

SPACEHAB INC \WA\
Form 425
October 11, 2005

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) October 10, 2005

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.)

12130 State Highway 3, Building 1, Webster, Texas
(Address of principal executive offices)

77598
(Zip Code)

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

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

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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Section 8 - Other Events

Item 8.01. Other Events

On October 10, 2005 Spacehab, Incorporated (the *Company*) issued a press release announcing that it has extended the expiration of its offer to exchange and consent solicitation in respect of its 5.5% Senior Convertible Notes due 2010 for an identical principal amount of its existing 8% Convertible Subordinated Notes due 2007 (the *Old Notes*). The offer to exchange and consent solicitation will now expire at 5:00 p.m., New York City time, on November 10, 2005, unless further extended.

As of the close of business on October 7, 2005, \$43,696,000 aggregate principal amount of the Old Notes had been tendered and not withdrawn.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are filed herewith:

| Exhibit Number | Title of Document |
|---------------------------|---|
| 99.1 | Press Release dated as of October 10, 2005. |

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
(Registrant)

Date: October 11, 2005

By: /s/ Brian K. Harrington

Brian K. Harrington
Senior Vice President, Chief Financial Officer,

Secretary and Treasurer

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | Press Release dated as of October 10, 2005. |