Polaris Acquisition Corp. Form 3

January 11, 2008

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, response... 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 *

À ORAN STUART I

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

01/11/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Polaris Acquisition Corp. [TKP]

(Check all applicable)

(give title below) (specify below)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

2200 FLETCHER AVENUE, 4TH FLOOR

(Street)

_X__ Director Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

FORT LEE, NJÂ 07024

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock

50,100 (1)

Held by Roxbury Capital Group I LLC Incentive Savings Plan (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)

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4)

(Month/Day/Year)

Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrants (3)	(4)	01/10/2012	Common Stock	54,000	\$ 7	I	Held by Roxbury Capital Group LLC Incentive Savings Plan (2)

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
ORAN STUART I 2200 FLETCHER AVENUE 4TH FLOOR FORT LEE, NJ 07024	ÂX	Â	Â	Â		

Signatures

/s/ Stuart I. Oran 01/11/2008

**Signature of Date
Reporting Person

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) Includes up to 6,535 shares of common stock that may be forfeited if the underwriters in the Issuer's initial public offering do not exercise their over-allotment option in full.
- (2) Mr. Oran is sole trustee and beneficiary of Roxbury Capital Group LLC Incentive Savings Plan.
- (3) These warrants are being purchased by Roxbury Capital Group LLC Incentive Savings Plan in connection with a private placement that will occur simultaneously with the consummation of the Issuer's initial public offering.
- (4) The warrants will become exercisable on the later of six months after the completion of a business combination with a target business and January 11, 2009.

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.

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