
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): September 18, 2007

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)

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))
-

Item 7.01 Regulation FD Disclosure

On September 29, 2006, HAPC, INC. (“HAPC”), I-Flow Corporation (“I-Flow”), InfuSystem, Inc., a wholly-owned subsidiary of I-Flow (“InfuSystem”) and Iceland Acquisition Subsidiary, Inc., a wholly-owned subsidiary of HAPC (“Acquisition Subsidiary”) entered into a Stock Purchase Agreement (the “Stock Purchase Agreement”) pursuant to which Acquisition Subsidiary will acquire all of the issued and outstanding capital stock of InfuSystem from I-Flow (the “Acquisition”) and subsequently merge with and into InfuSystem. InfuSystem will be the corporation surviving the merger.

HAPC plans to hold presentations for certain of its stockholders to discuss the transactions contemplated by the Stock Purchase Agreement. At such presentations, the presentation materials attached to this Current Report on Form 8-K as Exhibit 99.1 will be distributed to certain participants. The information contained in the presentation materials shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended.

HAPC’s amended and restated certificate of incorporation (the “Certificate of Incorporation”) requires that the Acquisition be approved by the holders of a majority of the shares of HAPC common stock sold in HAPC’s April 2006 initial public offering (the “IPO”) that cast votes on the issue. The Acquisition cannot be completed if holders of 20% or more of the shares of HAPC common stock sold in the IPO vote against the Acquisition and, as permitted by the Certificate of Incorporation, demand that their shares be converted into the right to receive a pro rata portion of the net proceeds of the IPO held in a trust account established for this purpose at the time of the IPO.

On August 8, 2007, HAPC filed a definitive proxy statement with the U.S. Securities and Exchange Commission (the “SEC”) in connection with the Acquisition and required stockholder approval, and commenced mailing the definitive proxy statement to its stockholders. HAPC’s stockholders are urged to read the definitive proxy statement and other relevant materials as they contain important information about the Acquisition. HAPC stockholders may obtain a free copy of such filings at the SEC’s internet site (<http://www.sec.gov>). Copies of such filings can also be obtained, without charge, by directing a request to HAPC, INC., 350 Madison Avenue, New York, New York 10017, Tel: (212) 418-5070.

HAPC and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of HAPC in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the proposed transaction is included in the definitive proxy statement.

Item 8.01 Other Events

The information set forth under Item 7.01 above is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation of HAPC, Inc.

Forward Looking Statements

This Report on Form 8-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “continue,” or the negative of such terms or other similar expressions. These forward-looking statements include, but are not limited to, statements regarding whether the transaction will be completed and the expected timing of the closing. Readers are cautioned that these forward-looking statements involve certain risks and uncertainties. These risks and uncertainties, which could cause these forward-looking statements to not be realized, include: continuous infusion treatment protocol trends, including factors affecting supply and demand; labor and personnel relations; healthcare payor reimbursement risks affecting HAPC’s revenue and profitability; conditions in financial markets that impact HAPC’s ability to obtain capital to finance capital expenditures; changing interpretations of generally accepted accounting principles; and general economic conditions, as well as other relevant risks detailed in HAPC’s filings with the SEC, including the final prospectus relating to HAPC’S IPO. HAPC disclaims any obligation to update any information contained in any forward-looking statement.

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 18, 2007

EXHIBIT LIST

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation of HAPC, INC.

HAPC, Inc.

Investor Presentation

September 2007

Disclosure

The attached presentation was filed with the U.S. Securities and Exchange Commission ("SEC") as part of the Form 8-K filed by HAPC, Inc. ("HAPC") on September 18, 2007. HAPC is holding a presentation for its stockholders regarding its purchase of InfuSystem, Inc. ("InfuSystem"). A copy of the complete presentation is available at the SEC's website (<http://www.sec.gov>). This presentation has been prepared solely by HAPC. Neither InfuSystem nor its affiliates (including its parent, I-Flow Corporation) have approved or are responsible for the presentation information.

