UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 9, 2008**

PHARMATHENE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-32587**	**20-2726770**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

One Park Place, Suite 450, Annapolis, Maryland	**21401**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number including area code: **(410) 269-2600**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

We are furnishing as an exhibit to this report a PowerPoint presentation that representatives of PharmAthene, Inc. (the "Company") plan to use for discussions with certain of the Company's stockholders and other interested persons.

Any information contained in the presentation should be read in the context of and with due regard to the more detailed information provided in other documents we file with or furnish to the Securities and Exchange Commission, including, but not limited to, our annual report on Form 10-K for the year ended December 31, 2007 and our quarterly report on Form 10-Q for the quarter ended September 30, 2008.

In accordance with General Instruction B.2. of Form 8-K, the information in this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	**Description**
99.1	PowerPoint Presentation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHARMATHENE, INC.
(Registrant)

Date: December 9, 2008

By: /s/ Christopher C. Camut
Christopher C. Camut
Chief Financial Officer

December 2008

PharmAthene

Dedicated to a safer world

Safe Harbor Statement

PharmAthene

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. This information may involve known and unknown risks, uncertainties and other factors that are difficult to predict and may cause the Company's actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe management's current expectations regarding the Company's future plans, strategies and objectives, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project," "potential" or "plan" or the negative of these words or other variations on these words or comparable terminology. Such statements include, but are not limited to, statements about future government contract awards, potential payments under government contracts, potential regulatory approvals, future product advancements, anticipated financial results and expected benefits of the acquisition of Avecia Vaccines. These forward-looking statements are based on assumptions that may be incorrect, and we cannot assure you that the projections included in these forward-looking statements will come to pass. The Company's actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors, including, but not limited to the "Risk Factors" included in the Company's annual report on Form 10-K and other reports filed with the SEC.

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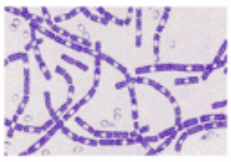
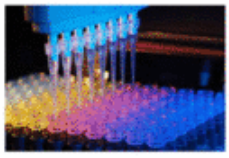
Investment Highlights

PharmAthene

- Penetrating multi-billion dollar global biodefense market
- Building highly competitive portfolio of next generation products
- Pursuing focused acquisition strategy with significant revenue opportunities
- Demonstrating strong track record obtaining significant government funding

