

SPACEHAB INC \WA\  
Form 8-K  
October 14, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report**

**October 7, 2008**

(Date of earliest event reported)

**SPACEHAB, Incorporated**

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(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction of  
incorporation or organization)

**0-27206**  
(Commission File Number)

**91-1273737**  
(I.R.S. Employer  
Identification Number)

**907 Gemini**

**Houston, Texas 77058**

(Address of principal executive offices, including zip code)

**(713) 558-5000**

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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**Section 3 Securities and Trading Markets**

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On October 7, 2008, SPACEHAB, Incorporated (the Company) received a letter from The NASDAQ Stock Market notifying the Company of its failure to regain compliance with NASDAQ Marketplace Rules 4310(c)(4), and that its securities are, therefore, subject to delisting from The NASDAQ Capital Market.

The Company plans to request a hearing before a NASDAQ Listing Qualifications Panel to present its plan of compliance and request continued listing pending the completion of the plan. However, there can be no assurance the Panel will grant the Company's request for continued listing.

On October 10, 2008, the Company issued a press release announcing this event. A copy of the Company's press release is attached as Exhibit 99.1 and incorporated herein by this reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

| <b>Exhibit Number</b> | <b>Title of Document</b>                                    |
|-----------------------|---|
| 99.1                  | Press Release dated October 10, 2008 announcing this event. |



*SIGNATURES*



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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.

**SPACEHAB, Incorporated**

October 13, 2008

By:

/s/ Brian K. Harrington  
Brian K. Harrington  
Senior Vice President and  
Chief Financial Officer