HAPC and its directors, executive officers, affiliates may be deemed to be participants in the solicitation of proxies for the special annual meeting of HAPC's stockholders to be held to approve this transaction on September 26, 2007. The directors and officers of HAPC have interests in the merger, some of which may differ from, or may be in addition to those of the respective stockholders of HAPC generally. Stockholders of HAPC and other interested persons are advised to read HAPC's definitive proxy statement filed with the SEC on August 8, 2007 in connection with HAPC's solicitation of proxies for the special annual meeting to approve the acquisition because the definitive proxy statement contains important information. Such persons can also read HAPC's periodic reports filed with the SEC, for more information about HAPC, its officers and directors, and their interests in the successful consummation of this business combination. Information about the directors and officers of InfuSystem as well as updated information about the directors and officers of HAPC is included in the definitive proxy statement. On August 8, 2007 the definitive proxy statement was mailed to stockholders of record as of August 6, 2007 in connection with the special annual meeting to vote on this transaction. Stockholders and other interested persons may also obtain a copy of the definitive proxy statement, and other periodic reports filed with the SEC, without charge, by visiting the SEC's Internet site at (<http://www.sec.gov>).

Safe harbor

This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, about HAPC, InfuSystem and their combined business after completion of the proposed transaction. Forward-looking statements are statements that are not historical facts. Such forward-looking statements, based upon the current beliefs and expectations of HAPC's management, are subject to risks and uncertainties, which could cause actual results to differ from the forward-looking statements. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: continuous infusion treatment protocol trends, including factors affecting supply and demand; labor and personnel relations; healthcare payor reimbursement risks affecting HAPC's revenue and profitability; conditions in financial markets that impact HAPC's ability to obtain capital to finance capital expenditures; changing interpretations of generally accepted accounting principles; and general economic conditions, as well as other relevant risks detailed in HAPC's filings with the SEC, including the definitive proxy statement filed with the SEC on August 8, 2007 in connection with the acquisition of InfuSystem and HAPC's Form 10-K for the fiscal year ended December 31, 2006. The information set forth herein should be read in light of such risks. HAPC assumes any obligation to update information contained in this presentation.

This presentation contains disclosures of EBITDA for certain periods, which may be deemed to be non-GAAP financial measures within the meaning of Regulation G promulgated by the SEC. Management of HAPC believes that EBITDA, or earnings before interest, taxes, depreciation and amortization, are appropriate measures of evaluating operating performance and liquidity, because they reflect the resources available for strategic opportunities including, among others, investments in the business and strategic acquisitions. The disclosure of EBITDA may not be comparable to similarly titled measures reported by other companies. EBITDA should be considered in addition to, and not as a substitute for, or superior to, operating income, cash flows, revenue, or other measures of financial performance prepared in accordance with generally accepted accounting principles. A reconciliation of EBITDA to Net Income is included on the 'EBITDA Reconciliation' page of this presentation.

Agenda

Overview

Industry overview

InfuSystem overview

Growth strategy

Financials and valuation

Summary

Acquisition details

- Buyer: HAPC, Inc. (OTCBB: HAPN, HAPNW, HAPNU) is a blank check company (SPAC) formed for the purpose of acquiring one or more operating businesses in the healthcare sector
- Target: InfuSystem, Inc., (a subsidiary of I-Flow Corporation, NASDAQ: IFLO), a leading provider of ambulatory infusion pump management services to oncologists and their patients in the United States
- Consideration¹: \$85 million cash
\$15 million debt
- Record date: August 6, 2007
- Shareholder vote: September 26, 2007
- Anticipated acquisition closing: September 28, 2007



¹ On September 2, 2007, HAPC, Inc. and its subsidiary, InfuSystem, Inc., and I-Flow entered into a non-binding Memorandum of Intent (the "MOI") which contemplates an amendment to the Stock Purchase Agreement dated as of September 29, 2006, by and among the foregoing parties pursuant to which the original purchase price payable by HAPC to I-Flow for InfuSystem would decrease from \$140,000,000 to \$100,000,000. The cash portion of the purchase price payable to I-Flow will remain at \$85,000,000 as the amount returned to stockholders of HAPC exercising their conversion rights as described in HAPC's Definitive Proxy Statement. HAPC will also deliver a promissory note to I-Flow, the amount of which will range from \$15,000,000 to \$35,000,000 depending on the number of HAPC's stockholders who exercise their conversion rights. The MOI contemplates that HAPC would pay contingent consideration to I-Flow, provided that certain conditions related to the operations of InfuSystem as a business are met. The contingent consideration would be based upon the compound annual growth rate, or "CAGR" of HAPC's consolidated revenue over the three-year period ended December 31, 2010 and would be paid in 2011. No additional payment will be made unless HAPC achieves a revenue CAGR of at least 40% over the three-year period. The payment will range from \$3,000,000 to \$12,000,000 depending on the extent to which revenue CAGR for the three-year period exceeds 40%. The maximum potential amount of the contingent consideration is \$12,000,000 and would be payable to I-Flow if HAPC achieves a revenue CAGR of 50% over the three-year period. The parties to the MOI have not yet amended the Stock Purchase Agreement to reflect the contemplated changes in the consideration payable by HAPC to I-Flow for the acquisition of InfuSystem or are the parties under any obligation to enter into such an amendment. 5

