

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLENCO, L.L.C.		2. Date of Event Requiring Statement (Month/Day/Year) 10/26/2007		3. Issuer Name <b>and</b> Ticker or Trading Symbol HAPC, Inc. [HAPN]	
(Last) (First) (Middle) 666 FIFTH AVENUE, 8TH FLOOR,		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street) NEW YORK, NY 10103-0899				6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
warrant ("Warrant")	10/26/2007 <sup>(1)</sup>	04/11/2011 <sup>(1)</sup>	common stock, par value \$0.0001 per share	1,772,125	\$ 5	D <sup>(2)</sup>	

			("Common Stock")			
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLESCO, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899		X		
MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899				May be deemed as group member.
ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899				May be deemed as group member.

## Signatures

*Mark Meskin, Chief Executive Officer		10/29/2007
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) As of the date hereof, Millenco LLC, a Delaware limited liability company ("Millenco") (formerly known as Millenco, L.P.) was the beneficial owner of 1,772,125 warrants ("Warrants") to purchase shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"). Each Warrant, which became exercisable upon the Issuer's completion of its acquisition of InfuSystem, Inc. on October 26, 2007, entitles the holder to purchase one share of the Issuer's Common Stock at a price of \$5.00 per share. The Warrants will expire on April 11, 2011, or earlier upon redemption.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. (2) Management. As a result, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

### Remarks:

\* MILLENCO LLC

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

EXHIBIT 99 - JOINT FILER INFORMATION

Name: Millennium Management LLC  
Address: 666 Fifth Avenue, 8th Floor  
New York, NY 10103

Designated Filer: Millenco LLC

Issuer & Ticker Symbol: HAPC, Inc. (HAPN)

Date of Event Requiring  
Statement: 10/26/2007

Signature: MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan

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Name: David Nolan  
Title: Co-President

Name: Israel A. Englander  
Address: c/o Millennium Management LLC  
666 Fifth Avenue, 8th Floor  
New York, NY 10103

Designated Filer: Millenco LLC

Issuer & Ticker Symbol: HAPC, Inc. (HAPN)

Date of Event Requiring  
Statement: 10/26/2007

Signature: /s/ Israel A. Englander by David Nolan  
pursuant to a Power of Attorney  
filed with the SEC on June 6, 2005

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Israel A. Englander