

SPACEHAB INC \WA\  
Form 8-K  
November 26, 2008

**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 (Date of earliest event reported) **November 25, 2008**

**SPACEHAB, Incorporated**

(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction  
Of incorporation)

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

**91-1273737**  
(IRS Employer  
Identification No.)

**907 Gemini Street, Houston, Texas**  
(Address of principal executive offices)

**77058**  
(Zip Code)

Registrant's telephone number, including area code **(713) 558-5000**

(Former name or former address, if changed since last report.)

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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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 25, 2008, Mr. Barry A. Williamson 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 2008 Annual Meeting of Shareholders (the Annual Meeting). Mr. Williamson will continue to serve as director until the Annual Meeting. Mr. Williamson'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.

**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

Date: November 26, 2008

By:

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