

**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
(State or other jurisdiction
of incorporation or organization)

41-0919654
(I.R.S. Employer
Identification No.)

4400 West 78th Street, Suite 520
Minneapolis, Minnesota 55435
(Address of principal executive offices, including zip code)

APOGEE ENTERPRISES, INC. 401(K) RETIREMENT PLAN
(Full title of the plan)

Meghan M. Elliott, Esq.
Vice President, General Counsel and Secretary
Apogee Enterprises, Inc.
4400 West 78th Street, Suite 520
Minneapolis, Minnesota 55435
(952) 487-7514

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common Stock, par value \$0.33 1/3 per share	250,000 shares	\$26.73	\$6,682,500	\$729.06

- (1) Represents shares of common stock of Apogee Enterprises, Inc. that may be offered or sold pursuant to the Apogee Enterprises, Inc. 401(k) Retirement Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers any additional shares of common stock that may be offered or issued under the Apogee Enterprises, Inc. 401(k) Retirement Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h)(1) and (c) under the Securities Act of 1933, as amended. The proposed maximum offering price is based on the average of the high and low prices of Apogee Enterprises, Inc. common stock as reported on the Nasdaq Global Select Market on October 20, 2020.

EXPLANATORY NOTE

This Registration Statement on Form S-8 of Apogee Enterprises, Inc. (the “Company”) is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, to register an additional 250,000 shares of the Company’s common stock (“Common Stock”), par value \$0.33 1/3 per share, issuable pursuant to the Apogee Enterprises, Inc. 401(k) Retirement Plan (the “Plan”). The issuance of the additional shares was approved by the Board of Directors (the “Board”) of the Company at a meeting of the Board on October 6, 2020. The Company previously registered shares of Common Stock for issuance under the Plan pursuant to Registration Statements on Form S-8 filed on June 28, 2007, as amended by a Post-Effective Amendment filed on October 9, 2008, (Registration No. 333-144133) and on October 9, 2015 (Registration No. 333-207369), which are hereby incorporated by reference.

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 “SEC”) by Apogee Enterprises, Inc. (“we,” “us” or “Apogee”) and the Apogee Enterprises, Inc. 401(k) Retirement Plan (as amended to date, the “Plan”), are incorporated by reference in this registration statement:

- (a) Our Annual Report on [Form 10-K](#) for the fiscal year ended February 29, 2020, including the information specifically incorporated by reference into our Annual Report on Form 10-K from the Company’s Definitive Proxy Statement on Schedule 14A, filed with the SEC on May 11, 2020;
- (b) Our Quarterly Reports on Form 10-Q for the fiscal quarters ended [May 30, 2020](#) and [August 29, 2020](#);
- (c) Our Current Reports on Form 8-K filed on [April 10, 2020](#), [April 29, 2020](#), [June 1, 2020](#) (as amended by our Current Report on Form 8-K/A, filed on [June 9, 2020](#)), [June 29, 2020](#), [July 7, 2020](#), [September 17, 2020](#) (Accession No. 0001193125-20-247376, excluding Item 7.01 and Exhibit 99.1 of Item 9.01), [October 5, 2020](#) and [October 13, 2020](#);
- (d) The Annual Report on [Form 11-K](#) of the Plan for the plan year ended December 31, 2019; and
- (e) The description of our common stock included as [Exhibit 4.2](#) to our Annual Report on Form 10-K for the fiscal year ended February 29, 2020.

All documents filed by us or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (other than reports (or portions thereof) on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information, unless otherwise explicitly indicated therein) 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, are incorporated by reference herein and are a part hereof from the respective dates of filing of such documents.

Item 8. Exhibits.

- 4.1 [Restated Articles of Incorporation of Apogee Enterprises, Inc. \(incorporated by reference to Exhibit 3.1 to Apogee’s Annual Report on Form 10-K for the year ended February 28, 2004\).](#)
- 4.2 [Articles of Amendment to the Restated Articles of Incorporation of Apogee Enterprises, Inc., as filed with the Minnesota Secretary of State on January 15, 2020 \(incorporated by reference to Exhibit 3.1 to Apogee’s Current Report on Form 8-K filed on January 16, 2020\).](#)
- 4.3 [Amended and Restated Bylaws of Apogee Enterprises, Inc. \(incorporated by reference to Exhibit 3.1 to Apogee’s Current Report on Form 8-K filed on July 3, 2018\).](#)
- 4.4 [Specimen certificate for shares of common stock of Apogee Enterprises, Inc. \(incorporated by reference to Exhibit 4A to Apogee’s Annual Report on Form 10-K for the year ended March 2, 2020\).](#)
- 4.5 [Apogee Enterprises, Inc. 401\(k\) Retirement Plan, effective January 1, 2015. \(incorporated by reference to Exhibit 4.4 to Registrant’s Registration Statement on Form S-8 filed on October 9, 2015\).](#)
- 5.1 [Opinion of Dorsey & Whitney LLP.*](#)
- 23.1 [Consent of Dorsey & Whitney LLP \(included in Exhibit 5.1\).*](#)

23.2 [Consent of Independent Registered Public Accounting Firm.*](#)

24.1 [Power of Attorney.*](#)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 October 21, 2020.

