

As filed with the Securities and Exchange Commission on February 1, 2000

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	41-0919654
(State or other jurisdiction	(I.R.S. Employer
of incorporation or organization)	Identification No.)

7900 Xerxes Avenue South  
Suite 1800  
Minneapolis, Minnesota 55431  
(Address, including zip code,  
of registrant's principal executive offices)

Apogee Enterprises, Inc.  
Tax Relief Investment Plan  
(Full title of the plan)

Patricia A. Beithon, Esq.  
Secretary and General Counsel  
Apogee Enterprises, Inc.  
7900 Xerxes Avenue South  
Minneapolis, Minnesota 55431  
(612) 835-1874  
(Name, address and telephone number,  
including area code, of agent for service of process)

Copy to:  
Robert A. Rosenbaum, Esq.  
Dorsey & Whitney LLP  
220 South Sixth Street  
Minneapolis, Minnesota 55402  
(612) 340-6323

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, par value \$.33-1/3 per share	500,000 shares	\$4.97	\$2,485,000	\$656.04

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Apogee Enterprises, Inc. Tax Relief Investment Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and Rule 457(c), based upon the average of the high and low prices of the registrants Common Stock on the Nasdaq National Market on January 31, 2000.

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## 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 "Commission") by Apogee Enterprises, Inc. (the "Company"), are incorporated by reference in this Registration Statement, as of their respective dates:

- (a) Annual Report on Form 10-K for the year ended February 27, 1999.
- (b) Quarterly Reports on Form 10-Q for the quarters ended May 29, 1999, August 28, 1999 and November 27, 1999.
- (c) The Company's Current Reports on Form 8-K dated April 22, 1999, April 23, 1999 and May 27, 1999 and the Company's Amended Current Report on Form 8-K/A dated June 8, 1999.
- (d) The description of the Company's Common Stock contained in any registration statement or report filed by the Company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed by the Company for the purpose of updating such description.

All documents filed by the Company or by the Apogee Enterprises, Inc. Tax Relief Investment Plan (the "Plan") 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 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Names Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

The Company is subject to Minnesota Statutes, Chapter 302A. Section 302A.521 provides that a corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the former or present official capacity (as defined) of such person against judgments, penalties, fines (including, without limitation, excise taxes assessed against such person with respect to an employee benefit plan), settlements and reasonable expenses, including attorneys' fees and disbursements, incurred by such person in connection with the proceeding, if, with respect to the acts or omissions of such persons complained of in the proceeding, such person (1) has not been indemnified therefor by another organization or employee benefit plan; (2) acted in good faith; (3) received no improper personal benefit and Section 302A.255 (with respect to director conflicts of interest), if applicable, has been satisfied; (4) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and (5) reasonably believed that the conduct

was in the best interests of the corporation in the case of acts or omissions in such person's official capacity for the corporation, or reasonably believed that the conduct was not opposed to the best interests of the corporation in the case of acts or omissions in such person's official capacity for other affiliated organizations.

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The Company's Restated Bylaws provide that the Company shall indemnify such persons, for such liabilities and expenses, in such manner, under such circumstances, and to such extent as required or permitted by Section 302A.521, as now enacted or hereafter amended.

The Company also maintains an insurance policy or policies to assist in funding indemnification of directors and officers of the Company for certain liabilities.

### Item 7. Exemption from Registration Claimed.

No securities are to be reoffered or resold pursuant to this Registration Statement.

### Item 8. Exhibits.

Exhibit Number -----	Description -----
4.1	Restated Articles of Incorporation (incorporated by reference to Exhibit 3A to the Company's Annual Report on Form 10-K for year ended February 27, 1998).
4.2	Rights Agreement between the Company and American Stock Transfer Co. dated October 19, 1990 (incorporated by reference to the Company's Form 8-A dated October 19, 1990).
4.3	Amendment No. 1 to Rights Agreement, dated June 28, 1995, to the Rights Agreement between the Company and American Stock Transfer Co. dated October 19, 1990 (incorporated by reference to the Company's Form 8-A12G/A dated July 27, 1995).
4.4	Amendment No. 2 to Rights Agreement, dated February 22, 1999, to the Rights Agreement between the Company and American Stock Transfer Co. dated October 19, 1990 (incorporated by reference to the Company's Form 8-A12G/A dated February 22, 1999).
4.5	Amendment No. 3 to Rights Agreement, dated December 7, 1999 to the Rights Agreement between the Company and American Stock Transfer Co. dated October 19, 1990 (incorporated by reference to the Company's Form 8-A12/GA dated December 10, 1999).
5.1	Opinion of Dorsey & Whitney LLP.
5.2	Determination Letter from the Internal Revenue Service with respect to qualification of the Apogee Enterprises, Inc. Tax Relief Investment Plan under Section 401 of the Internal Revenue Code of 1986, as amended.
23.1	Consent of KPMG LLP.
23.2	Consent of Dorsey & Whitney LLP (contained in Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney.

### Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or other controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Pursuant to the requirements of the Securities Act of 1933, 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 February 1, 2000.

APOGEE ENTERPRISES, INC.

By /s/ Russell Huffer  
-----  
Russell Huffer  
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 1, 2000.

Signature -----	Title -----
/s/ Russell Huffer ----- Russell Huffer	Chairman of the Board of Directors, Chief Executive Officer, President and Director (principal executive officer)
/s/ Robert G. Barbieri ----- Robert G. Barbieri	Vice President Finance and Chief Financial Officer (principal financial and accounting officer)
/s/ Bernard P. Aldrich ----- Bernard P. Aldrich	Director
/s/ Harry A. Hammerly ----- Harry A. Hammerly	Director
/s/ Laurence J. Niederhofer ----- Laurence J. Niederhofer	Director
/s/ James L. Martineau ----- James L. Martineau	Director
/s/ Donald W. Goldfus ----- Donald W. Goldfus	Director
/s/ Barbara B. Grogan ----- Barbara B. Grogan	Director
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/s/ Stephen C. Mitchell ----- Stephen C. Mitchell	Director
/s/ J. Patrick Horner ----- J. Patrick Horner	Director

/s/ Michael E. Shannon

Director

-----  
Michael E. Shannon

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have 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 February 1, 2000.

APOGEE ENTERPRISES, INC. TAX RELIEF  
INVESTMENT PLAN

By: APOGEE ENTERPRISES, INC.,  
the Plan Administrator

By: /s/ Russell Huffer

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Russell Huffer  
Chief Executive Officer and President

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EXHIBIT INDEX TO  
FORM S-8

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24.1 Power of Attorney.

[Letterhead of Dorsey & Whitney LLP]

February 1, 2000

Apogee Enterprises, Inc.  
7900 Xerxes Avenue South  
Suite 1800  
Minneapolis, MN 55431

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Apogee Enterprises, Inc., a Minnesota corporation (the "Company"), in connection with the proposed registration by the Company pursuant to a Registration Statement on Form S-8 of 500,000 shares of Common Stock, par value \$.33-1/3 per share (the "Shares"), to be offered under the Apogee Enterprises, Inc. Tax Relief Investment Plan (the "Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of the opinions set forth below.

In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. As to questions of fact material to our opinions, we have relied upon certificates and representations of officers of the Company, public officials and others.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

Our opinions expressed above are limited to the laws of the State of Minnesota.

We hereby consent to the filing of this opinion as an exhibit to the above-described Registration Statement.

Very truly yours,

/s/ Dorsey & Whitney LLP

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INDEPENDENT AUDITOR'S CONSENT

We consent to the use of our report incorporated by reference herein.

/s/ KPMG LLP

Minneapolis, Minnesota  
February 1, 2000

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Russell Huffer, Robert G. Barbieri and Patricia A. Beithon, with full power to each act without the other, his or her true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8, and any and all amendments (including post-effective amendments) thereto, relating to the issuance of 500,000 shares of Common Stock of Apogee Enterprises, Inc. pursuant to the Apogee Enterprises, Inc. Tax Relief Investment Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed on this 31st day of January, 2000, by the following persons:

Signature

Title

-----

-----

/s/ Russell Huffer

Chairman of the Board of Directors, Chief  
Executive Officer, President and Director-----  
Russell Huffer

/s/ Robert G. Barbieri

Vice President Finance and Chief Financial  
Officer-----  
Robert G. Barbieri

/s/ Bernard P. Aldrich

Director

-----  
Bernard P. Aldrich

/s/ Harry A. Hammerly

Director

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/s/ Laurence J. Niederhofer

Director

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/s/ James L. Martineau

Director

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/s/ Donald W. Goldfus

Director

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Director

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/s/ J. Patrick Horner

Director

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J. Patrick Horner

/s/ Michael E. Shannon

Director

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Michael E. Shannon