

APOGEE ENTERPRISES, INC.

Form S-8

October 09, 2015

As filed with the Securities and Exchange Commission on October 9, 2015

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**APOGEE ENTERPRISES, INC.**

**(Exact name of registrant as specified in its charter)**

**Minnesota**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**4400 West 78<sup>th</sup> Street, Suite 520**

**41-0919654**  
**(I.R.S. Employer**

**Identification No.)**

**Minneapolis, Minnesota 55435**

**(Address of principal executive offices, including zip code)**

**APOGEE ENTERPRISES, INC. 401(K) RETIREMENT PLAN**

**(Full title of the plan)**

**Patricia A. Beithon, Esq.**

**General Counsel and Secretary**

**Apogee Enterprises, Inc.**

**4400 West 78<sup>th</sup> Street, Suite 520**

**Minneapolis, Minnesota 55435**

**(952) 835-1874**

**(Name, address and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

#### **CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)(2)</b>	<b>Proposed maximum offering price per share(3)</b>	<b>Proposed maximum aggregate offering price(3)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.33 1/3 per share	250,000 shares	\$48.79	\$12,197,500	\$1,228.29

- (1) Represents shares of common stock of Apogee Enterprises, Inc. that may be offered or sold pursuant to the Apogee Enterprises, Inc. 401(k) Retirement Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers any additional shares of common stock that may be offered or issued under the Apogee Enterprises, Inc. 401(k) Retirement Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h)(1) and (c) under the Securities Act of 1933, as amended. The proposed maximum offering price is based on the average of the high and low prices of Apogee Enterprises, Inc. common stock as reported on the Nasdaq Global Select Market on October 8, 2015.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 of Apogee Enterprises, Inc. (the Company ) is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, to register an additional 250,000 shares of the Company s common stock ( Common Stock ), par value \$0.33 1/3 per share, issuable pursuant to the Apogee Enterprises, Inc. 401(k) Retirement Plan (the Plan ). The issuance of the additional shares was approved by the Board of Directors (the Board ) of the Company at a meeting of the Board on October 7, 2015. The Company previously registered shares of Common Stock for issuance under the Plan pursuant to a Registration Statement on Form S-8 (Registration No. 333-144133), which is hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed with the Securities and Exchange Commission (the "SEC") by Apogee Enterprises, Inc. ( "we," "us" or "Apogee") and the Apogee Enterprises, Inc. 401(k) Retirement Plan (as amended to date, the "Plan"), are incorporated by reference in this registration statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended February 28, 2015;
- (b) Our Quarterly Reports on Form 10-Q for the fiscal quarters ended May 30, 2015 and August 29, 2015;
- (c) Our Current Reports on Form 8-K filed on May 6, 2015 and June 30, 2015;
- (d) The Annual Report on Form 11-K of the Plan for the plan year ended December 31, 2014; and
- (e) The description of our common stock contained in any registration statement or report filed by us under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents.

**Item 8. Exhibits.**

- 4.1 Restated Articles of Incorporation of Apogee Enterprises, Inc. (incorporated by reference to Exhibit 3.1 to Apogee's Annual Report on Form 10-K for the year ended February 28, 2004).
- 4.2 Amended and Restated Bylaws of Apogee Enterprises, Inc., as amended through January 24, 2006 (incorporated by reference to Exhibit 3.1 to Apogee's Current Report on Form 8-K filed January 30, 2006).
- 4.3 Specimen certificate for shares of common stock of Apogee Enterprises, Inc. (incorporated by reference to Exhibit 4A to Apogee's Annual Report on Form 10-K for the year ended March 2, 2002).
- 4.4 Apogee Enterprises, Inc. 401(k) Retirement Plan, effective January 1, 2015.\*
- 5.1 Opinion of Dorsey & Whitney LLP.\*
- 5.2

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Determination Letter from the Internal Revenue Service dated February 6, 2012 with respect to qualification of the Apogee Enterprises, Inc. 401(k) Retirement Plan under Section 401 of the Internal Revenue Code of 1986, as amended.\*

- 23.1 Consent of Dorsey & Whitney LLP (included in Exhibit 5.1).\*
- 23.2 Consent of Independent Registered Public Accounting Firm.\*
- 24.1 Power of Attorney.\*

\* Filed herewith.

We hereby undertake to submit the amended Plan to the Internal Revenue Service ( IRS ) in accordance with the IRS Determination Letter Program as set forth in IRS Revenue Procedure 2007-44, and we will make all changes required by the IRS in order to qualify the amended Plan under Section 401 of the Internal Revenue Code of 1986, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on October 9, 2015.

APOGEE ENTERPRISES, INC.

By: /s/ Joseph F. Puishys  
Joseph F. Puishys  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on October 9, 2015.

<b>Signature</b>	<b>Title</b>
/s/ Joseph F. Puishys Joseph F. Puishys	President, Chief Executive Officer and Director (principal executive officer)
/s/ James S. Porter James S. Porter	Chief Financial Officer (principal financial and accounting officer)
* Bernard P. Aldrich	Chairman
* Jerome L. Davis	Director
* Sara L. Hays	Director
* John T. Manning	Director
* Robert J. Marzec	Director
Donald A. Nolan	Director
* Richard V. Reynolds	Director
David E. Weiss	Director



\*By: /s/ Patricia A. Beithon  
Patricia A. Beithon  
Attorney-in-Fact

**EXHIBIT INDEX**

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