

Edgar Filing: HAPC, Inc. - Form SC 13G

HAPC, Inc.
Form SC 13G
February 14, 2007

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

HAPC, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

411357106
(CUSIP Number)

December 31, 2006
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
(Page 1 of 28 Pages)
Exhibit List: Page 26

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE FUND II, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 268,390

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
268,390

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
268,390

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.28%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE FUND IV, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 51,410

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
51,410

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
51,410

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.24%

(12) TYPE OF REPORTING PERSON **
PN

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(1) NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 685,420

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER

685,420

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

685,420

(10) CHECK BOX IF THE AGGREGATE AMOUNT

IN ROW (9) EXCLUDES CERTAIN SHARES **

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.26%

(12) TYPE OF REPORTING PERSON **

CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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THE APOGEE FUND, LTD. (F/K/A SATELLITE OVERSEAS FUND III, LTD.)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 125,060

EACH (7) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER

125,060

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

125,060

(10) CHECK BOX IF THE AGGREGATE AMOUNT

IN ROW (9) EXCLUDES CERTAIN SHARES **

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.59%

(12) TYPE OF REPORTING PERSON **

CO

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND V, LTD.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 53,970

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
53,970

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
53,970

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.26%

(12) TYPE OF REPORTING PERSON **
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND VI, LTD.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 18,650

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
18,650

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,650

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.09%

(12) TYPE OF REPORTING PERSON **
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND VII, LTD.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER
0
SHARES

BENEFICIALLY (6) SHARED VOTING POWER
32,250
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
32,250

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,250

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.15%

(12) TYPE OF REPORTING PERSON **
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND VIII, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

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(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 56,360

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
56,360

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
56,360

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.27%

(12) TYPE OF REPORTING PERSON **
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE OVERSEAS FUND IX, LTD.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

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(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS

NUMBER OF (5) SOLE VOTING POWER
0
SHARES

BENEFICIALLY (6) SHARED VOTING POWER
60,990
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
60,990

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
60,990

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.29%

(12) TYPE OF REPORTING PERSON **
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

SATELLITE ASSET MANAGEMENT, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []
(b) [X]

(3) SEC USE ONLY

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(4)	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE
NUMBER OF SHARES	(5) SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER 1,352,500
EACH REPORTING PERSON WITH	(7) SOLE DISPOSITIVE POWER 0
	(8) SHARED DISPOSITIVE POWER 1,352,500
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,352,500
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** []
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.43%
(12)	TYPE OF REPORTING PERSON ** PN

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) SATELLITE FUND MANAGEMENT LLC
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] (b) [X]
(3)	SEC USE ONLY
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE

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NUMBER OF SHARES	(5)	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 1,352,500
EACH REPORTING PERSON WITH	(7)	SOLE DISPOSITIVE POWER 0
	(8)	SHARED DISPOSITIVE POWER 1,352,500
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,352,500	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** []	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.43%	
(12)	TYPE OF REPORTING PERSON ** OO	

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) SATELLITE ADVISORS, L.L.C.	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) [] (b) [X]
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES	(5)	SOLE VOTING POWER 0
BENEFICIALLY	(6)	SHARED VOTING POWER 319,800

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OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER
319,800

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
319,800

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES**
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.52%

(12) TYPE OF REPORTING PERSON **
OO

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Item 1(a). NAME OF ISSUER:

HAPC, Inc. (the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

350 Madison Avenue
New York, New York 10017

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Satellite Fund II, L.P. ("Satellite II");
- (ii) Satellite Fund IV, L.P. ("Satellite IV");
- (iii) Satellite Overseas Fund, Ltd. ("Satellite Overseas")
- (iv) The Apogee Fund, Ltd. (f/k/a Satellite Overseas Fund III, Ltd.)
("Apogee");
- (v) Satellite Overseas Fund V, Ltd. ("Satellite Overseas V");
- (vi) Satellite Overseas Fund VI, Ltd. ("Satellite Overseas VI");
- (vii) Satellite Overseas Fund VII, Ltd. ("Satellite Overseas VII");
- (viii) Satellite Overseas Fund VIII, Ltd. ("Satellite Overseas VIII");
- (ix) Satellite Overseas Fund IX, Ltd. ("Satellite Overseas IX");

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- (x) Satellite Asset Management, L.P. ("Satellite Asset Management");
- (xi) Satellite Fund Management LLC ("Satellite Fund Management"); and
- (xii) Satellite Advisors, L.L.C. ("Satellite Advisors").

This statement relates to Shares (as defined herein) held by (i) Satellite II, Satellite IV (collectively, the "Delaware Funds") over which Satellite Advisors has discretionary trading authority, as general partner, and (ii) Satellite Overseas, Apogee, Satellite Overseas V, Satellite Overseas VI, Satellite Overseas VII, Satellite Overseas VIII, and Satellite Overseas IX (collectively, the "Offshore Funds" and together with the Delaware Funds, the "Satellite Funds") over which Satellite Asset Management has discretionary investment trading authority. The general partner of Satellite Asset Management is Satellite Fund Management. Satellite Fund Management and Satellite Advisors each share the same Executive Committee that make investment decisions on behalf of the Satellite Funds and investment decisions made by such Executive Committee, when necessary, are made through approval of a majority of the Executive Committee members.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 623 Fifth Avenue, 19th Floor, New York, NY 10022.

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Item 2(c). CITIZENSHIP:

- 1) Satellite II is a Delaware limited partnership;
- 2) Satellite IV is a Delaware limited partnership;
- 3) Satellite Overseas is a Cayman Islands exempted company;
- 4) Apogee is a Cayman Islands exempted company;
- 5) Satellite Overseas V is a Cayman Islands exempted company;
- 6) Satellite Overseas VI is a Cayman Islands exempted company;
- 7) Satellite Overseas VII is a Cayman Islands exempted company;
- 8) Satellite Overseas VIII is a Cayman Islands exempted company;
- 9) Satellite Overseas IX is a Cayman Islands exempted company;
- 10) Satellite Asset Management is a Delaware limited partnership;

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11) Satellite Fund Management is a Delaware limited liability company; and

12) Satellite Advisors is a Delaware limited liability company.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$.0001 par value per share (the "Shares").

Item 2(e). CUSIP NUMBER:

411357106

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) or 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,

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-
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
 - (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
 - (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
 - (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
 - (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
 - (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box:

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Item 4. OWNERSHIP.

The percentages used herein and in the rest of Item 4 are calculated based upon the 21,041,918 shares of Common Stock issued and outstanding as of October 20, 2006, as described in the Issuer's Form 10-Q filed on November 14, 2006.

Satellite Fund II, L.P.

- (a) Amount beneficially owned: 268,390
- (b) Percent of class: 1.28%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote 0
 - (ii) Shared power to vote or to direct the vote 268,390
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 268,390

Satellite Fund IV, L.P.

- (a) Amount beneficially owned: 51,410
- (b) Percent of class: 0.24%

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(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	51,410
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	51,410

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Satellite Overseas Fund, Ltd.

(a)	Amount beneficially owned: 685,420	
(b)	Percent of class: 3.26%	
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	685,420
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	685,420

The Apogee Fund, Ltd. (f/k/a Satellite Overseas Fund III, Ltd.)

(a)	Amount beneficially owned: 125,060	
(b)	Percent of class: 0.59%	
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	125,060
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	125,060

Satellite Overseas Fund V, Ltd.

(a)	Amount beneficially owned: 53,970	
(b)	Percent of class: 0.26%	

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(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	53,970
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	53,970

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Satellite Overseas Fund VI, Ltd.

(a)	Amount beneficially owned:	18,650
(b)	Percent of class:	0.09%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	18,650
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	18,650

Satellite Overseas Fund VII, Ltd.

