The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL		
OMB Number:	3235- 0076	
Estimated a burden	average	
hours per response:	4.00	

1. Issuer's Identity

CIK (Filer ID Number)	Previous N Names	lone	Entity Type
<u>0001326190</u>	HEALTHCARE	ACQUISITION CORP	X Corporation
Name of Issuer		-	Limited Partnership
PHARMATHENE, INC			Limited Liability Company
Jurisdiction of			General Partnership
Incorporation/Organization			Business Trust
DELAWARE			Other (Specify)
Year of Incorporation/Organiz	zation		
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			
2. Principal Place of Business and Contact	t Information		
Name of Issuer			
PHARMATHENE, INC			
Street Address 1		Street A	Address 2
ONE PARK PLACE, SUITE 450			
City State/Pro	vince/Country	ZIP/PostalCode	Phone Number of Issuer
ANNAPOLIS MARYLAN	ND 2	1401	410 269 2600
3. Related Persons			
Last Name	First Na	ame	Middle Name
Pappajohn Jo	hn		
Street Address 1	Street Add	lress 2	
c/o PharmAthene, Inc. Or	ne Park Place, Suite	450	
City	State/Province	e/Country	ZIP/PostalCode
Annapolis M	ARYLAND	21401	
Relationship: Executive Officer X Dire	ector Promoter		
Clarification of Response (if Necessary):			
	First Na	ame	Middle Name
Last Name	FIFSU Na		
Last NameRichmanEr		I.	
		I.	
Richman Er Street Address 1	ic	I. Iress 2	
Richman Er Street Address 1	ic Street Ado	I. Iress 2 : 450	ZIP/PostalCode

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name		Middle Name
McCleary	Joel	
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
Relationship: Executive Office	er X Director Promoter	
Clarification of Response (if Nece	essary):	
Last Name	First Name	Middle Name
Gill	John	
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
Relationship: Executive Office	er X Director Promoter	
Clarification of Response (if Nece	essary):	
Last Name	First Name	Middle Name
Schaffer	Derace	L.
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
Relationship: Executive Office	er X Director Promoter	
Clarification of Response (if Nece	First Name	Middle Name
Runge	Jeffrey	W.
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
-	er X Director Promoter	
Clarification of Response (if Nece		
Last Name	First Name	Middle Name
Sayare	Mitchel	
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
Relationship: Executive Office	er X Director Promoter	
Clarification of Response (if Nece	essary):	
Last Name	First Name	Middle Name
Cavanaugh	James	Н.
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
St. Peter	Steven	
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
Relationship: Executive Officer X	K Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Cook	Francesca	
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Fuerst	Thomas	R.
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country	ZIP/PostalCode
Annapolis	MARYLAND	21401
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Fusco	Joan	
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
City	State/Province/Country MARYLAND	ZIP/PostalCode 21401
Annapolis Relationaliza X Encenting Officer		21401
Relationship: X Executive Officer	Director Promoter	
Clarification of Response (if Necess	ary):	
Last Name	First Name	Middle Name
Karp	Jordan	Р.
Street Address 1	Street Address 2	
c/o PharmAthene, Inc.	One Park Place, Suite 450	
	State/Province/Country	ZIP/PostalCode
City	5	21 404
City Annapolis Relationship: X Executive Officer	MARYLAND Director Promoter	21401

Clarification of Response (if Necessary):