Investment highlights

- Nation's largest continuous chemotherapy infusion services (DME) company in a high growth, highly fragmented market
- High barriers to entry
 - 60% penetration of oncology offices
 - Contracts with managed care organizations representing 125 million covered lives
- Significant near-term opportunities to expand to other cancer treatments and beyond (+25% growth anticipated)
- 32% revenue CAGR (5 year) without new initiatives and currently no meaningful marketing efforts
- Significant margins (2006)
 - Gross margin: 73%
 - EBITDA margin: 49%
- High return on invested capital



Agenda

Overview

Industry overview

InfuSystem overview

Growth strategy

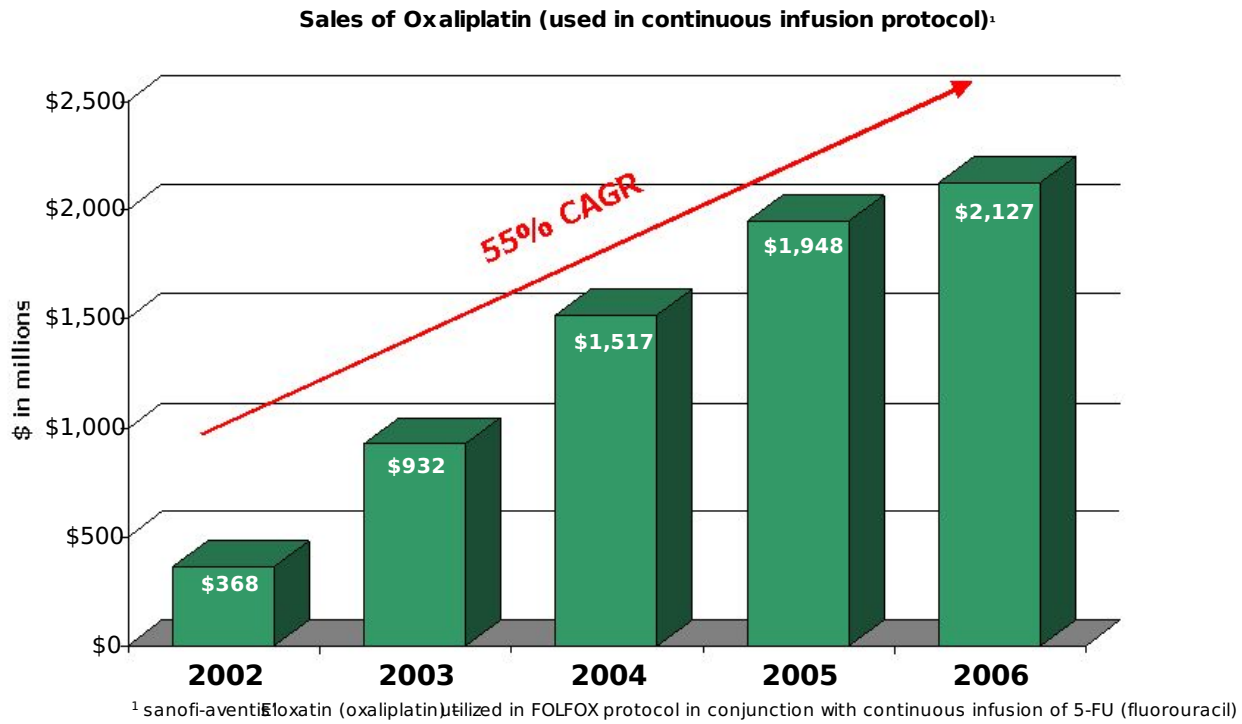
Financials and valuation

Summary

Continuous infusion cancer treatment

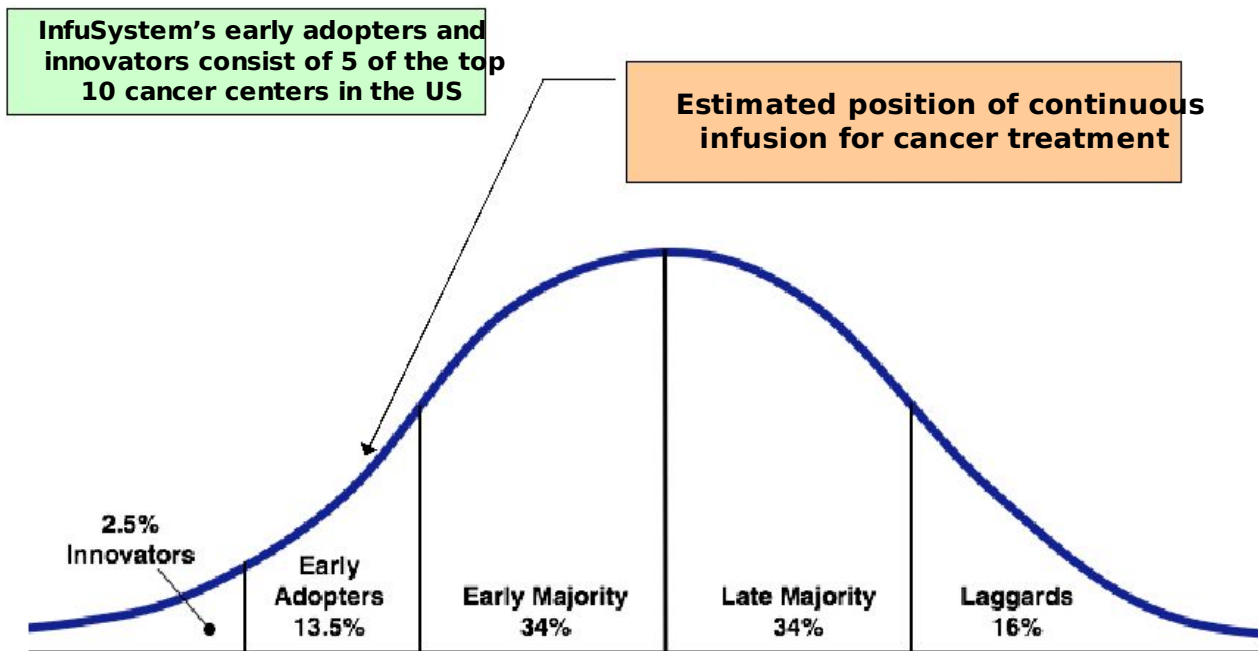
- Continuous Infusion (CI) allows for gradual administration of chemotherapy via a small portable pump over several days as opposed to traditional chemotherapy treatments given in a single high dose over a short period of time (known as bolus infusion)
- CI has achieved increased acceptance and is becoming a market standard of care for colorectal cancer (CRC) due to:
 - Increased efficacy and comfort for patients (lower toxicity)
 - Lower cost compared with hospitalization or home care
 - Higher margin to physicians due to changes in Medicare reimbursement
- In 2004, sanofi-aventis and Pfizer introduced CRC treatment protocols FOLFOX and FOLFIRI, which include courses of CI. Their marketing efforts have helped to increase physician awareness of CI.
- There are currently over 120 CI drug therapy clinical trials in progress
- Recent drug protocol approvals for head and neck, lung, pancreatic, gastric and other cancers

Representative growth of continuous infusion



Source: sanofi-aventis

Market acceptance of CI growing and accelerating



Near-term opportunities for continuous infusion in cancer

Cancer type	Estimated 2007 new cases	Opportunity ¹
CRC - Stage III & IV	84,600	\$169mm
CRC - Stage II (high risk)	20,000	\$40mm
CRC - Stage II	40,000	\$80mm
Head & Neck (Chemo & RT)	26,400	\$53mm
Head & Neck (Neoadjuvant)	17,600	\$35mm
Pancreatic	37,170	\$74mm
Gastric	21,260	\$43mm
Total	247,030	\$494mm

Potential continuous infusion market that requires no additional regulatory approval and minimal payor approval

