

SPACEHAB INC \WA\
Form SC TO-I/A
September 15, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 2

to

SCHEDULE TO

(Rule 14d-100)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934**

SPACEHAB, Incorporated

(Name of Subject Company (Issuer))

SPACEHAB, Incorporated

(Name of Filing Person (Issuer))

8% Convertible Subordinated Notes due 2007

(Title of Class of Securities)

846243 AA 1

846243 AC 7

(CUSIP Number of Class of Securities)

Michael E. Kearney

12130 State Highway 3, Building 1

Webster, Texas 77598

Telephone: (713) 558-5000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

**Arthur S. Berner
Haynes and Boone, LLP
1221 McKinney Street, Suite 2100
Houston, Texas 77010
Telephone: (713) 547-2526**

**Rick C. Madden
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
Telephone: (213) 687-5000**

CALCULATION OF FILING FEE

**Transaction Valuation(1)
\$63,250,000**

**Amount of Filing Fee(2)
\$7,445**

(1) The transaction valuation upon which the filing fee was based was calculated based on the maximum aggregate principal amount of the Issuer's 5.5% Senior Convertible Notes due 2010 that could be exchanged for the \$63,250,000 in principal amount outstanding of the Issuer's 8% Convertible Subordinated Notes Due 2007.

(2) Previously paid.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$7,445

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Form or Registration No.: S-4 Registration Statement

(File No. 333-126772)

Filing Party: SPACEHAB, Incorporated

Date Filed: July 21, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement filed by SPACEHAB, Incorporated (the **Company**) with the Securities and Exchange Commission on July 21, 2005 (the **Schedule TO**) and Amendment No. 1 to Schedule TO filed with the Securities and Exchange Commission on September 7, 2005, in connection with the Company's offer to exchange (the **Exchange Offer**) up to \$63,250,000 aggregate principal amount of its currently outstanding 8% Convertible Subordinated Notes due 2007 (the **Outstanding Notes**) for up to \$63,250,000 aggregate principal amount of new 5.5% Senior Convertible Notes due 2010.

The Exchange Offer is subject to the terms and conditions set forth in the prospectus, as amended or supplemented from time to time (the **Prospectus**), forming a part of the Company's Registration Statement on Form S-4 as originally filed with the Securities and Exchange Commission on July 21, 2005 (the **Registration Statement**) and the related Letter of Transmittal, a form of which has been filed as Exhibit 99.1 of the Registration Statement (the **Letter of Transmittal**).

Item 12. Exhibits.

In connection with the exchange offer and consent solicitation commenced on September 6, 2005, the Company is filing this Amendment No. 2 to the Schedule TO with respect to a noteholder presentation being made on September 15, 2005. The Company is filing herewith the slides used during the presentation.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following presentation:

- (a)(6) Presentation to holders of Outstanding Notes

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 15, 2005

SPACEHAB, Incorporated

By: /s/ Nicholas Morgan

Name: Nicholas Morgan

Title: Vice President, Controller and Chief Accounting Officer

EXHIBIT INDEX

(a)(6) Presentation to holders of Outstanding Notes

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