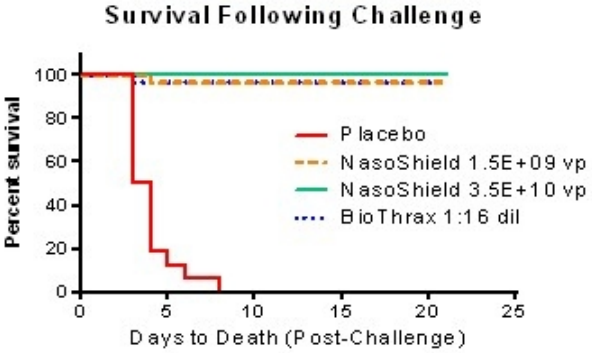


Superior immunogenicity of SparVax-L vs SparVax

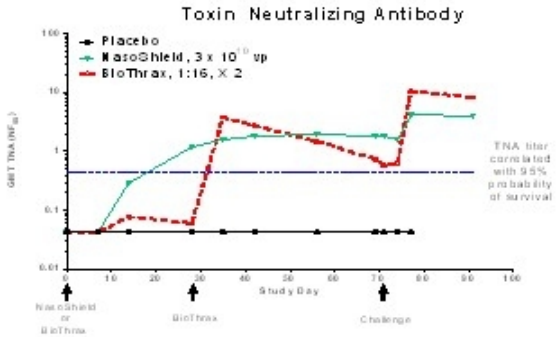


NasoShield—Only One Dose

Non-inferiority vs BioThrax



Faster, more durable protection



ANTHRAX VACCINE PROGRAMS

NasoShield
Phase 1
2H 2017
N=145

Design:
- 4 escalating dose cohorts with single intranasal dose
- 1 cohort with highest dose repeated at day 14
- Intranasal placebo control for each cohort
- Also randomized to open label AVA comparator

Endpoints:
- Safety and immunogenicity

SparVax-L
Phase 2
4Q 2017
N=36

Design:
- Randomized double-blind comparison
- SparVax-L (2 dose), AVA (3 dose) and placebo

Primary Endpoint:
- Immunogenicity at day 28

COMBINED COMPANY MILESTONES

Mid-2017	NasoVAX Phase 2 trial initiation
4Q 2017	NasoVAX initial Phase 2 data HepTcell initial Phase 1 data
2H 2017	NasoShield Phase 1 trial initiation SparVax-L Phase 2 bridging study
1H 2018	NasoShield preliminary Phase 1 data SparVax-L Phase 2 data

STRONG EXECUTIVE MANAGEMENT TEAM

Bill Enright President and Chief Executive Officer	Altimmune, Inc. GenVec, Inc.
Elizabeth A. Czerepak Chief Financial Officer and Executive Vice President of Corporate Development	Altimmune, Inc. Bear Stearns Health Innoventures
Scot Roberts, Ph.D. Chief Scientific Officer	Altimmune, Inc. ImQuest BioSciences, Inc.
Sybil Tasker, M.D., MPH, FACP, FIDSA Senior Vice President of Clinical Research and Development	Altimmune, Inc. Genocea Biosciences

COMBINED BOARD OF DIRECTORS

Extensive Experience

- Public company Board members in the life sciences industry
- Valuable guidance and relationships for ongoing efforts

Composition

PharmAthene	3 Directors
Altimmune	4 Directors

New Board Composition to be disclosed in the joint proxy filing

COMBINED COMPANY—INVESTMENT OPPORTUNITY

By combining forces, we have created a diversified immunotherapeutics company with:

- A portfolio of promising clinical and preclinical product candidates targeting attractive commercial markets
- Innovative platform technologies for continued growth
- A strong competitive position in the anthrax vaccines market—$300 million annual sales
- The opportunity to leverage existing government contracting expertise providing current and near-term revenue

PharmAthene

altimmune

Merger Overview

January 2017