← Only represents near-term opportunity

¹Based on \$2,000 revenue per year per case

Patients using InfuSystem pumps

17,500 -CRC

6,000 -Other indications

Agenda

Overview

Industry overview

InfuSystem overview

Growth strategy

Financials and valuation

Summary

InfuSystem overview

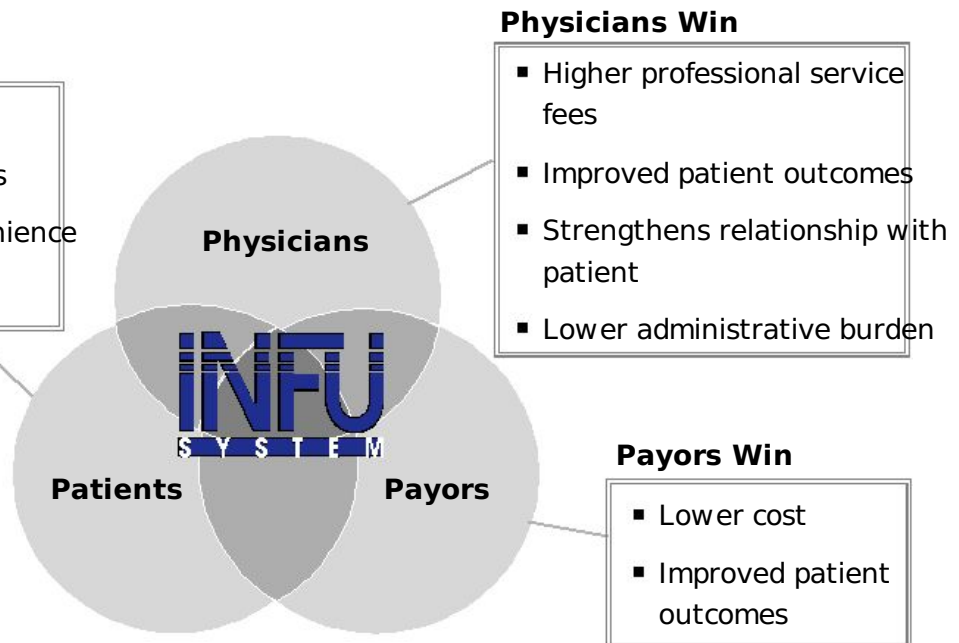
- Leading healthcare services company that provides ambulatory infusion pumps for oncologists and their patients in the U.S.
 - Pumps are primarily used for the continuous infusion (CI) of chemotherapy drugs for patients with colorectal cancer
- InfuSystem provides a complete solution to doctor & patient:
 - Supplies equipment (pumps and related disposable supplies)
 - Handles billing and collection directly from the patients and from the patients for pump and supplies
 - Maintains, cleans & services equipment
 - Supports patient or doctor inquiries with 24/7 nurse-staffed hotline
- InfuSystem also rents and sells other supplies to oncologists
- InfuSystem has 110 employees and nationwide coverage

Compelling value proposition to all players

Patients, Physicians and Payors all benefit with InfuSystem

Patients Win

- Continuity of care
- Reduced side effects
- Comfort and convenience
- Lower cost



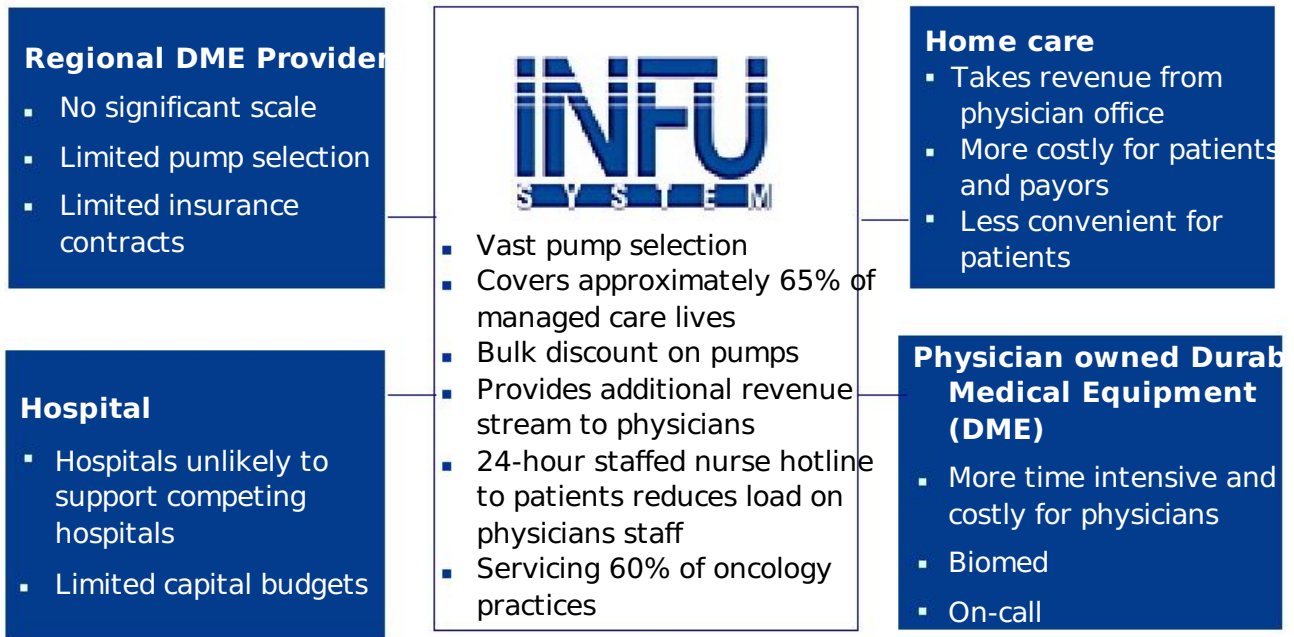
Physicians Win

- Higher professional service fees
- Improved patient outcomes
- Strengthens relationship with patient
- Lower administrative burden

