

SPACEDEV, INC.
Form 8-K
October 15, 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): October 10, 2008

SPACEDEV, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 000-28947 (Commission File Number) | 84-1374613 (IRS Employer Identification No.) |
|---|---------------------------------------|--|

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|--|---------------------|
| 13855 Stowe Drive, Poway, California (Address of Principal Executive Offices) | 92064 (Zip Code) |
|--|---------------------|

Registrant's Telephone Number, Including Area Code: (858) 375-2000

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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Principal Officer; Compensatory Arrangements of Certain Officers.

Departure of a Director.

On October 10, 2008, James W. (“Jim”) Benson, SpaceDev’s founder and a member of our Board of Directors, died.

Mr. Benson’s death leaves ten SpaceDev directors in office: six independent directors and four non-independent directors.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of SpaceDev, Inc., dated October 10, 2008

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.

SPACEDEV, INC.

Date: October 14, 2008

Richard B. Slansky

President & Chief Financial Officer

By: /s/ Richard B. Slansky