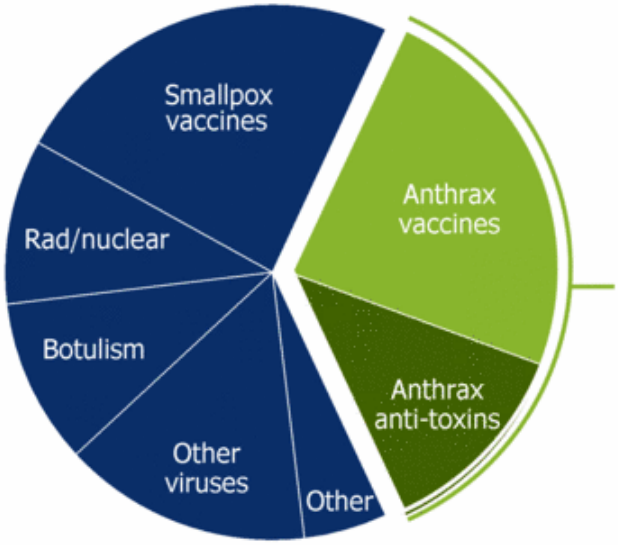




Penetrating a Multi-Billion Dollar Market

PharmAthene

Project BioShield: $5.6B Market Opportunity

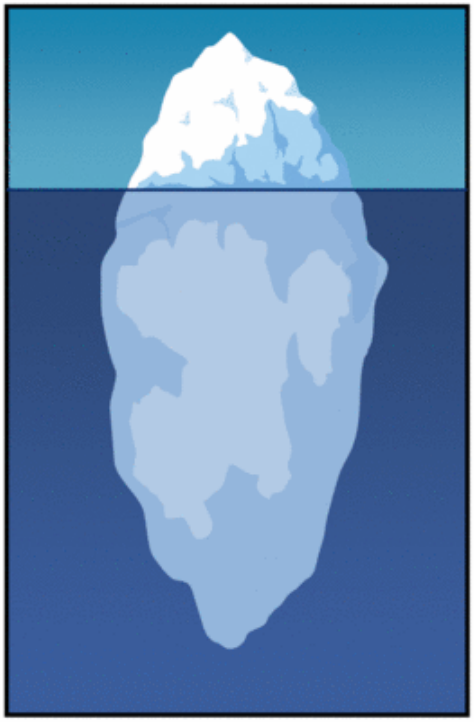


Total anthrax share 36% or $2B opportunity targeted by PharmAthene

Source: HHS Public Health Emergency Medical Countermeasure Enterprise Implementation Plan; BioShield contracts awarded

Opportunities Beyond Project BioShield

PharmAthene



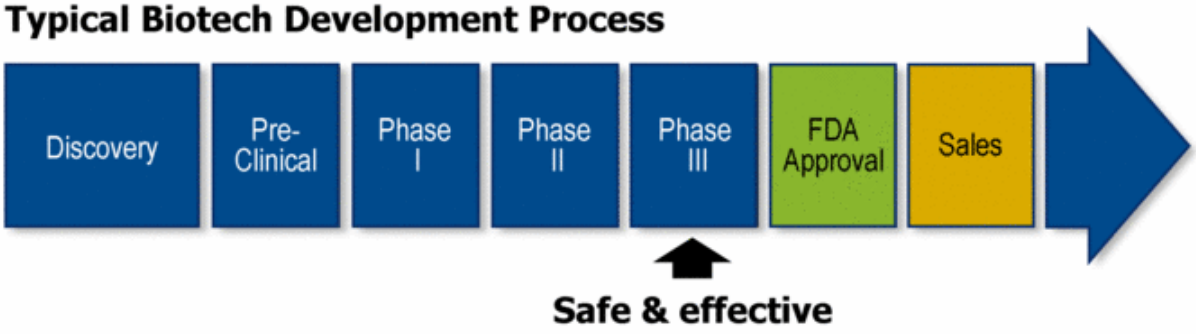
Project BioShield funding is only the tip of the iceberg	**$5.6B**
Actively pursuing additional markets:	
Department of Defense purchases	$5B
International purchases	$6B
Commercial purchases Fortune 500 companies Leasing opportunities	$1B
Execution of DHHS Implementation Plan	$35B
Total biodefense market opportunity	**~$50B**

*Source: MedaCorp Reports *Chemical & Biological Defense Program – Oct 2005; DHHS Implementation Plan; Company Estimates through 2018*