(a)	Amount beneficially owned:	32,250
(b)	Percent of class:	0.15%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	32,250
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	32,250

Satellite Overseas Fund VIII, Ltd.

(a)	Amount beneficially owned:	56,360
(b)	Percent of class:	0.27%

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(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	56,360
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	56,360

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Satellite Overseas Fund IX, Ltd.

(a)	Amount beneficially owned:	60,990
(b)	Percent of class:	0.29%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	60,990
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	60,990

Satellite Asset Management, L.P.

(a)	Amount beneficially owned:	1,352,500
(b)	Percent of class:	6.43%
(c)	Number of shares as to which the person has:	
(i)	Sole power to vote or direct the vote	0
(ii)	Shared power to vote or to direct the vote	1,352,500
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	1,352,500

Satellite Fund Management LLC

-
- (a) Amount beneficially owned: 1,352,500
 - (b) Percent of class: 6.43%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote 0
 - (ii) Shared power to vote or to direct the vote 1,352,500
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 1,352,500

Satellite Advisors, L.L.C.

-
- (a) Amount beneficially owned: 319,800
 - (b) Percent of class: 1.52%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote 0
 - (ii) Shared power to vote or to direct the vote 319,800
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 319,800

Satellite Asset Management, Satellite Fund Management and Satellite Advisors expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing.

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN 5% OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING []

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The investment manager of the Offshore Funds and the general partner of the Delaware Funds each have the power to direct the receipt of dividends from, or proceeds from the sale of, the securities held for the accounts of their respective funds.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

This Item 7 is not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

This Item 8 is not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

This Item 9 is not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2007

SATELLITE FUND II, L.P.

By: Satellite Advisors, L.L.C.,
as General Partner

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact

DATED: February 14, 2007

SATELLITE FUND IV, L.P.

By: Satellite Advisors, L.L.C.,
as General Partner

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact

DATED: February 14, 2007

SATELLITE OVERSEAS FUND, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

CUSIP No. 411357106

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DATED: February 14, 2007

THE APOGEE FUND, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

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Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND V, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND VI, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND VII, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND VIII, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

CUSIP No. 411357106

13G

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DATED: February 14, 2007

SATELLITE OVERSEAS FUND IX, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

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Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE ASSET MANAGEMENT, L.P.

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE FUND MANAGEMENT LLC

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact

DATED: February 14, 2007

SATELLITE ADVISORS, L.L.C.

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact

CUSIP No. 411357106

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that this statement on Schedule 13G with respect to the Common Stock of HAPC, Inc., dated as of February 14, 2007, is, and any amendments thereto (including amendments on Schedule 13G) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

DATED: February 14, 2007

SATELLITE FUND II, L.P.

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By: Satellite Advisors, L.L.C.,
as General Partner

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact

DATED: February 14, 2007

SATELLITE FUND IV, L.P.

By: Satellite Advisors, L.L.C.,
as General Partner

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact

DATED: February 14, 2007

SATELLITE OVERSEAS FUND, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

CUSIP No. 411357106

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DATED: February 14, 2007

THE APOGEE FUND, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND V, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Edgar Filing: HAPC, Inc. - Form SC 13G

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND VI, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND VII, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE OVERSEAS FUND VIII, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

CUSIP No. 411357106

13G

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DATED: February 14, 2007

SATELLITE OVERSEAS FUND IX, LTD.

By: Satellite Asset Management L.P.,
as Investment Manager

By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE ASSET MANAGEMENT, L.P.

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By: /s/ Simon Raykher

Name: Simon Raykher
Title: General Counsel

DATED: February 14, 2007

SATELLITE FUND MANAGEMENT LLC

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact

DATED: February 14, 2007

SATELLITE ADVISORS, L.L.C.

By: /s/ Simon Raykher

Name: Simon Raykher
Title: Attorney-in-Fact