

Edgar Filing: SPACEHAB INC \WA\ - Form SC 13G

SPACEHAB INC \WA\  
Form SC 13G  
April 30, 2007

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)

Spacehab Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

846243103

-----  
(CUSIP Number)

January 30, 2007

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

-----  
The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

CUSIP No. 846243103  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
TQA Special Opportunities Master Fund Ltd.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER  
  
0
6. SHARED VOTING POWER  
  
914,000
7. SOLE DISPOSITIVE POWER  
  
0
8. SHARED DISPOSITIVE POWER  
  
914,000
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
914,000
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
7.0%
12. TYPE OF REPORTING PERSON  
  
IC

CUSIP No. 846243103  
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Item 1(a). Name of Issuer:

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Spacehab Inc.

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Item 1(b). Address of Issuer's Principal Executive Offices:

12130 Galveston Road  
Building 1  
Webster, TX 77598

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Item 2(a). Name of Persons Filing:

TQA Special Opportunities Master Fund Ltd.

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Item 2(b). Address of Principal Business Office, or if None, Residence:

TQA Special Opportunities Master Fund Ltd  
333 Ludlow Street  
Stamford, Connecticut 06902

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Item 2(c). Citizenship:

Delaware

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Item 2(d). Title of Class of Securities:

Common Stock

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Item 2(e). CUSIP Number:

846243103

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.

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- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

914,000

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- (b) Percent of class:

7.0%

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- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

0

- (ii) Shared power to vote or to direct the vote:

914,000

- (iii) Sole power to dispose or to direct the disposition of:

0

- (iv) Shared power to dispose or to direct the disposition of

914,000

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Item 5. Ownership of Five Percent or Less of a Class.

N/A  
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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

N/A  
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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A  
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Item 8. Identification and Classification of Members of the Group.

N/A  
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Item 9. Notice of Dissolution of Group.

N/A  
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Item 10. Certifications.

By signing below, each reporting person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TQA Special Opportunities Master Fund Ltd.\*

TQA Partners L.L.C., its Investment Manager

By: /s/ Robert E. Butman  
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By: Robert E. Butman

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Title: Managing Member

Date: April 30, 2007

\*The Reporting Persons disclaim beneficial ownership in the common stock reported herein except to the extent of their pecuniary interest therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G dated January 30, 2007 relating to the Common Stock of Spacehab Inc. shall be filed on behalf of the undersigned.

TQA Special Opportunities Master Fund Ltd.

/s/ Robert E. Butman  
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By: Robert E. Butman  
Title: Managing Member

Date: April 30, 2007

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