

SPACEDEV, INC.  
Form 15-12G  
December 16, 2008

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS  
13 AND 15(d) OF THE SECURITIES EXCHANGE ACT

Commission File Number 000-28947

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

13855 Stowe Drive  
Poway, California 92064  
(858) 375-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$.0001 par value  
(Title of each class of securities covered by this Form)

None  
(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the  
duty to file reports:

Rule	Rule
12g-4(a)(1)(i) <input checked="" type="checkbox"/>	12h-3(b)(1)(i) <input checked="" type="checkbox"/>
Rule	Rule
12g-4(a)(1)(ii) <input type="checkbox"/>	12h-3(b)(1)(ii) <input type="checkbox"/>
Rule	Rule
12g-4(a)(2)(i) <input type="checkbox"/>	12h-3(b)(2)(i) <input type="checkbox"/>
Rule	Rule
12g-4(a)(2)(ii) <input type="checkbox"/>	12h-3(b)(2)(ii) <input type="checkbox"/>
	Rule
	15d-6 <input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, SpaceDev, Inc. has caused this  
certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 16, 2008  
Richard B. Slansky

By: /s/ Richard B. Slansky

Chief Financial Officer