FORM 4

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

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

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 * MILLENCO, L.L.C.	2. Issuer Name **and** Ticker or Trading Symbol HAPC, Inc. [HAPN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 666 FIFTH AVENUE, 8TH FLOOR,	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2007	____ Director __X__ 10% Owner ____ Officer (give title ____ Other (specify below) below)
(Street) NEW YORK, NY 10103-0899	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person _X_ 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)
			Code	V	Amount	(A) or (D)	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
warrant ("Warrant")	$ 5	10/26/2007		S			87,500	10/26/2007[1]	04/11/2011[1]	common stock, par value $0.0001 per share ("Common Stock")	87,500 [1]	$ 0.5	1,684,625 [1]	D [2]	
Warrant	$ 5	10/29/2007		S			166,070	10/26/2007[1]	04/11/2011[1]	Common Stock	166,070 [1]	$ 0.5	1,518,555 [1]	D [2]	

Reporting Owners

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

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).

(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 1,518,555 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.

(2) 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. 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

                             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

                             Israel A. Englander