

APOGEE TECHNOLOGY INC  
Form 8-K  
November 22, 2010

---

---

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): November 18, 2010

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

Delaware (State or other jurisdiction of incorporation or organization)	001-10456 (Commission File Number)	04-3005815 (IRS employer identification no.)
---	--	--

129 Morgan Drive  
Norwood, Massachusetts 02062  
(781) 551-9450  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 18, 2010, Apogee Technology, Inc.'s Board of Directors approved transactions for receipt of \$135,000 in proceeds from the sale of two promissory notes. Mr. Herbert M. Stein loaned the company \$9,000 pursuant to the promissory note attached hereto. Mr. Max Scheuerer loaned the company \$126,000 pursuant to the promissory note attached hereto. The promissory notes bear simple interest of 8% per year and are to be repaid in cash after 180 days. Mr. Max Scheuerer has the option to convert his loan into stock at \$1.50 per share.

Associated with the promissory notes are warrants. The warrants are a three (3) year warrants with a strike price of \$1. The warrants represent 900 for Mr. Herbert M. Stein and 63,000 for Mr. Max Scheuerer as added consideration for the Notes. These warrants, and the warrants previously issued to Mr. Herbert M. Stein pursuant to earlier promissory notes, have been documented using the form of warrant, Exhibit 99.3, attached.

The documents are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

These warrants have been documented using the form of warrant, Exhibit 99.3, attached.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF THE REGISTRANT.

The information required by this Item 2.03 is set forth in Item 1.01 above, which is incorporated herein by reference.

ITEM UNREGISTERED SALES OF EQUITY SECURITIES

3.02

The information required by this Item 3.02 is set forth in Item 1.01 above, which is incorporated herein by reference.

ITEM FINANCIAL STATEMENTS AND EXHIBITS.

9.01

(d) Exhibits

Exhibit

Number

Description

<u>99.1</u>	Promissory Note dated as of November 18, 2010 by and between Apogee Technology, Inc. and Mr. Herbert M. Stein
<u>99.2</u>	Promissory Note dated as of November 18, 2010 by and between Apogee Technology, Inc. and Mr. Max Scheuerer
<u>99.3</u>	Form of Warrant

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.

APOGEE TECHNOLOGY, INC.

Dated: November 22,  
2010

By: /s/ Paul J. Murphy  
Paul J. Murphy  
Chief Financial Officer

3