Wayne

Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): First Name First Name Riddle Valerie Street Address 1 Street Address 2 C/o PharmAthene, Inc. One Park Place, Suite 450 City State/Province/Country Annapolis MARYLAND 23 Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): 24 4. Industry Group Health Care Reta Agriculture Health Care Reta Banking & Financial Services Biotechnology Rest Insurance Hospitals & Physicians Co Investing Pharmaceuticals Te Pooled Investment Fund Other Health Care Other Health Care Investment Company Manufacturing Trav an investment Company Manufacturing Trav Act of 1940? Commercial Lo Yes No Construction To	ZIP/PostalCode 1401
Reinhart IIICharlesAStreet Address 1Street Address 2AStreet Address 1One Park Place, Suite 450ACityState/Province/Country2:Relationship: X Executive OfficerDirectorPromoterClarification of Response (if Necessary):First NameFirst NameRiddleValerieStreet Address 1Street Address 2C/o Pharm Athene, Inc.One Park Place, Suite 450ZiteCityStreet Address 1Street Address 2C/o Pharm Athene, Inc.One Park Place, Suite 450ZiteCityState/Province/CountryAnnapolisMARYLAND2:AnnapolisMARYLANDZiteFirst NameRelationship: X Executive OfficerDirectorPromoterFirst NameClarification of Response (if Necessary):Teach NameRetain Street Address 2Commercial Street Address 3AgricultureHealth CareRetain Street Address 3Retain Street Address 4Commercial Street Address 4AgricultureHealth CareRetain Street Address 4Teach Address 4InsuranceHealth InsuranceTeach Address 5Teach Address 4Investment BankingPharmaceuticalsTeach Address 4Pooled Investment FundOther Health CareAdd Addres Address 4Investment Company Act of 1940?Commercial Address 7Add Address 7AgricultureReal EstateAdd Address 7Add Address 7Investment Company Act of 1940?ConstructionTeach Address 7	
c/o PharmAthene, Inc. One Park Place, Suite 450 City State/Province/Country Annapolis MARYLAND 2: Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): Last Name First Name Riddle Valerie Street Address 1 Street Address 2 c/o PharmAthene, Inc. One Park Place, Suite 450 City State/Province/Country City State/Province/Country Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): 4. Industry Group Agriculture Health Care Reta Banking & Financial Services Biotechnology Rest Commercial Banking Health Insurance Tech Insurance Hospitals & Physicians Ca Investing Pharmaceuticals Tech Investing Pharmaceuticals Tech Investing Pharmaceuticals Tech Investment Banking Pharmaceuticals Tech Investment Company under Real Estate Ai an investment Company under the linvestment Company Camercial Services REITS & Finance Officer Director Prometrial Late Ait State State Ait Address Ca Investment Company Under Real Estate Ait Act of 1940? Commercial X Other Real Estate Ait Cod Mining Electric Utilities Energy Conservation	Middle Name
Clarification of Response (if Necessary): Last Name First Name Riddle Valerie Street Address 1 Street Address 2 c/o PharmAthene, Inc. One Park Place, Suite 450 City State/Province/Country Annapolis MARYLAND Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): 4. Industry Group Health Care Agriculture Health Care Banking & Financial Services Biotechnology Commercial Banking Health Insurance Insurance Hospitals & Physicians Commercial Investing Pharmaceuticals Textor Pooled Investment Fund Other Health Care Other Is the issuer registered as an investment company under the Investment Company Real Estate Ait of 1940? Yes No Construction Textor Business Services Residential X Other Real Estate Coal Mining Electric Utilities Energy Other Real Estate Other Real Estate	ZIP/PostalCode 1401
Last Name First Name Riddle Valerie Street Address 1 Street Address 2 c/o PharmAthene, Inc. One Park Place, Suite 450 City State/Province/Country Annapolis MARYLAND Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): 4. Industry Group Health Care Reta Agriculture Health Care Reta Banking & Financial Services Biotechnology Rest Commercial Banking Health Insurance Tech Investing Pharmaceuticals Te Investing Pharmaceuticals Te Pooled Investment Fund Other Health Care Other Health Care Investment Company Commercial Ld Act of 1940? Commercial Ld Yes No Construction Te Business Services Residential X Other Energy Coal Mining Electric Utilities Energy Conservation Te	
Riddle Valerie Street Address 1 Street Address 2 Street Address 1 One Park Place, Suite 450 City State/Province/Country Annapolis MARYLAND Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): Promoter Agriculture Health Care Reta Banking & Financial Services Biotechnology Reta Insurance Health Insurance Tech Investing Pharmaceuticals Teat Pooled Investment Fund Other Health Care Reta Is the issuer registered as an investment Company Act of 1940? Manufacturing Real Estate Trave Ves No Construction Teat Other Banking & Financial Services Reidential Agi Investment Company Act of 1940? Real Estate Agi Usiness Services Reidential X Other Real Estate Business Services Residential X Other Real Estate Energy Other Real Estate Other Real Estate Other Real Estate Energy Other Real Estate Other Real Estate Other Real Estate Energy Other Real Estate Other Real Estate Other Real Es	
Street Address 1 Street Address 2 c/o PharmAthene, Inc. One Park Place, Suite 450 City State/Province/Country Annapolis MARYLAND Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): Industry Group Retationship: X Executive Officer Biotechnology Agriculture Health Care Retationship: X Executive Officer Biotechnology Restation of Response Agriculture Health Insurance Technology Restations Insurance Hospitals & Physicians Commercial Banking Pharmaceuticals Technology Investing Pharmaceuticals Technology Restation Commercial Commercial Investing Pharmaceuticals Technology Commercial Commercial Commercial Investment Company Commercial Commercial Commercial Commercial Commercial Is the issuer registered as Manufacturing Technology Commercial Commercial Commercial Ves No Construction Technology Commercial Commercial Commercial	Middle Name
AgricultureHealth CareRetaBanking & Financial ServicesBiotechnologyRestBanking & Financial ServicesBiotechnologyRestInsuranceHealth InsuranceTechInvestingHealth InsuranceTechInvestingPharmaceuticalsTechInvestment BankingPharmaceuticalsTechPooled Investment FundOther Health CareOtherIs the issuer registered as an investment company under the Investment Company Act of 1940?Manufacturing Real EstateTravYesNoConstructionTechOther Banking & Financial ServicesREITS & FinanceOtherBusiness ServicesResidentialXOtherCoal MiningElectric UtilitiesEnergy ConservationTechEnergy ConservationFinancial ServicesResidentialX	ZIP/PostalCode 1401
Banking & Financial ServicesBiotechnologyRestBanking & Financial ServicesBiotechnologyRestCommercial BankingHealth InsuranceTechInsuranceHospitals & PhysiciansComInvestingPharmaceuticalsTechInvestment BankingPharmaceuticalsTechPooled Investment FundOther Health CareOtherIs the issuer registered as an investment company under the Investment Company Act of 1940?Manufacturing Real EstateTravYesNoConstructionTechOther Banking & Financial ServicesREITS & FinanceOtherBusiness ServicesResidentialXOtherEnergyOther Real EstateXOtherCoal MiningElectric UtilitiesEnergy ConservationX	
Is the issuer registered as Manufacturing Trav an investment company under Real Estate Ai the Investment Company Commercial Lo Act of 1940? Construction To Yes No Construction To Other Banking & Financial Services REITS & Finance Of Business Services Residential X Othe Energy Other Real Estate Coal Mining Electric Utilities Energy Conservation	ailing taurants hnology computers relecommunications
Business Services Residential X Other Energy Other Real Estate Coal Mining Electric Utilities Energy Conservation	uirlines & Airports odging & Conventions ourism & Travel Services
	other Travel er
Oil & Gas Other Energy	

