

SPACEHAB INC \WA\
Form 8-K
July 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report

July 13, 2005

(Date of earliest event reported)

SPACEHAB, Incorporated

(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)*

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12130 State Highway 3, Building 1

Webster, Texas 77598

(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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- 4.1 First Amendment to Amended and Restated Rights Agreement, dated July 13, 2005, between SPACEHAB, Incorporated and American Stock Transfer & Trust Company, as rights agent
- 99.1 Press release dated July 14, 2005 announcing the termination of the Company's Rights Agreement

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.

SPACEHAB, Incorporated

July 13, 2005

By: /s/ Nicholas G. Morgan

Nicholas G. Morgan
Vice President, Controller and Chief Accounting Officer

Exhibit Index

Exhibit Number	Title of Document
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99.1	Press release dated July 14, 2005 announcing the termination of the Company's Rights Agreement