

APOGEE TECHNOLOGY INC  
Form 8-K  
August 30, 2004

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

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## 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):

**August 24, 2004**

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## 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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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**

**ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES**

On August 24, 2004, Apogee Technology, Inc. (the Company or Apogee ) announced that it had entered into agreements to sell 374,242 shares of its common stock to institutional and accredited investors at a price of \$4.75 per share for gross proceeds to the Company of approximately \$1,800,000. Pursuant to this financing, the investors also will receive warrants to purchase an aggregate of 187,123 shares of Common Stock, which will be exercisable for five years at a price of \$5.70 per share. Jesup & Lamont Securities Corporation served as placement agent for the transaction, and will receive a fee of 6% of the gross proceeds of the offering, together with a warrant to purchase an aggregate of 22,454 shares of Common Stock. The offering was conducted as a private placement pursuant to the exemption from registration provided by Rule 506 of Regulation D under Section 4(2) of the Securities Act of 1933, as amended.

The agreements regarding this transaction are filed as Exhibits 10.1-10.4 to this current report on Form 8-K.

Further, a copy of the Apogee press release dated August 24, 2004, is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits:

- 10.1 Securities Purchase Agreement, dated as of August 24, 2004
- 10.2 Registration Rights Agreement, dated as of August 24, 2004
- 10.3 Form of Warrant
- 10.4 Addendum to Securities Purchase Agreement
- 99.1 Press Release of Apogee Technology, Inc. dated August 24, 2004

**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: August 27, 2004

By:

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

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
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