Payors Win

- Lower cost
- Improved patient outcomes

Significant competitive advantages



InfuSystem operates in a highly fragmented market with the next leading competitor being a fraction of InfuSystem's size

Board and management team with deep healthcare expertise

- **Sean McDevitt, Chairman**
 - Alterity Partners, founder (sold to FTN Midwest)
 - Goldman Sachs, investment banking
 - Pfizer, sales & marketing
 - U.S. Army Rangers, Captain (decorated)
 - **Wayne Yetter, Director**
 - Verispan, CEO
 - Odyssey Pharmaceuticals, President & CEO
 - Synavant, Chairman & CEO
 - Novartis Pharmaceuticals, U.S. President & CEO
 - Astra Merck, President & CEO
 - Current Board member of Noven Pharmaceuticals (NOVN), Matria Healthcare (MATR) & EpiCept (EPCT)
 - **Jean-Pierre Millon, Director**
 - PCS Health Systems, President & CEO
 - Eli Lilly, various senior executive positions including President and General Manager of Lilly Japan
 - Current Board member of CVS/Caremark (CVS) & Cypress Bioscience (CYPB)
 - **John Voris, Director**
 - Epocrates, Chairman (formerly CEO)
 - PCS Health Systems, Executive Vice President
 - Eli Lilly, various senior executive positions
 - Current Board member of Oscient Pharmaceuticals (OSCI), Epocrates & Gentiae Clinical Research
 - **Steve Watkins, CEO**
 - Co-founder of InfuSystem; serial entrepreneur
 - Former VP of Aventric Medical, a Midwest distributor of high tech equipment
 - Dallas Durable Medical Inc., Officer
 - American Medical Finance, President
 - **Jan Skonieczny, VP of Operations**
 - Aventric Medical, Operations Manager
 - Charwood Cardiac Testing Lab, Supervisor
 - **Tony Norkus, VP of Sales**
 - Served as VP of international and domestic sales for all equipment lines at I-Flow
 - Ambulatory pump products, product director
 - Parker Biomedical, national sales and marketing manager
 - I-Flow, director of sales and marketing
 - **CFO (to be determined)**
 - Candidates identified
 - **VP of Marketing**
 - Already working with HAPC as consultant
-

