

TANNENBAUM JEFFREY
Form 3
April 28, 2006

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Fir Tree, L.L.C. | | (Month/Day/Year) | HAPC, Inc. [HAPNU] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/12/2006 | | |
| 535 FIFTH AVENUE, 31ST FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| NEW YORK, NY 10017 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$.0001 per share | 2,062,500 ⁽¹⁾ | I | FN 2 ⁽²⁾ |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Fir Tree, L.L.C. 535 FIFTH AVENUE 31ST FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| FIR TREE INC 535 FIFTH AVENUE 31ST FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Camellia Partners, LLC 535 FIFTH AVENUE 31ST FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| TANNENBAUM JEFFREY 535 FIFTH AVENUE 31ST FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |
| Fredman Andrew 535 FIFTH AVENUE 31ST FLOOR NEW YORK, NY 10017 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| Jeffrey Tannenbaum, Principal of Fir Tree, L.L.C. | 04/28/2006 |
| **Signature of Reporting Person | Date |
| Jeffrey Tannenbaum, Principal of Fir Tree, Inc. | 04/28/2006 |
| **Signature of Reporting Person | Date |
| Jeffrey Tannenbaum, Principal of Camellia Partners, LLC | 04/28/2006 |
| **Signature of Reporting Person | Date |
| Jeffrey Tannenbaum | 04/28/2006 |
| **Signature of Reporting Person | Date |
| Andrew Fredman | 04/28/2006 |
| **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).

(1) The filing of this Form 3 shall not be construed as an admission that Fir Tree, L.L.C., Fir Tree, Inc., Camellia Partners, LLC, Jeffrey Tannenbaum or Andrew Fredman (the "Reporting Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of common stock, \$.0001 par value per share (the "Common Stock"), of HAPC, Inc. (the "Issuer") owned by Fir Tree Value Master Fund, LP, a Cayman Islands exempted limited partnership ("Fir Tree Value"), Fir Tree Recovery Master Fund, LP, a Cayman Islands exempted limited partnership ("Fir Tree Recovery") or its affiliates. Pursuant to Rule 16a-1, the Reporting Persons disclaim such beneficial ownership.

(2) Fir Tree, L.L.C., the general partner of Fir Tree Value, Camellia Partners, LLC, the general partner of Fir Tree Recovery, Fir Tree, Inc., the investment manager of both Fir Tree Value and Fir Tree Recovery, hold indirectly the Common Stock through the accounts of Fir Tree Recovery and Sapling LLC, of which Fir Tree Value is the sole member; Jeffrey Tannenbaum, the principal of Fir Tree, L.L.C., Fir Tree, Inc. and Camellia Partners, LLC, and Andrew Fredman, another principal of Camellia Partners, LLC, at the time of purchase, controlled the disposition and voting of the Common Stock. Fir Tree, L.L.C. receives a performance-based allocation and Fir Tree, Inc. receives an asset-based fee from Fir Tree Value and its affiliates. Camellia Partners, LLC receives a performance-based allocation and Fir Tree, Inc. receives an asset-based fee from Fir Tree Recovery and its affiliates.

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.