Biodefense Development Process

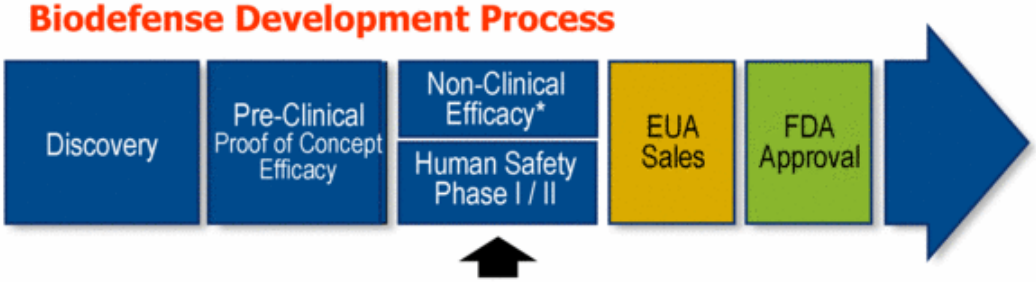
PharmAthene

Typical Biotech Development Process



Safe & effective

Biodefense Development Process



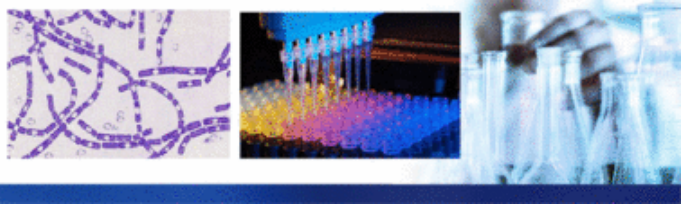
Safe & effective

**Biodefense timeline assumes no delays due to demonstrating validation of animal models under the FDA's Animal Rule*

PharmAthene's Strategic Advantage

PharmAthene

- Focus
  - Biodefense market
- Experience
  - Identifying high-priority government needs
  - Identifying and acquiring best-in-class products
  - Collaborating with government to develop and commercialize products
- Success
  - Up to $554MM* in contracts and funding awarded to date
  - Partner of choice for biodefense



**If all milestones are met and options exercised by government*

Executive Leadership

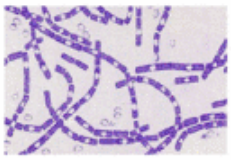
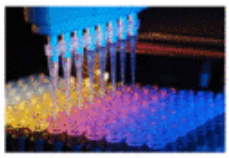
PharmAthene

Senior Officers:	Previous Affiliations:
David P. Wright President & Chief Executive Officer	MedImmune, Guilford, GenVec, Smith-Kline & French, G.D. Searle, Glaxo
Christopher C. Camut Chief Financial Officer	RecoverCare, Wachovia, Alex Brown & Sons
Francesca Cook VP, Policy & Government Affairs	Guilford, Covance, US Senate, DHHS
Wayne Morges, PhD VP, Regulatory Affairs & Quality	Baxter Healthcare, Merck
Eric I. Richman SVP, Bus. Dev. & Strategic Planning	MedImmune, HealthCare Ventures
Valerie Riddle, MD, FACP VP and Medical Director	MedImmune, Guilford, Washington Hospital
Joan Fusco, PhD SVP, Operations	Acambis, Baxter Healthcare
Jordan Karp, JD SVP, General Counsel	Guilford, Constellation Energy, Mentor, MCI

Investment Highlights

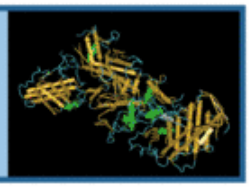
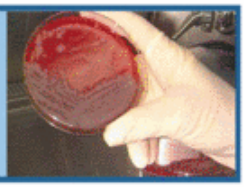
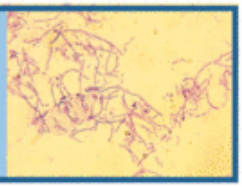
PharmAthene

- Penetrating multi-billion dollar global biodefense market
- **Building highly competitive portfolio of next generation products**
- Pursuing focused acquisition strategy with significant revenue opportunities
- Demonstrating strong track record obtaining significant government funding


Best-in-Class Portfolio

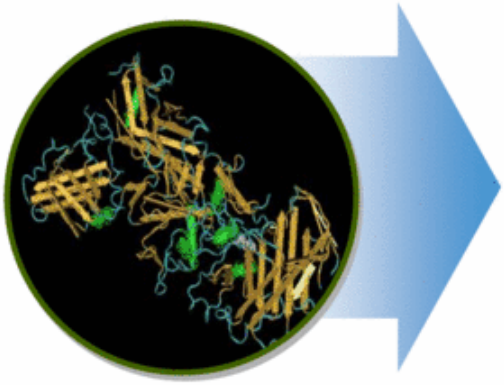
PharmAthene

1	rPA Anthrax Vaccine SparVax™	
2	3rd Generation rPA Anthrax Vaccine	
3	Anthrax Anti-Toxin Valortim®	
4	Nerve Agent Prophylaxis Protexia®	

rPA Anthrax Vaccine – SparVax™

PharmAthene

Recombinant Protective Antigen (rPA) anthrax vaccine



Characteristics

- Highly purified recombinant version of Protective Antigen
- Produces vaccine-induced antibody response comparable to current licensed vaccine

