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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report: June 23, 2010**  
(Date of earliest event reported)

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**APOGEE ENTERPRISES, INC.**

(Exact name of registrant as specified in its charter)

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**Commission File Number: 0-6365**

**Minnesota**  
(State of incorporation  
or organization)

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

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

**(952) 835-1874**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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:

- 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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.03. Material Modifications to Rights of Security Holders.**

Effective as of June 24, 2010, Apogee Enterprises, Inc., a Minnesota corporation (the “Company”) entered into Amendment No. 1 (the “Amendment”) to the Amended and Restated Rights Agreement, dated as of November 12, 2001 (the “Rights Agreement”) with The Bank of New York Mellon f/k/a The Bank of New York, as Rights Agent. Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Rights Agreement and the Amendment.

The Amendment increases the Threshold Percentage from 10% to 15%. For holders of the Rights to purchase Series A Junior Participating Preferred Stock of the Company, the effect of such modification is that a Person must be a Beneficial Owner of 15%, rather than 10%, of the outstanding Common Shares of the Company in order for the Rights to become exercisable by holders who are not Acquiring Persons under the Rights Agreement.

The Amendment also effects certain changes requested by the Rights Agent to the provisions of the Rights Agreement that pertain to the Rights Agent. These changes do not affect the rights of holders of the Rights to purchase Series A Junior Participating Preferred Stock of the Company in accordance with the terms of the Rights Agreement.

A copy of the Amendment has been filed as an exhibit hereto and is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The final voting results for each of the proposals submitted to a vote of the shareholders at the Company’s Annual Meeting of Shareholders on June 23, 2010, are set forth below.

Proposal 1. To elect two Class III directors for three-year terms ending in the year 2013.

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Jerome L. Davis	21,593,575	376,772	3,065,736
Richard V. Reynolds	21,436,812	533,535	3,065,736

Proposal 2. To ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 26, 2011.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
24,355,266	643,436	37,381

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

4.1 Amendment No. 1, dated as of June 24, 2010, to Amended and Restated Rights Agreement, dated as of November 12, 2001, between Apogee Enterprises, Inc. and The Bank of New York Mellon f/k/a The Bank of New York, as Rights Agent.

**SIGNATURE**

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 ENTERPRISES, INC.

Date: June 25, 2010

By: /s/ Patricia A. Beithon  
Patricia A. Beithon  
General Counsel and Secretary

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

4.1

Amendment No. 1, dated as of June 24, 2010, to Amended and Restated Rights Agreement, dated as of November 12, 2001, between Apogee Enterprises, Inc. and The Bank of New York Mellon f/k/a The Bank of New York, as Rights Agent.

**AMENDMENT NO. 1  
TO  
RIGHTS AGREEMENT**

Amendment No. 1, dated as of June 24, 2010 (the "Amendment"), to the Amended and Restated Rights Agreement, dated as of November 12, 2001 (the "Rights Agreement"), between Apogee Enterprises, Inc., a Minnesota corporation (the "Company"), and The Bank of New York Mellon f/k/a The Bank of New York, a New York banking corporation, as Rights Agent (the "Rights Agent").

WITNESSETH:

WHEREAS, the Company and the Rights Agent entered into the Rights Agreement; and

WHEREAS, on June 22, 2010, the Board of Directors of the Company, in accordance with Section 27 of the Rights Agreement, determined it desirable and in the best interests of the Company and its shareholders to supplement and amend certain provisions of the Rights Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

Section 1. Amendment to Section 1. The defined term, "Threshold Percentage," set forth in Section 1 of the Rights Agreement is hereby amended to read in its entirety as follows:

" "Threshold Percentage" shall mean 15%."

Section 2. Amendment to Section 2. Section 2 of the Rights Agreement is hereby amended by deleting the phrase "and the holders of the Rights (who, in accordance with Section 3 hereof, shall prior to the Distribution also be the holders of the Common Shares of the Company)" from the first sentence of Section 2.

Section 3. Amendment to Section 18. Section 18(b) is hereby amended by inserting the following sentence at the end of Section 18(b): "Anything to the contrary notwithstanding, in no event shall the Rights Agent be liable for special, punitive, indirect, consequential or incidental loss or damage of any kind whatsoever (including but not limited to lost profits), even if the Rights Agent has been advised of the likelihood of such loss or damage."

Section 4. Amendment to Summary of Rights. The form of Summary of Rights to purchase Preferred Shares set forth in Exhibit C attached to the Rights Agreement is hereby amended such that, in clauses (i) and (ii) appearing on page 1 thereof, "10%" is replaced with "15%" in each such clause.

Section 5. Rights Agreement as Amended. The term "Agreement" as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended hereby. This Amendment shall be effective as of the date hereof and, except as set forth herein, the Rights Agreement shall remain in full force and effect and be otherwise unaffected hereby. In the event of any conflict, inconsistency or incongruity between any provision of this Amendment and any provision of the Rights Agreement, the provisions of this Amendment shall govern and control.

Section 6. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

*[THE REMAINDER OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK. SIGNATURE PAGE FOLLOWS.]*

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed and attested, all as of the day and year first above written.

Attest:

By: s/s Patricia A. Beithon  
Patricia A. Beithon  
Title: General Counsel and Secretary

Attest:

By: s/s Jeanette Rocha  
Title: Relationship Manager

APOGEE ENTERPRISES, INC.

By: s/s Russell Huffer  
Russell Huffer  
Title: Chief Executive Officer and President

THE BANK OF NEW YORK MELLON,  
as Rights Agent

By: s/s Margaret B. Lloyd  
Title: V P