

SPACEHAB INC \WA\
Form 8-K
February 10, 2006

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) February 10, 2006

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

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(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 3 Securities and Trading Markets

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard.

On February 8, 2006, SPACEHAB, Incorporated (the Company) received a letter from The NASDAQ Stock Market notifying the Company of its failure to satisfy the minimum stockholders' equity standard as required by Marketplace Rule 4450(a)(3). The letter stated that the Company has until February 23, 2006 to provide the Company's specific plan to achieve and sustain compliance with all NASDAQ National Market listing requirements, including the minimum stockholders' equity standard.

On February 9, 2006, the Company issued a press release announcing this event. A copy of the Company's press release is attached as Exhibit 99.1 and incorporated herein by this reference.

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 February 9, 2006. |

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: February 10, 2006

By: /s/ Brian K. Harrington

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

and Treasurer