APOGEE ENTERPRISES, INC.

By: /s/ Joseph F. Puishys
Joseph F. Puishys
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on October 21, 2020.

Signature	Title
<u>/s/ Joseph F. Puishys</u> Joseph F. Puishys	President, Chief Executive Officer and Director (principal executive officer)
<u>/s/ Nisheet Gupta</u> Nisheet Gupta	Chief Financial Officer (principal financial and accounting officer)
<u>*</u>	Chairman
<u>Donald A. Nolan</u>	
<u>*</u>	Director
<u>Bernard P. Aldrich</u>	
<u>*</u>	Director
<u>Christina M. Alvord</u>	
<u>*</u>	Director
<u>Frank G. Heard</u>	
<u>*</u>	Director
<u>Lloyd E. Johnson</u>	
<u>*</u>	Director
<u>Elizabeth M. Lilly</u>	
<u>*</u>	Director
<u>Herbert K. Parker</u>	
<u>*</u>	Director
<u>Mark A. Pompa</u>	
<u>*</u>	Director
<u>Patricia K. Wagner</u>	

*By: /s/ Meghan M. Elliott
Meghan M. Elliott
Attorney-in-Fact

[Dorsey & Whitney LLP Letterhead]

October 21, 2020

Apogee Enterprises, Inc.
4400 West 78th Street - Suite 520
Minneapolis, Minnesota 55435

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 a Registration Statement on Form S-8 (the "Registration Statement") relating to the registration of the offer and sale by the Company of up to 250,000 shares (the "Shares") of common stock, \$0.33 1/3 par value per share, of the Company pursuant to the Apogee Enterprises, Inc. 401(k) Retirement Plan (the "Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary or appropriate for the purposes of our 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. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons. As to questions of fact material to our opinions, we have relied upon certificates or comparable documents of officers and other representatives of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

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 Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Dorsey & Whitney LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 24, 2020, relating to the financial statements of Apogee Enterprises, Inc. and the effectiveness of Apogee Enterprises, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Apogee Enterprises, Inc. for the year ended February 29, 2020, and our report dated June 25, 2020 relating to the financial statements of Apogee Enterprises, Inc. 401(k) Retirement Plan, appearing in the Annual Report on Form 11-K of Apogee Enterprises, Inc. 401(k) Retirement Plan for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP
Minneapolis, Minnesota
October 21, 2020

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Joseph F. Puishys, Nisheet Gupta and Meghan M. Elliott, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, each acting alone, with the powers of substitution and revocation, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign one or more Registration Statements on Form S-8, and any and all amendments (including post-effective amendments) thereto, relating to the registration of the offer and sale by the Company of up to 250,000 shares of common stock, \$0.33 1/3 par value per share, of the Company pursuant to the Apogee Enterprises, Inc. 401(k) Retirement Plan, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and with such state commissions and other agencies as necessary, granting unto such attorneys-in-fact and agents, and each of them, 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 the undersigned might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed by the following persons as of the dates set forth below:

Signature	Title	Date
<u>/s/ Joseph F. Puishys</u> Joseph F. Puishys	President, Chief Executive Officer and Director (principal executive officer)	October 13, 2020
<u>/s/ Nisheet Gupta</u> Nisheet Gupta	Chief Financial Officer (principal financial and accounting officer)	October 14, 2020
<u>/s/ Donald A. Nolan</u> Donald A. Nolan	Chairman	October 9, 2020
<u>/s/ Bernard P. Aldrich</u> Bernard P. Aldrich	Director	October 12, 2020
<u>/s/ Christina M. Alvord</u> Christina M. Alvord	Director	October 9, 2020
<u>/s/ Frank G. Heard</u> Frank G. Heard	Director	October 14, 2020
<u>/s/ Lloyd E. Johnson</u> Lloyd E. Johnson	Director	October 9, 2020
<u>/s/ Elizabeth M. Lilly</u> Elizabeth M. Lilly	Director	October 9, 2020
<u>/s/ Herbert K. Parker</u> Herbert K. Parker	Director	October 12, 2020
<u>/s/ Mark A. Pompa</u> Mark A. Pompa	Director	October 20, 2020
<u>/s/ Patricia K. Wagner</u> Patricia K. Wagner	Director	October 12, 2020