

HAPC, Inc.  
Form DEFA14A  
September 12, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 6, 2007**

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**HAPC, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation

**0-51902**  
(Commission File Number)

**20-3341405**  
(I.R.S. Employer  
Identification No.)

**350 Madison Avenue**

**New York, New York 10017**

(Address of Principal Executive Offices)(Zip Code)

**(212) 418-5070**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

- 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 3.02 Unregistered Sales of Equity Securities**

On September 6, 2007, HAPC, INC., a Delaware corporation (the "Company"), entered into subscription agreements (the "Subscription Agreements") with each of Sean McDevitt, the non-executive Chairman of the Board of Directors of the Company, John Voris, the Chief Executive Officer and a director of the Company, Wayne Yetter and Jean Pierre Millon, directors of the Company and Erin Enright, Chief Financial Officer, Vice President and Treasurer of the Company for the purchase of warrants (the "Warrants") to purchase shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") at a purchase price of \$0.70 per Warrant.

The foregoing individuals purchased the following number of Warrants:

Name	Number of Warrants	Aggregate Purchase Price
Sean McDevitt	71,429	\$50,000.30
John Voris	71,429	\$50,000.30
Wayne Yetter	72,000	\$50,400
Jean Pierre Millon	42,858	\$30,000.60
Erin Enright	28,572	\$20,000.40

Total Aggregate Purchase Price: \$200,401.60

Each Warrant represents the right to purchase one share of Common Stock at an exercise price of \$5.00 per share. The Warrants are exercisable commencing on the later of the Company's completion of a Business Combination (as defined in the Company's Amended and Restated Certificate of Incorporation on file with the Secretary of State of the State of Delaware as of the date hereof) or April 11, 2007, and expire on April 11, 2011 or earlier upon the Company's redemption of the Warrants. The Company may redeem the Warrants in whole, and not in part, at a price of \$0.01 per Warrant, at any time after the Warrants become exercisable, provided that Messrs. McDevitt, Voris, Yetter and Millon and Ms. Enright receive no less than 30 days written notice prior to the redemption and the last reported sale price of the Common Stock equals or exceeds \$8.50 per share for any 20 trading days within a 30 trading day period ending on the third business day prior to the notice of redemption to Messrs. McDevitt, Voris, Yetter and Millon and Ms. Enright. The exercise price and number of shares of Common Stock issuable upon exercise of the Warrants will be subject to future adjustments in the event that the Company subdivides or combines its outstanding shares of Common Stock or issues a stock dividend.

The Company issued and sold the Warrants to Messrs. McDevitt, Voris, Yetter and Millon and Ms. Enright in a private placement transaction made in reliance upon the exemption from securities registration afforded by Section 4(2) under the Securities Act of 1933, as amended (the "Securities Act") and Regulation D thereunder. Messrs. McDevitt, Voris, Yetter and Millon and Ms. Enright are "accredited investors" as defined in Rule 501 of Regulation D under the Securities Act.

The foregoing descriptions of the Subscription Agreements and the Warrants do not purport to be complete and are qualified in their entirety by reference to the full text of the Form of Subscription Agreement and Form of Warrant filed as Exhibits 4.1 and 4.2 hereto, and each such exhibit is incorporated herein by reference.

This description does not constitute an offer to sell or the solicitation of an offer to buy any securities. The Warrants sold in the private placement have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act or applicable state securities laws.

**Item 8.01 Other Events**

The information set forth under Item 3.02 above is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No.**

4.1 Form of Subscription Agreement



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.

HAPC, INC.

By: /s/ Erin Enright

Name: Erin Enright

Title: Chief Financial Officer

Dated: September 12, 2007

Index to Exhibits

**Exhibit No.**

- 4.1 Form of Subscription Agreement
- 4.2 Form of Warrant