

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

**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 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

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