
**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 25, 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))
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Item 7.01 Regulation FD Disclosure

On September 25, 2007, HAPC, INC. (“HAPC”) issued a press release announcing that the 2007 Special Annual Stockholders Meeting of HAPC (the “Meeting”) scheduled to take place at 10:00 am (local time) on Wednesday, September 26, 2007 at the offices of Morgan Lewis & Bockius LLP (“Morgan Lewis”), located at 101 Park Avenue, New York, New York 10178, would convene but be adjourned to take place at 10:00 am (local time) on Wednesday, October 10, 2007, at the offices of Morgan Lewis. The Meeting was so convened and adjourned as announced. The record date of August 6, 2007 remains the same for the adjourned Meeting.

A copy of the press release is attached hereto as Exhibit 99.1 This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and shall not be deemed to be incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended.

Item 8.01 Other Events

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

Additional Information and Where to Find It

HAPC filed its Definitive Proxy Statement with the U.S. Securities and Exchange Commission (the “SEC”) on August 8, 2007 and mailed the Definitive Proxy Statement to stockholders of record as of August 6, 2007 on August 8, 2007. HAPC filed a Supplement to its Definitive Proxy Statement with the SEC on September 18, 2007 and mailed the Supplement to stockholders of record as of August 6, 2007 on or about September 18, 2007. HAPC’s stockholders are urged to read the Definitive Proxy Statement, the Supplement and other relevant materials as they contain important information about the acquisition of all of the issued and outstanding capital stock of InfuSystem, Inc. 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 acquisition of InfuSystem, Inc. Information regarding the special interests of these directors and executive officers in the proposed transaction is included in the Definitive Proxy Statement described above.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.

99.1 Press Release issued by HAPC, INC. on September 25, 2007

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/ Pat LaVecchia

Name: Pat LaVecchia

Title: Secretary

Dated: September 26, 2007

Index to Exhibits

Exhibit No.

99.1 Press Release issued by HAPC, INC. on September 25, 2007

HAPC, Inc.

For Immediate Release

Investors:

David K. Waldman/Klea K. Theoharis
Crescendo Communications, LLC
Tel: (212) 671-1020

HAPC RESCHEDULES VOTE ON PROPOSED ACQUISITION OF INFUSYSTEM TO OCTOBER 10, 2007

New York, September 25, 2007 – HAPC, Inc. (OTCBB: HAPN, HAPNW, HAPNU) announced today that its Special Annual Meeting of Stockholders, originally scheduled for September 26, 2007, to consider, among other items, HAPC's proposed acquisition of InfuSystem, Inc., will be rescheduled for October 10, 2007 at 10:00 AM local time, at the offices of Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178, in order to provide HAPC stockholders additional time to review the proxy materials, including the Supplement filed and mailed to stockholders on September 18, 2007. The meeting will convene as originally scheduled on September 26, 2007, but for the sole purpose of adjourning the meeting to the new date and time. The record date will continue to be August 6, 2007.

If the acquisition is approved, upon closing of the transaction, InfuSystem, Inc. will become wholly owned by HAPC, which will be renamed InfuSystem Holdings, Inc.

Terms of the acquisition provide that HAPC will acquire all the outstanding shares of InfuSystem from I-Flow for \$100 million, plus additional contingent consideration, based on HAPC achieving certain milestones. The contingent consideration will be based on the compound annual growth rate (CAGR) of HAPC's consolidated revenue over the three year period ending December 31, 2010 and would be paid in 2011. The maximum potential amount of the contingent consideration is \$12 million and would be due if HAPC achieved revenue CAGR of 50% over the three year period. HAPC will pay the aggregate consideration through a combination of up to \$85 million in cash and a promissory note for the balance.

The Board of Directors of HAPC unanimously recommends that stockholders vote "for" the proposed acquisition of InfuSystem.

About InfuSystem, Inc.

InfuSystem provides external ambulatory infusion pump services to doctors and their patients allowing for the gradual delivery of a drug over a period of days in the privacy of one's home, rather than higher dose treatments, as is the case of chemotherapy administered in a hospital setting or doctor's office.

(more)

About HAPC, Inc.

HAPC is a blank check company recently formed for the purpose of acquiring, through a merger, capital stock exchange, asset acquisition or other similar business combination, one or more operating businesses in the healthcare industry.

Forward-Looking Statements

Except for the historical information contained herein, the matters discussed in this press release are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those predicted by such forward-looking statements. These risks and uncertainties include general economic conditions, as well as other risks detailed from time to time in HAPC's publicly filed documents.

Additional Information and Where to Find It

HAPC filed its Definitive Proxy Statement with the U.S. Securities and Exchange Commission (the "SEC") and also mailed the Definitive Proxy Statement to its stockholders on August 8, 2007. HAPC filed with the SEC and mailed to its stockholders a Supplement to its Definitive Proxy Statement on September 18, 2007. HAPC's stockholders are urged to read the Definitive Proxy Statement, Supplement and other materials as they become available as they will contain important information about the proposed acquisition of InfuSystem and the related proposals. Investors and HAPC stockholders may obtain free copies of these documents and other relevant documents filed by HAPC with the SEC at the SEC's web site at: www.sec.gov.

HAPC's stockholders who have questions about the proposed acquisition of InfuSystem or any of the other proposals or who need assistance in voting their shares may call the HAPC's proxy solicitor, D.F. King & Co. at 1-212-232-2228.

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