

FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 McDevitt Sean		2. Issuer Name and Ticker or Trading Symbol HAPC, Inc. [HAPN.OB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) C/O HAPC, INC., 350 MADISON AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 12/28/2006						
(Street) NEW YORK, NY 10017		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount (Price)			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
Warrants to purchase Common Stock	\$ 5	12/28/2006		P	624,286	04/11/2007 ⁽¹⁾	04/11/2011 ⁽²⁾	Common Stock ⁽³⁾ 624,286	\$ 0.70	624,286	D	
Warrants to purchase Common Stock	\$ 5	04/12/2007		P	447,143	04/11/2007 ⁽¹⁾	04/11/2011 ⁽²⁾	Common Stock ⁽³⁾ 447,143	\$ 0.70	1,071,429	D	
Warrants to Purchase Common Stock	\$ 5	08/15/2007		P	15,000	04/11/2007 ⁽¹⁾	04/11/2011 ⁽²⁾	Common Stock ⁽³⁾ 15,000	\$ 0.295	1,086,429	D	
Warrants to Purchase Common Stock	\$ 5	08/16/2007		P	3,000	04/11/2007 ⁽¹⁾	04/11/2011 ⁽²⁾	Common Stock ⁽³⁾ 3,000	\$ 0.285	1,089,429	D	
Warrants to Purchase Common Stock	\$ 5	08/16/2007		P	17,000	04/11/2007 ⁽¹⁾	04/11/2011 ⁽²⁾	Common Stock ⁽³⁾ 17,000	\$ 0.29	1,106,429	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

McDevitt Sean C/O HAPC, INC., 350 MADISON AVENUE NEW YORK, NY 10017	X			
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Signatures

/s/ Sean McDevitt	08/17/2007
<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 4(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).

The Warrants are exercisable commencing on the later of completion by HAPC, INC. (the "Company") of a Business Combination (as such term is defined in the Company's Amended and Restated Certificate of Incorporation on file with the Delaware Secretary of State as of the date of the filing of this Form 4) or April 11, 2007.

- (1) The Warrants expire on April 11, 2011 or earlier upon the Company's redemption of the Warrants. The Company may call the Warrants for redemption in whole, and not in part, at a price of \$0.01 per Warrant at any time after the Warrants become exercisable, provided that Mr. McDevitt receives no less than 30 days written notice prior to the redemption and the reported last sale price of the Company's Common Stock equals or exceeds \$8.50 per share for any 20 days within a 30 day trading period ending on the third business day prior to notice of redemption to Mr. McDevitt.
- (2) Each Warrant represents the right to purchase one share of Common Stock.
- (3) Each Warrant represents the right to purchase one share of Common Stock.

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

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