

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

SPACEDEV, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-28947
(Commission File Number)

84-1374613
(I.R.S. Employer
Identification Number)

13855 Stowe Drive
Poway, California 92064
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 375-2000

Not applicable
(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))

Item 8.01

Other Events

On December 15, 2008, SpaceDev, Inc. (the “Company”) held its annual meeting of stockholders. At the meeting, the stockholders approved and adopted the Agreement and Plan of Merger dated October 20, 2008, among the Company, Sierra Nevada Corporation and a wholly-owned subsidiary of Sierra Nevada Corporation. As previously reported, such Agreement contemplates a reverse triangular merger in which the Company would be acquired for cash and would become a wholly-owned subsidiary of Sierra Nevada Corporation. The Company anticipates that, subject to satisfaction or waiver of the closing conditions set forth in such Agreement, such merger will be consummated on December 16, 2008.

SIGNATURE

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: December 15, 2008
Richard B. Slansky
President

By: /s/ Richard B. Slansky