Revenue Range	OR		Aggregate No	et Asset Value Range
No Revenues		No Aggregate No	et Asset Value	
\$1 - \$1,000,000 \$1,000,001 - \$5,000,000		\$1 - \$5,000,000 \$5,000,001 - \$25		
\$5,000,001 -		\$25,000,001 - \$5		
\$25,000,000 \$25,000,001 -		\$25,000,001 - \$5	0,000,000	
\$100,000,000		\$50,000,001 - \$1	.00,000,000	
Over \$100,000,000		Over \$100,000,0		
X Decline to Disclose Not Applicable		Decline to Disclo Not Applicable	DSE	
6. Federal Exemption(s) and Ex	clusion(s) Claim	ned (select all that a	apply)	
Rule 504(b)(1) (not (i), (ii) o	or (iii))	Rule 505		
Rule 504 (b)(1)(i)		X Rule 506		
Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii)			t Section 4(5) ompany Act Sectio	n 3(c)
		Section 3(c)(n 3(c)(9)
		Section 3(c)		n 3(c)(10)
		Section 3(c)		on 3(c)(11)
		Section 3(c)(n 3(c)(12)
		Section 3(c)(n 3(c)(13)
		Section 3(c)(6) Sectio	n 3(c)(14)
		Section 3(c)	7)	
7. Type of Filing				
X New Notice Date of First S Amendment	ale 2010-11-03	First Sale Yet to	Occur	
8. Duration of Offering				
Does the Issuer intend this offe	ering to last more	than one year?	Yes X No	
9. Type(s) of Securities Offered	l (select all that a	ipply)		
X Equity Debt			Pooled Investmer Tenant-in-Comm	on Securities
-	Option, Warrant or Other Right to Acquire Ar Security to be Acquired Upon Exercise of Op		Mineral Property Securities	
Other Right to Acquire Secu	-		Other (describe)	
10. Business Combination Tran	isaction			
Is this offering being made in a merger, acquisition or exchan		a business combina	tion transaction, su	ch as Yes X No
Clarification of Response (if N	ecessary):			
11. Minimum Investment				
Minimum investment accepted	l from any outsid	e investor \$6,000 I	JSD	

12. Sales Compensation

Recipient

(Associated) Broker or Dealer X None

Recipient CRD Number X None (Associated) Broker or Dealer CRD Number X None

Street Address 1

State/Province/Country

Street Address 2

State(s) of Solicitation (select all that apply) Check "All States" or check individual States All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount	\$22,558,299 USD or	Indefinite
Total Amount Sold	\$9,895,186 USD	
Total Remaining to be Sold	l \$12,663,113 USD or	Indefinite

Clarification of Response (if Necessary):

In connection with conversion of convertible notes issued under Regulation D. Remaining amount assumes conversion at maturity.

14. Investors

City

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

22	ĺ
<u></u>	

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

• Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
PHARMATHENE, INC	/s/ Jordan P. Karp	Jordan P. Karp	Senior Vice President and General Counsel	2010-11-18

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.