Advantages

- 3 dose intramuscular regimen vs 6 dose subcutaneous for BioThrax®
- Improved consistency
- Completed Ph II testing in 770 individuals; safe & well tolerated

Anthrax Vaccines - Market Opportunity

PharmAthene

- rPA Anthrax Vaccine Opportunity
  - Initial DHHS procurement contract (rPA vaccine): 25MM doses
  - Potential market opportunity in RFP: $350MM - $600MM
- Worldwide Anthrax Vaccine Market

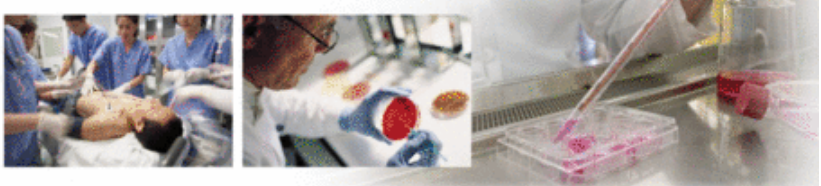
AVA BioThrax®	2nd generation rPA	3rd generation rPA
2007-2012	2012-2018	2018-2024
$1.1B	$1.2B	$1.5B

Source: analyst reports; company estimates

3rd Generation rPA Anthrax Vaccine

PharmAthene

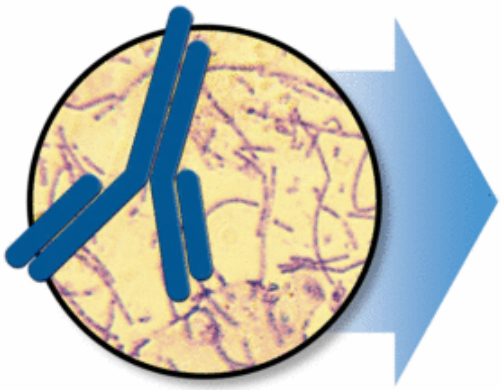
- Government Requirement
  - Develop 3rd generation rPA-based anthrax vaccine with
    - Enhanced stability – maintain stability for 3 years at 35°C
    - Improved potency – induce protective immunity in 2 or fewer doses
- PharmAthene's 3rd generation product
  - Room temperature stable with enhanced immunogenicity
  - Grant and contract funding of up to $97.9M awarded from NIH
  - Awarded NIH development contract 9/26/08 for up to $83.9M
- PharmAthene Goal
  - Capture significant market share in both 2nd and 3rd generation vaccine market



Anthrax Anti-Toxin – Valortim®

PharmAthene

Fully human monoclonal antibody (MAb) with a unique mechanism of action



Characteristics

- Fully human monoclonal antibody (MAb)
- Potent anthrax toxin neutralizing activity
- Mechanism of action appears similar to natural immune response

Advantages

- Capable of neutralizing both free and cell-bound anthrax toxin
- Efficacious as both prophylaxis and therapy
- Potential sporicidal activity
- Provides significant, sustained protection to monkeys with a single dose

Valortim® - Impressive Data Package

PharmAthene

- Initial Phase I in humans complete; no SAE's attributed to Valortim®
- Multiple animal studies have demonstrated efficacy

	Animal	Time to Treatment	Survival
Prophylaxis	Rabbits	1 hr post-exposure	85%
Prophylaxis	Monkeys	1 hr post-exposure	100%
Treatment	Rabbits	24 hrs post-exposure	88%
Treatment	Rabbits	48 hrs post-exposure	42%
Treatment	AG Monkeys	At time of ECL for PA	56%
Control	All Above	All Above	0%