Agenda

Overview

Industry overview

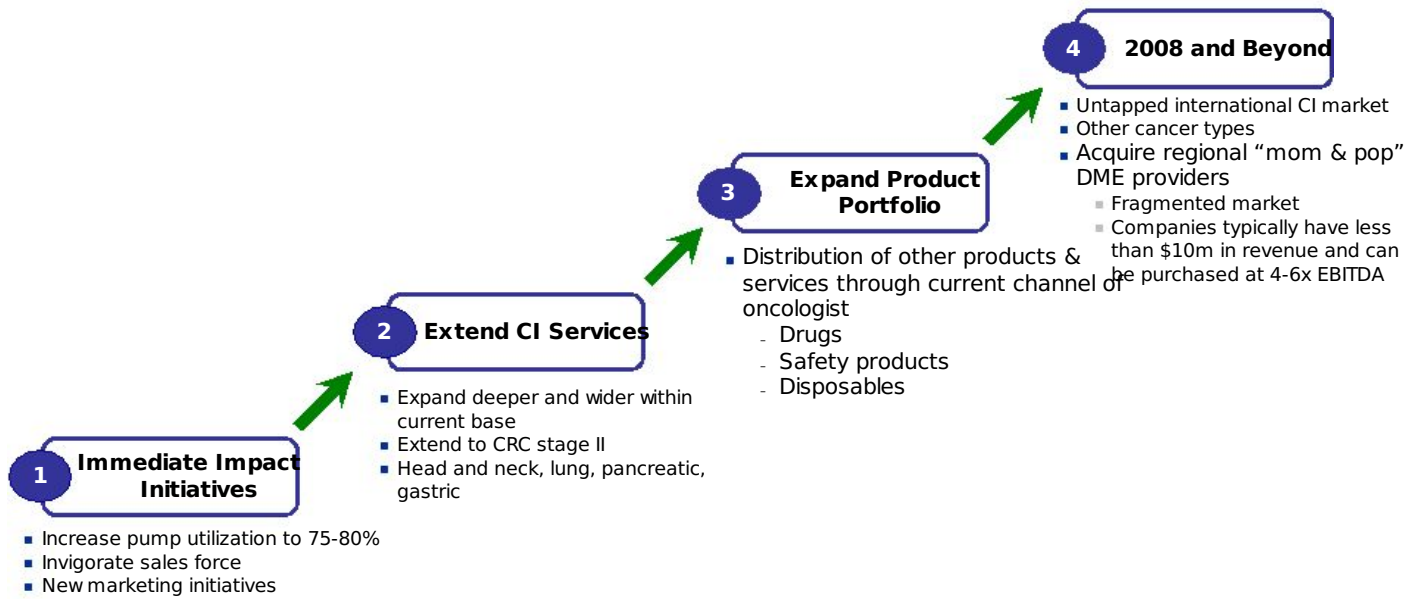
InfuSystem overview

Growth strategy

Financials and valuation

Summary

Growth strategy



1. Immediate Impact Initiatives

Goal:

- Increase pump utilization from 60% to 75-80%
- Invigorate sales force
- New marketing initiatives

Expected Results:

- Decreased capex
 - A 4% increase in pump utilization would have eliminated 2006 pump capex spending
- Increased EBITDA -capex (cash flow)
- 75% pump utilization would allow for 2007 revenue growth of 27% with no additional capex (a savings of over \$7 million)

Estimated 2007 revenue supported with no additional capex				
Pump utilization -->	65%	70%	75%	80%
Potential Pump Revenue	\$34,503,313	\$37,157,414	\$39,811,515	\$42,465,616
Potential Revenue Growth	10%	19%	27%	36%
Capex savings	\$2,366,118	\$4,732,237	\$7,098,355	\$9,464,473

2. Extend CI services

Goal:

- Expand deeper & wider within current established base of oncologists
- Extend continuous infusion services to CRC Stage II & other cancers indications
 - Other cancers are a growing part of InfuSystem's business
 - Recent drug protocol approvals for head and neck, lung, pancreatic, gastric and other cancers

Expected Results:

- Sustained long-term financial performance
 - + 25% revenue growth
 - + 40% EBITDA margins

Agenda

Overview

Industry overview

InfuSystem overview

Growth strategy

Financials and valuation

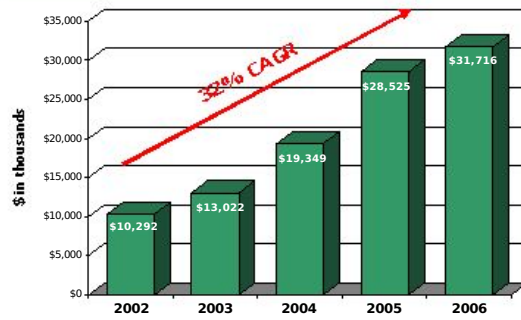
Summary

InfuSystem financial performance

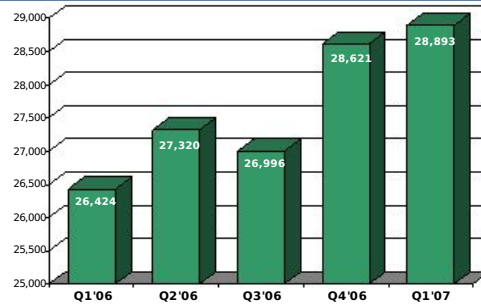
InfuSystem	Q1 '07	2006	2005	2004
Net rental revenue	7.9	31.7	28.5	19.3
Revenue growth	2%	11%	47%	49%
Cost of revenues	2.3	8.5	7.7	5.6
Gross profit	5.6	23.3	20.8	13.8
Gross margin	71%	73%	73%	71%
Selling & marketing exp.	1.0	3.8	4.3	3.2
G&A expense	1.8	7.2	7.1	4.7
Bad debt expense	1.7	4.0	1.3	1.3
Operating income	1.0	8.2	8.1	4.7
Operating margin	12.9%	25.8%	28.3%	24.0%
Interest expense	0.0	0.1	0.1	0.0
Income before income taxes	1.0	8.1	8.0	4.6
Income tax expense	0.4	3.1	2.9	1.7
Net income	0.6	5.0	5.1	2.9
EBITDA calculation:				
Operating income	1.0	8.2	8.1	4.7
Depr. & amort.	1.0	3.7	3.3	1.8
EBITDA	2.0	11.9	11.3	6.5
Adjusted EBITDA calculation:				
EBITDA	2.0	11.9	11.3	6.5
Stock based comp.	0.1	0.4	1.1	0.3
MI sales & use tax accrual	0.1	0.2	0.2	0.1
Bad debt exp. due to BCBS billing delays	1.0	2.0	-	-
Proforma revenue from transition services agreement	0.2	1.1	0.7	0.3
Adjusted EBITDA	3.4	15.6	13.3	7.2
Adjusted EBITDA margin	43.2%	49.1%	46.7%	37.0%
Adjusted EBITDA less capex	2.1	11.9	5.3	0.5
Adjusted EBITDA less capex growth	NA	125%	1030%	NA

