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SPACEDEV INC  
Form 8-K/A  
December 22, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K/A  
(AMENDMENT NO. 1)

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
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Date of Report (Date of Earliest Event Reported): DECEMBER 22, 2005  
(NOVEMBER 15, 2005)

SPACEDEV, INC.  
(Exact Name of Registrant as Specified in Charter)

COLORADO	000-28947	84-1374613
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

13855 STOWE DRIVE  
POWAY, CALIFORNIA 92064  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (858) 375-2030

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:

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 Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Explanatory Note - This Form 8-K/A is being filed solely for the purpose of

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re-filing the redacted Exhibit 10.1 (Falcon Launch Services Agreement dated November 15, 2005) and does not reflect any events occurring after the date of filing of the original Form 8-K or otherwise modify or update any of the information contained therein.

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENTS

SpaceDev, Inc., ("SpaceDev") entered into a Falcon Launch Services Agreement dated November 15, 2005 with Space Exploration Technologies Corporation, a Delaware corporation ("SpaceX") pursuant to which SpaceX is to provide specified launch services on a Falcon 1 launch vehicle. SpaceDev is purchasing a Falcon 1 launch vehicle and certain services in connection with a launch tentatively scheduled in May 2008 of the Falcon 1 vehicle, together with payloads to be arranged by SpaceDev that are expected to consist of microsatellites and/or nanosatellites.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

EXHIBIT DESCRIPTION	EXHIBIT NO.	
Falcon Launch Services Agreement dated November 15, 2005		10.1*
Press Release dated November 22, 2005		99.1+

\* Registrant requested confidential treatment pursuant to Rule 406 for a portion of the referenced exhibit and is filing a redacted version with this report.

+ Previously Filed

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.

Dated as of December 22, 2005.

SPACEDEV, INC.

By: /s/ Richard B. Slansky  
Richard B. Slansky  
President & Chief Financial Officer  
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EXHIBIT INDEX

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