

APOGEE TECHNOLOGY INC  
Form 8-K  
February 24, 2010

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UNITED STATES  
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): February 22, 2010

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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.)
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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))

- 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.

On February 22, 2010, Apogee Technology, Inc.'s Board of Directors approved transactions for receipt of \$66,000 in proceeds from the sale of a promissory note. Mr. Herbert M. Stein loaned the company \$66,000 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 Exhibit 99.1, and is 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 UNREGISTERED SALES OF EQUITY SECURITIES  
3.02

Associated with the promissory note discussed above are warrants. The warrants are a three (3) year warrants with a strike price of \$1. The warrants represent 6,600 for Mr. Herbert M. Stein as added consideration for the Note. 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 99.2, attached.

ITEM FINANCIAL STATEMENTS AND EXHIBITS.  
9.01

(d) Exhibits

Exhibit Number	Description
<u>99.1</u>	Promissory Note dated as of February 22, 2010 by and between Apogee Technology, Inc. and Mr. Herbert M. Stein
<u>99.2</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: February 24,  
2010

By: /s/ Herbert M. Stein

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