+40% Adjusted EBITDA margins

Revenue



Total patient billings



Structure and valuation

Pre-Merger			
■ Officers and Directors	4,166,667	20%	
■ HAPN Public Stockholders	16,875,251	80%	
Total Shares Outstanding	21,041,918	100%	

Post-Merger					
	Basic		Fully-Diluted		
	■ Officers and Directors	4,166,667	20%	4,166,667	
■ HAPN Public Stockholders	16,875,251	80%	16,875,251	29%	
■ Warrants	-	-	33,750,502	58%	
■ Management Warrants	-	-	1,071,429	2%	
■ UPO Shares	-	-	833,333	1%	
■ UPO Warrants	-	-	1,666,666	3%	
Total Shares Outstanding	21,041,918	100%	58,363,848	100%	

Post-Transaction Metrics

HAPN price per share in trust (2007Q2)	\$5.94
Pro forma basic shares outstanding	21,041,918
Market Capitalization	\$125,017,005
Plus: in-the-money warrant value	\$32,778,972
Plus: debt (assuming no redemptions)	\$15,000,000
Less: cash	(\$10,000,000)
Implied Enterprise Value	\$162,795,976

Implied Transaction EV Multiples

2006 Proforma EBITDA	\$15,574,550
EV/2006 Proforma EBITDA	10.5x
<i>Peer Group:</i>	
EV/2006 EBITDA	20.7x

Public company comparables

High Growth/Margin Healthcare Companies

(\$ in millions)

Company	Ticker	Market Cap	Enterprise Value	Revenue Growth		EBITDA Margin		EV / Revenue			EV / EBITDA		
				2007P	2008P	2007P	2008P	2006A	2007P	2008P	2006A	2007P	2008P
Healthways, Inc.	HWAY	\$ 1,854	\$ 2,112	51%	29%	21%	23%	4.8x	3.1x	2.5x	21.8x	14.3x	10.6x
HMS Holdings Corp.	HMSY	641	647	65%	15%	27%	29%	7.6	4.6	4.0	34.1	17.0	13.8
Integra LifeSciences Holdings Corp.	INT	1,446	1,775	31%	13%	22%	23%	4.2	3.2	2.9	19.3	15.0	12.2
Matria Healthcare Inc.	MATR	580	876	6%	10%	23%	24%	2.6	2.4	2.2	11.6	10.6	9.1
NightHawk Radiology Holdings, Inc.	NHWK	625	606	71%	39%	29%	30%	6.6	3.8	2.8	18.1	13.1	9.2
Option Care, Inc.	OPTN	719	823	24%	14%	7%	7%	1.2	1.0	0.9	19.3	15.5	13.2
Mean				41%	20%	21%	23%	4.5x	3.0x	2.5x	20.7x	14.3x	11.4x
Median				41%	14%	22%	24%	4.5	3.2	2.6	19.3	14.6	11.4
High				71%	39%	29%	30%	7.6	4.6	4.0	34.1	17.0	13.8
Low				6%	10%	7%	7%	1.2	1.0	0.9	11.6	10.6	9.1

Source: Reuters & Capital IQ

Note: Market cap & enterprise value calculated as of 8/17/07 on a fully diluted basis

* Currently in the process of being acquired by Walgreens Corp.

Agenda

Overview

Industry overview

InfuSystem overview

Growth strategy

Financials and valuation

Summary

Summary

- Business historically run for cash will be free to grow
- Significant near-term opportunities for growth with minimal execution risk
- Achievable growth strategy
 - Increase pump utilization to 75-80%
 - Extend CI services
 - Expand coverage
- Use of leverage in purchase price will increase ROE
- High margin business with high barriers to entry