#### ENGLANDER ISRAEL A

Form 4

October 30, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MILLENCO, L.L.C.

(First) (Middle)

666 FIFTH AVENUE, 8TH FLOOR,

(Street)

(Month/Day/Year)

10/26/2007

HAPC, Inc. [HAPN]

3. Date of Earliest Transaction

Symbol

Filed(Month/Day/Year)

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading

NEW YORK, NY 10103-0899

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X\_ Form filed by More than One Reporting

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership Form: Direct (D) or Indirect Beneficial (I)

7. Nature of Indirect Ownership

(Instr. 4) (Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and 4

### Edgar Filing: ENGLANDER ISRAEL A - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	Disp		Dispo (Instr	nired (A) or osed of (D) at 3, 4, and			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
warrant ("Warrant")	\$ 5	10/26/2007		S			87,500	10/26/2007(1)	04/11/2011(1)	common stock, par value \$0.0001 pe share ("Common Stock")
Warrant	\$ 5	10/29/2007		S			166,070	10/26/2007(1)	04/11/2011(1)	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
. 9	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

\*\*Signature of Reporting Person

## **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).

Date

- 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
- (1) ("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

Reporting Owners 2

## Edgar Filing: ENGLANDER ISRAEL A - Form 4

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.