

APOGEE TECHNOLOGY INC
Form 8-K
May 20, 2009

**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): **May 18, 2009**

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)

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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))
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On May 18, 2009, Apogee Technology, Inc. (Apogee) received \$44,000 in proceeds from the sale of two promissory notes. Herbert M. Stein loaned the company \$12,000 pursuant to the promissory note attached hereto, Spiegel Family Limited Partnership loaned the company \$32,000 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.

On May 19, 2009, Apogee Technology, Inc. (Apogee) received \$35,000 in proceeds from the sale of one promissory note. David Spiegel loaned the company \$35,000 pursuant to the promissory note attached hereto. The promissory note bears simple interest of 8% per year and is to be repaid in cash after 180 days.

The promissory note is attached hereto as Exhibits 99.1, 99.2, and 99.3 and are incorporated herein by reference.

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 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

Associated with the promissory notes discussed above are warrants. The warrants are a three (3) year warrants with a strike price of \$1. The warrants represent 1,200, 3,200, and 3,500, for Mr. Herbert M. Stein, for Spiegel Family Limited Partnership, and for David Spiegel, respectively, as added consideration for the Note. These warrants, and the warrants previously issued to Mr. Herbert M. Stein, Spiegel Family Limited Partnership, and David Spiegel pursuant to earlier promissory notes, have been documented using the form of warrant, Exhibit 99.4, attached.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Promissory Note dated as of May 18, 2009 by and between Apogee Technology, Inc. and Herbert M. Stein |
| 99.2 | Promissory Note dated as of May 18, 2009 by and between Apogee Technology, Inc. and Spiegel Family Partnership |
| 99.3 | Promissory Note dated as of May 19, 2009 by and between Apogee Technology, Inc. and David Spiegel |
| 99.4 | 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: May 20, 2009

By: */s/ Herbert M. Stein*
Herbert M. Stein
President, Chief Executive Officer and
Chairman of the Board