

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

**Apogee Enterprises, Inc.**

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form of Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



## SUPPLEMENT TO PROXY STATEMENT

As a shareholder of Apogee Enterprises, Inc., you are receiving this supplement to the proxy statement that was first made available to shareholders on or about May 11, 2021, for the virtual annual meeting to be held at 8:00 a.m. Central Time on Wednesday, June 23, 2021. We urge you to read this supplement carefully and, in its entirety, together with the proxy statement.

***Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to be Held on June 23, 2021***

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on June 23, 2021: The 2021 Proxy Statement, including this supplement, and the Fiscal 2021 Annual Report on Form 10-K to Shareholders are available at [www.proxyvote.com](http://www.proxyvote.com).**

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As previously disclosed in the proxy statement, due to the economic uncertainties resulting from the COVID-19 pandemic, the compensation committee determined that the company would not be able to establish effective long-term financial performance goals in fiscal 2021. Based on this determination, the committee elected to grant stock options in fiscal 2021 in lieu of granting two-year performance awards. The stock options were intended to approximate the annual value of, and the maximum potential gain available from, the performance awards traditionally granted by the company. Accordingly, the option awards included a cap on the maximum gain per share upon exercise. The maximum gain was also designed to avoid a windfall to the executive officers resulting from Apogee's relatively low stock price at the time of grant.

In order to provide then-Chief Executive Officer, Joseph F. Puishys, with the equivalent potential annual value of customary two-year performance awards, and due to the low price of Apogee stock at the time of grant, the company inadvertently exceeded the 200,000 annual share award limit under its 2019 Stock Incentive Plan (the "Plan") when it granted to him an option to purchase 215,600 shares of common stock on June 30, 2020. Together with the annual award of 37,193 restricted shares of common stock made to him under the Plan on April 23, 2020, Mr. Puishys received total awards covering 252,793 shares of common stock in 2020 under the Plan in the form of restricted shares and options.

After discussions with Mr. Puishys, and with his agreement, we have modified his fiscal 2021 compensation package to comply with the Plan's annual share award limit, as follows:

- Mr. Puishys forfeited his right to purchase 37,036 shares according to the terms of the option described above, and
- Apogee repurchased 15,757 of the shares of common stock, which were awarded to Mr. Puishys in April 2020 and which subsequently vested, for a price of \$24.74 per share, or \$389,828. This purchase price represents a reduction of \$12.66 per share from, or more than 36% below, the market value on the date that the underlying restricted shares vested. This reduction cancels out an amount that is equivalent to the maximum gain permissible per option share exercise under the terms of the option described above.

The following additional information is provided to illustrate the effects on certain compensation arrangements presented in the proxy statement, had the company originally complied with the Plan limits.

Assuming that the company granted an option to purchase 162,807 shares instead of 215,600 shares in June 2020 to comply with the Plan annual limit, the Compensation Committee would likely have awarded Mr. Puishys a cash bonus or cash-based incentive award with a value equal to the grant date fair value of the excess award. The value of the option awards reported in the Summary Compensation Table would have been reduced by the same amount, and Mr. Puishys' total compensation in fiscal 2021, as presented in the Summary Compensation Table, would have remained unchanged from the amount disclosed in the proxy statement. In the Grants of Plan-Based Awards Table, his awards would have been reduced to options to purchase 162,807 shares. There would have been corresponding reductions in the number of options outstanding presented under Outstanding Awards at Fiscal Year-End, as well as the number of options accelerated under the Puishys Transition Agreement.

With regard to Proposal 3: Approval of The Apogee Enterprises, Inc. 2019 Stock Incentive Plan, as Amended and Restated (2021), assuming that the company had never granted the equity awards in excess of the Plan annual limit, as of the last day of fiscal 2021, there would have been approximately 200,086 shares, instead of 147,293 shares, of common stock remaining available for future awards under the Plan. The fiscal 2021 burn rate would have been 3.84%, instead of 4.04%, and the three-year average burn rate would have been 1.72%, instead of 1.79%. There would have been no effect on total current or potential dilution.

Under Equity Compensation Plan Information, the Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights would have been reduced by 52,793 shares, and the Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans would have increased by the same number. The Weighted Average Price of Outstanding Options would have been \$18.07, instead of \$18.40.

### **Can I change my vote after submitting my proxy or voting instructions?**

Yes. If you are a shareholder of record, you may revoke your proxy and change your vote on any proposal at any time before your proxy is voted at the annual meeting, in any of the following ways:

- by returning the enclosed voting card, if you received this proxy supplement by mail, or by completing an electronic voting card by logging into [www.proxyvote.com](http://www.proxyvote.com) using the instructions contained in the proxy supplement email;
- by sending a written notice of revocation to the Corporate Secretary at Apogee Enterprises, Inc., 4400 West 78th Street, Suite 520, Minneapolis, MN 55435;
- by submitting a later-dated proxy to the Corporate Secretary;
- by submitting a later-dated proxy via the Internet, using the instructions from your original proxy materials;
- by submitting a later-dated proxy by telephone, using the instructions from your original proxy materials; or
- by voting in person at the meeting, with virtual participation constituting in person presence at the meeting.

If you hold your shares in street name, you should submit a voting card, as indicated above, or contact your broker, bank, trust or other nominee for information on how to revoke your voting instructions and provide new voting instructions.

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If you hold shares in the 401(k) Retirement Plan, Employee Stock Purchase Plan or other plans of Apogee, you may revoke your proxy and change your voting instructions at any time, but no later than 12:00 p.m. (noon) Eastern Time on Monday, June 21, 2021, by submitting a voting card, as indicated above, or in any of the following ways:

- by sending a written notice of revocation to the plan trustee or plan custodian;
- by submitting a later-dated voting instruction or proxy to the plan trustee or plan custodian;
- by submitting a later-dated voting instruction or proxy via the Internet, using the instructions from your original proxy materials;  
or
- by submitting a later-dated voting instruction by telephone, using the instructions from your original proxy materials.

**If you have already voted and do not wish to change your vote, you do not need to take any further action and your shares will be voted as originally directed by you. Voting by any of these methods will not prevent you from attending the virtual annual meeting and voting your shares by visiting [www.virtualshareholdermeeting.com/APOG2021](http://www.virtualshareholdermeeting.com/APOG2021).**

# Your **Vote** Counts!

## APOGEE ENTERPRISES, INC.

2021 Annual Meeting

Vote by June 22, 2021 11:59 PM ET. For shares held in a Plan, vote by June 21, 2021 12:00 PM ET.



enterprises, inc.

APOGEE ENTERPRISES, INC.  
4400 WEST 78TH STREET  
SUITE 520  
MINNEAPOLIS, MN 55435



D55667-P57146

## You invested in APOGEE ENTERPRISES, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on June 23, 2021.**

### Get informed before you vote

View the Notice and Proxy Statement, Proxy Supplement, Form of Proxy and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 9, 2021. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

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800-690-6903



**Vote Virtually at the  
Meeting\***  
June 23, 2021  
8:00 AM, CDT

Virtually at:  
[www.virtualshareholdermeeting.com/APOG2021](http://www.virtualshareholdermeeting.com/APOG2021)

\*Please check the meeting materials for any special requirements for meeting attendance.

