

ENGLANDER ISRAEL A  
Form 3  
October 30, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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)

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

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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

## 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	Â	Â X	Â	Â
MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â	Â	May be deemed as group member.
ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899	Â	Â	Â	May be deemed as group member.

## Signatures

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

## 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).
- 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. 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.

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**Remarks:**  
\*Â MILLENCOÂ LLC

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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