Anthrax Anti-Toxins Market Opportunity

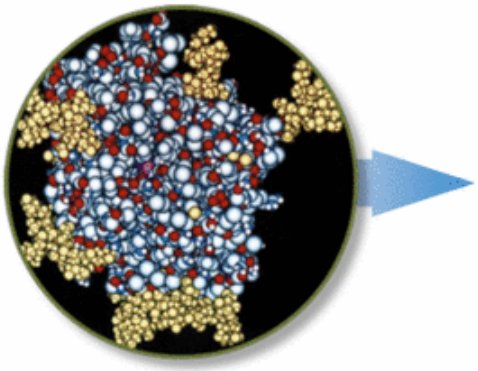
PharmAthene

- Current options are inadequate
  - Antibiotics are ineffective
  - Vaccines are inappropriate for treatment
- USG requirements established for anti-toxins
  - DHS Material Threat Assessment: 200,000 treatments
  - DHHS procurements to date under 2004 RFP requirement
    - HGSI – 20,000 doses; $8,260 cost/dose
    - Cangene – 10,000 doses; $14,383 cost/dose
- Valortim® is well positioned for procurement
  - USG funding awarded to date ~$24MM

Nerve Agent Prophylaxis - Protexia®

PharmAthene

Recombinant human BChE (Butyrylcholinesterase)



Mimics natural "bioscavenger"

Characteristics

- Novel recombinant form of naturally occurring bioscavenger protein
- Produced using innovative transgenic manufacturing platform

Advantages Over Standard of Care

- Protection pre- and post-exposure
- Protection against broad spectrum of nerve agents
- Superior efficacy to standard of care
- No observable neurological deficits

Conventional Treatment Does Not Prevent Neurological Toxicity

PharmAthene

Conventional Treatment

Guinea pig exposed to *only* 1.5 x LD_{50} Soman and immediately given the conventional treatment of atropine / 2-PAM / Diazapam

- Only 50% of those exposed survived
- Severe neurological deficits

Source of the film: U.S. Army Medical Research Institute of Chemical Defense

Only Protexia® Provides Superior Survival and Prevents Neurological Toxicity

PharmAthene

Protexia® Solution

Guinea pig pretreated with Protexia® and then 18 hours later exposed to 5.5x LD_{50} of Soman

- 100% survival rate
- No neurological deficits

Source of the film: U.S. Army Medical Research Institute of Chemical Defense

Nerve Agents - Market Opportunity

PharmAthene

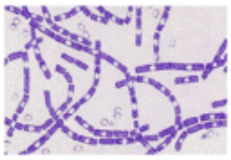
- Department of Defense advanced development procurement contract
  - Total value of up to $219MM*
    - $106MM in development funding
    - $113MM for procurement of initial 90,000 doses
- Additional opportunity for civilian (SNS); ex-US military & civilian commercial purchases
- Phase I clinical trial commenced Oct 08
- Expanding applications to non-biodefense markets
  - Alzheimer's disease

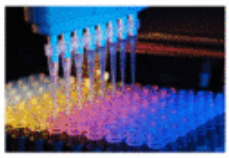
**If all milestones are met and options exercised by the USG.*

Investment Highlights

PharmAthene

- Penetrating multi-billion dollar global biodefense market
- Building highly competitive portfolio of *next generation* products
- Pursuing focused acquisition strategy with significant revenue opportunities
- **Demonstrating strong track record obtaining significant government contracts**





Unparalleled Track Record in this Sector

PharmAthene

Diversified biodefense portfolio	**5 products**
Significant DoD contract for Protexia®	**up to $219M***
NIH contract for 3rd generation anthrax vaccine	**up to $83.9M***
Advanced development funding for Valortim®	**up to $24M***
Total vaccines government funding to date	**up to $310M***
Total biodefense government funding to date	**up to $554M****

