

SPACEHAB INC \WA\  
Form 8-K  
May 28, 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) **May 23, 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.)

**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.)

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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))



**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 May 23, 2008, Michael Bowker, Senior Vice President and Chief Operating Officer resigned from the Company. By agreement with the Company, Mr. Bowker will receive payments pursuant to termination of his Employment Agreement without cause.

The Company expects that James Royston, President of the Company, will assume many of Mr. Bowker's duties. Further information on Mr. Royston can be found in the Company's Form 10-K/A filed with the Securities and Exchange Commission on December 3, 2007 and is incorporated herein by reference.

**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: May 28, 2008

By:

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