

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

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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)*

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**SPACEHAB, Incorporated**

*(Exact name of registrant as specified in its charter)*

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**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)*

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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):

- .. 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

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

**Exhibit Index**

<b>Exhibit Number</b>	<b>Title of Document</b>
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