

Rhapsody Acquisition Corp.  
Form SC 13G/A  
February 26, 2007

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**RHAPSODY ACQUISITION CORP.**

(Name of Issuer)

**COMMON STOCK, PAR VALUE \$0.0001 PER SHARE**

(Title of Class of Securities)

**762014108**

(CUSIP Number)

**FEBRUARY 16, 2007**

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 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 the purpose 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).

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millenco, L.L.C. 13-3532932	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
<b>5</b> SOLE VOTING POWER  668,000	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>6</b> SHARED VOTING POWER  -0-	
<b>7</b> SOLE DISPOSITIVE POWER  668,000	
<b>8</b> SHARED DISPOSITIVE POWER  -0-	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  668,000	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>11</b>	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.6%

12TYPE OF REPORTING PERSON

OO, BD

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millennium Management, L.L.C. 13-3804139	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
<b>5</b> SOLE VOTING POWER  668,000	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>6</b> SHARED VOTING POWER  -0-	
<b>7</b> SOLE DISPOSITIVE POWER  668,000	
<b>8</b> SHARED DISPOSITIVE POWER  -0-	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  668,000	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.6%

12TYPE OF REPORTING PERSON

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Israel A. Englander	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
<b>5</b> SOLE VOTING POWER  668,000	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>6</b> SHARED VOTING POWER  -0-	
<b>7</b> SOLE DISPOSITIVE POWER  668,000	
<b>8</b> SHARED DISPOSITIVE POWER  -0-	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  668,000	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>11</b>	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.6%

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TYPE OF REPORTING PERSON

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Item 1.

(a)Name of Issuer:

Rhapsody Acquisition Corp., a Delaware corporation (the "Company").

(b)Address of Issuer's Principal Executive Offices:

10 East 53rd Street, 35th Floor  
New York, New York 10022

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Millenco, L.L.C.  
c/o Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware



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Israel A. Englander  
c/o Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: United States

(d) Title of Class of Securities: common stock, par value \$0.0001 per share ("Common Stock")

(e) CUSIP Number: 762014108

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) p A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

As of the date of this filing, each Reporting Person may be deemed to be the beneficial owner of the following:

(i) 596,000 shares of Common Stock owned by Millenco, L.L.C., a Delaware limited liability company ("Millenco"), formerly known as Millenco, L.P., a Delaware limited partnership, which shares are a constituent part of the Company's units ("Units") of which Millenco holds 596,000. Each Unit consists of (a) one share of Common Stock and (b) one warrant ("Warrant"). Each Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of \$5.00. Each Warrant will become exercisable on the later of the Company's completion of a business combination and October 3, 2007, and will expire on October 2, 2010, or earlier upon redemption. As of the date of this filing, the Company has not announced the completion of a business combination; and

(ii) 72,000 shares of Common Stock owned by Millenco.

In addition to the Warrants exercisable into 596,000 shares of Common Stock, which are held as part of Units, Millenco owns Warrants exercisable into 637 shares of Common Stock which also are not currently exercisable.

Millennium Management, L.L.C., a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently may be deemed to have 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 be the beneficial owner of any shares 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.

Note: Integrated Holding Group, L.P., a Delaware limited partnership ("Integrated Holding Group"), is a non-managing member of Millenco. As a non-managing member, Integrated Holding Group has no investment or voting control over Millenco or its securities positions.

(b) Percent of Class:

10.6% of the Company's Common Stock (see Item 4(a) above), which percentage was calculated based on 6,300,000 shares of Common Stock outstanding as of February 9, 2007, as reported in the Company's Quarterly Report on Form

10-QSB, dated as of February 9, 2007.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

668,000

(ii) Shared power to vote or to direct the vote

-0-

(iii) Sole power to dispose or to direct the disposition of

668,000

(iv) Shared power to dispose or to direct the disposition of

-0-

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 five percent of the class of securities, check the followingo .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its 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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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 23, 2007, by and among Millenco, L.L.C., Millennium Management, L.L.C. and Israel A. Englander.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 23, 2007

MILLENCO, L.L.C.

By: Millennium Management, L.L.C.  
as manager

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

MILLENNIUM MANAGEMENT, L.L.C.

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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**EXHIBIT I                      JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, par value \$0.0001 per share of Rhapsody Acquisition Corp., a Delaware Corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 23, 2007

MILLENCO, L.L.C.

By: Millennium Management, L.L.C.  
as manager

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

MILLENNIUM MANAGEMENT, L.L.C.

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander