

SPACEHAB INC \WA\
Form 8-K
October 26, 2006

**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

October 23, 2006

(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)

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On October 23, 2006, Dr. Shelley A. Harrison and James R. Thompson each notified SPACEHAB, Incorporated (the *Company*) of his decision not to stand for re-election to the board of directors of the Company at the Company's 2006 annual meeting of stockholders (the *Annual Meeting*). Both Dr. Harrison and Mr. Thompson will continue to serve as directors until the Annual Meeting. Dr. Harrison's and Mr. Thompson's decision not to stand for re-election is not a result of a disagreement with the Company related to the Company's operations, policies or practices.

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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 26, 2006

By: /s/ Brian K. Harrington
Brian K. Harrington
Sr. Vice President and Chief Financial Officer