**If all milestones are met and options exercised by government*
***Includes amounts not set forth above*

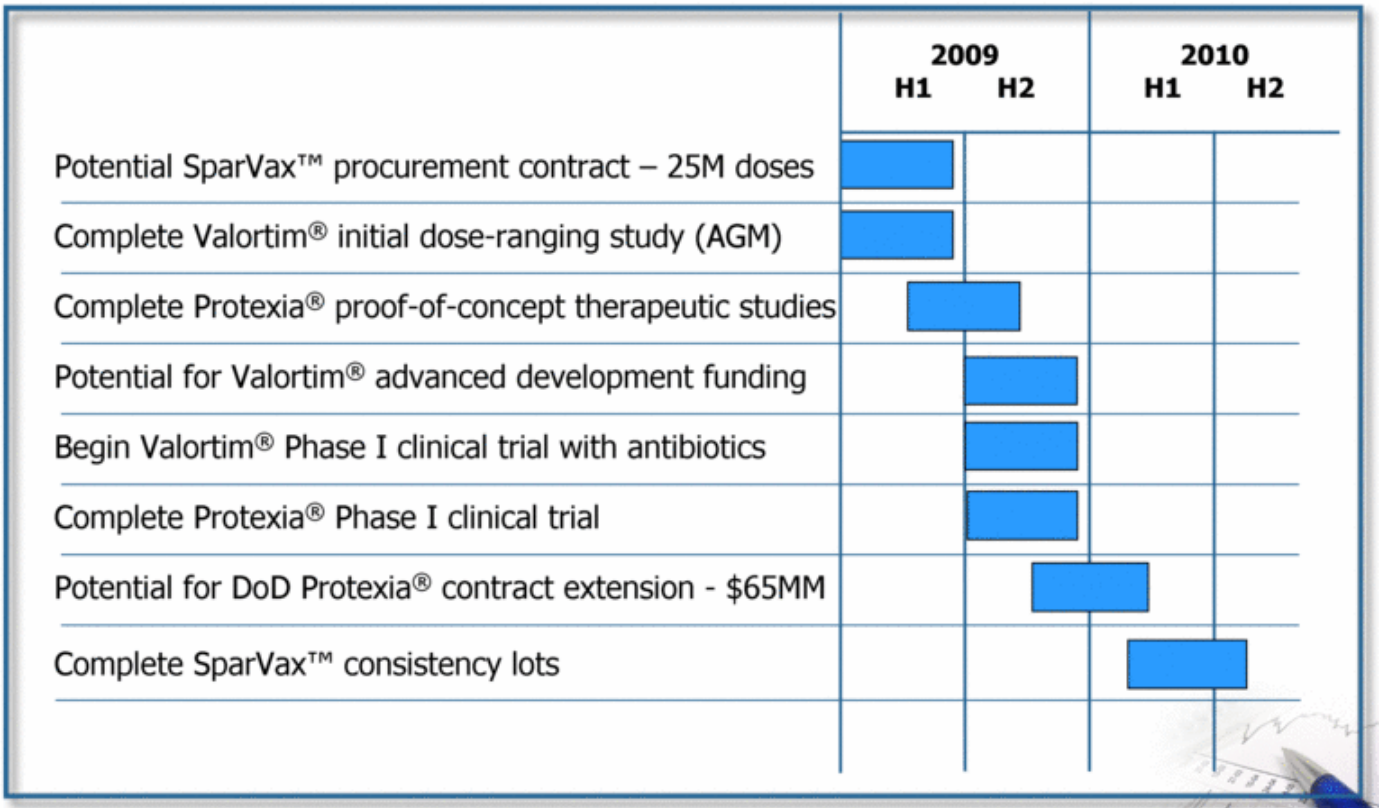
Clear Roadmap to Create Value

PharmAthene

1. Continue to obtain procurement contracts and increase revenues
2. Expand portfolio through strategic acquisitions
3. Develop multiple government users and non-government customers
4. Develop and position products for commercial uses

Key 2009-10 Value Creation Events

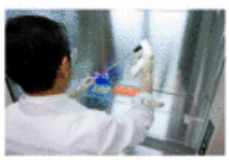
PharmAthene

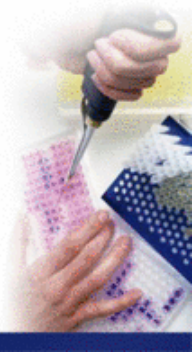


Investment Highlights

PharmAthene

- Large and growing market
  - *Urgent requirements, multi-billion dollar market*
- Experienced management team
  - *Previous long-term working relationships with strong execution skills*
- Successful execution of growth strategy
  - *Advancing four best-in-class, next-generation products*
- Solid track record validates our approach
  - *Potential government funding/contracts of up to $554MM* to date*
- Clear roadmap for success and value creation





*If all milestones are met and options exercised by the USG.

December 2008

PharmAthene

Dedicated to a safer world