

**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): **August 14, 2009**

PHARMATHENE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32587
(Commission
File Number)

20-2726770
(IRS Employer
Identification No.)

One Park Place, Suite 450, Annapolis, Maryland
(Address of principal executive offices)

21401
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective August 14, 2009, Christopher C. Camut resigned from the position of Chief Financial Officer of PharmAthene, Inc. (the "Company") and has assumed the newly created position of Vice President, Government Contracting and Special Projects. In this new role, Mr. Camut will oversee all operational aspects of the Company's government contracting efforts and will play a central role in managing special Company initiatives.

On August 17, 2009, the Company issued a press release announcing the appointment, of Charles A. Reinhart III, 49, to the position of Senior Vice President, Chief Financial Officer, with responsibility for overseeing the Company's accounting and finance functions, human resources and information technology. Mr. Reinhart joined the Company on August 10, 2009 as Senior Vice President, Finance and he assumed the role of Chief Financial Officer effective August 14, 2009.

Prior to joining the Company, Mr. Reinhart served as Senior Vice President Finance and Corporate Strategy, and was a member of the Operating Leadership Team, of Millennium Pharmaceuticals, Inc. from October 2007 to June 2008, where he was responsible for all aspects of the company's finance and strategic sourcing functions. Millennium Pharmaceuticals, Inc., a publicly-traded company until its acquisition by Takeda Pharmaceutical Company Limited in May 2008, is engaged in the discovery, development and commercialization of medicines to improve the lives of patients with cancer, inflammatory bowel diseases and other inflammatory diseases. From November 2000 to October 2007, Mr. Reinhart was Vice President, Finance at Cephalon, Inc., a publicly-traded company, where he was responsible for worldwide accounting, financial reporting, Sarbanes Oxley compliance, tax, treasury and budgeting/forecasting functions, and was a key member of the team responsible for raising over \$2.6 billion in convertible debt transactions. Cephalon, Inc. is an international biopharmaceutical company dedicated to the discovery, development and commercialization of innovative products in three core therapeutic areas: central nervous system, pain and oncology.

Mr. Reinhart's annual base salary will be \$330,000. He will also be eligible for an annual performance bonus, which has been set at 30% of the base salary for executive officers, subject to adjustment depending on the achievement of stated corporate objectives and individual performance. Mr. Reinhart was also granted an award of 200,000 options under the Company's 2007 Long-Term Incentive Compensation Plan. The options vest in annual increments of 25%, beginning on August 10, 2010. Mr. Reinhart is also eligible for a six-month severance package for termination without cause and under certain other circumstances as set forth in the Company's standard executive employment agreement..

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>No.</u>	<u>Description</u>
99.1	Press release, dated August 17, 2009, issued by PharmAthene, Inc.

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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: August 17, 2009

By: /s/ Jordan P. Karp
Jordan P. Karp
Senior Vice President, General Counsel and Secretary

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**Contact:**

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**PHARMATHENE STRENGTHENS SENIOR MANAGEMENT TEAM;
 APPOINTS CHARLES A. REINHART III SENIOR VICE PRESIDENT,
 CHIEF FINANCIAL OFFICER**

ANNAPOLIS, MD — August 17, 2009 — PharmAthene, Inc. (NYSE Amex: PIP), a biodefense company developing medical countermeasures against biological and chemical threats, today announced that Charles A. Reinhart III has been appointed to the position of Senior Vice President, Chief Financial Officer, with responsibility for overseeing the Company’s accounting and finance functions, human resources and information technology. Christopher C. Camut, who held the position of Vice President and Chief Financial Officer of PharmAthene since January 2007, has been appointed to the newly created position of Vice President, Government Contracting and Special Projects.

“We are delighted to welcome Charlie to the PharmAthene team,” commented David P. Wright, President and Chief Executive Officer. Charlie brings over 25 years experience in accounting, financial reporting, investor relations and financial planning and analysis, with the majority of that time spent in the biopharmaceutical industry. Having worked with such high growth, publicly traded companies as Millennium Pharmaceuticals and Cephalon, Inc., Charlie’s experience will help position PharmAthene for continued growth as we advance our goal of becoming the leading provider of best-in-class medical countermeasures for the biodefense industry.”

Mr. Wright continued, “We are also pleased to announce that as a result of significant growth within our organization, Chris Camut is assuming the newly created position of Vice President, Government Contracting and Special Projects. Having served as our Chief Financial Officer for the past two years, Chris has a vital understanding of our business and in this new capacity will play a pivotal role in helping guide our continued growth and expansion.”

Prior to joining PharmAthene, Mr. Reinhart served as Senior Vice President Finance and Corporate Strategy, and was a member of the Operating Leadership Team of Millennium

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Pharmaceuticals, Inc., where he was responsible for all aspects of the company’s finance and strategic sourcing functions.

Previously, Mr. Reinhart was Vice President, Finance at Cephalon, Inc. where he was responsible for worldwide accounting, financial reporting, Sarbanes Oxley compliance, tax, treasury and budgeting/forecasting functions, and was a key member of the team responsible for raising over \$2.6 billion in convertible debt transactions.

Mr. Reinhart is a C.P.A. He earned his Masters of Business Administration from The Wharton School at the University of Pennsylvania and his undergraduate degree in Business and Economics from Lehigh University. He currently serves as a member of the Board of Directors of VectorLogics, Inc.

About PharmAthene, Inc.

PharmAthene was formed to meet the critical needs of the United States and its allies by developing and commercializing medical countermeasures against biological and chemical weapons. PharmAthene’s lead product development programs include:

- SparVax™ - a second generation recombinant protective antigen (rPA) anthrax vaccine
- Third generation rPA anthrax vaccine
- Valortim® - a fully human monoclonal antibody for the prevention and treatment of anthrax infection
- Protexia® - a novel bioscavenger for the prevention and treatment of morbidity and mortality associated with exposure to chemical nerve agents

For more information about PharmAthene, please visit www.PharmAthene.com.

Statement on Cautionary Factors

Except for the historical information presented herein, matters discussed may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to certain risks and uncertainties that could cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. Statements that are not historical facts, including statements preceded by, followed by, or that include the words “potential”; “believe”; “anticipate”; “intend”; “plan”; “expect”; “estimate”; “could”; “may”; “should”; or similar statements are forward-looking statements. PharmAthene disclaims, however, any intent or obligation to update these forward-looking statements. Risks and uncertainties include risk associated with the reliability of the results of the studies relating to human safety and possible adverse effects resulting from the administration of the Company’s product candidates, unexpected funding delays and/or reductions or elimination of U.S. government funding for one or more of the Company’s development programs, including without limitation our bid related to SparVax™ under the DHHS Request for Proposals for an Anthrax Recombinant Protective Antigen (rPA) Vaccine for the Strategic National Stockpile, the award of government contracts to our competitors, unforeseen safety issues, challenges related to the development, scale-up, technology

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transfer, and/or process validation of manufacturing processes for our product candidates, unexpected determinations that these product candidates prove not to be effective and/or capable of being marketed as products, as well as risks detailed from time to time in PharmAthene's Forms 10-K and 10-Q under the caption "Risk Factors" and in its other reports filed with the U.S. Securities and Exchange Commission (the "SEC").

Copies of PharmAthene's public disclosure filings are available from its investor relations department and our website under the investor relations tab at www.PharmAthene.com.

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