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

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): August 5, 2019

APOGEE ENTERPRISES, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of incorporation)

0-6365
(Commission File Number)

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

4400 West 78th Street – Suite 520, Minneapolis, Minnesota
(Address of principal executive offices)

55435
(Zip Code)

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

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.33 1/3 Par Value	APOG	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

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 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On August 5, 2019, Apogee Enterprises, Inc., a Minnesota corporation (the “Company”), and Engaged Capital, LLC and certain of its affiliates (collectively, “Engaged”) entered into an amendment (the “Amendment”) to the previously disclosed confidentiality agreement, dated February 8, 2019, by and among the Company and Engaged (the “Confidentiality Agreement”).

Pursuant to the Amendment, the term of the Confidentiality Agreement has been extended until 5:30 PM New York City time on September 15, 2019 and the Company agreed not to file its preliminary proxy statement in connection with its 2019 annual meeting of shareholders prior to the termination of the Confidentiality Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed herewith as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit.

The following exhibit is filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
10.1	<u>Amendment to the Confidentiality Agreement, dated August 5, 2019, by and among Apogee Enterprises, Inc., and Engaged Capital LLC, Engaged Capital Flagship Master Fund, LP, Engaged Capital Co-Invest VIII, LP, Engaged Capital Flagship Fund, LP, Engaged Capital Flagship Fund, Ltd., Engaged Capital Holdings, LLC and Glenn W. Welling.</u>

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.

Date: August 6, 2019

APOGEE ENTERPRISES, INC.

By: /s/ Patricia A. Beithon

Patricia A. Beithon

General Counsel and Secretary

**AMENDMENT
TO
CONFIDENTIALITY AGREEMENT**

THIS Amendment (this "Amendment") is made as of August 5, 2019 to that certain CONFIDENTIALITY AGREEMENT (the "Confidentiality Agreement"), dated as of February 8, 2019, made by and among Apogee Enterprises, Inc., a Minnesota corporation (the "Company") and Engaged Capital LLC, Engaged Capital Flagship Master Fund, LP, Engaged Capital Co-Invest VIII, LP, Engaged Capital Flagship Fund, LP, Engaged Capital Flagship Fund, Ltd., Engaged Capital Holdings, LLC and Glenn W. Welling (collectively, "Engaged Capital"). Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Confidentiality Agreement.

The Company and Engaged Capital hereby acknowledge and agree as follows:

Paragraph 8 of the Confidentiality Agreement shall be amended to replace the first sentence of such paragraph in its entirety with the following "The Company shall hold its 2019 annual meeting of shareholders (the "2019 Annual Meeting") no earlier than 45 days after the Termination Date and the Company agrees not to file its preliminary proxy statement in connection with the 2019 Annual Meeting prior to the Termination Date."

Paragraph 9 of the Confidentiality Agreement shall be amended to replace the words "the date that is six months from the effective date of this Agreement" with "September 15, 2019."

For the avoidance of doubt, Engaged Capital shall be permitted to file an amendment to its Schedule 13D in respect of the Company regarding the fact that this Amendment has been entered into and attaching a copy of this Amendment as an exhibit thereto.

Except as expressly amended hereby, the Confidentiality Agreement remains unchanged and in full force and effect according to the terms originally stated therein. This Amendment may be executed in multiple counterparts, each of which shall be an original and all of which taken together shall constitute one and the same agreement.

* * * * *

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first written above.

Apogee Enterprises, Inc.

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

Engaged Capital Flagship Master Fund, LP

By: Engaged Capital, LLC
General Partner

By: /s/ Glenn W. Welling
Name: Glenn W. Welling
Title: Founder and Chief Investment Officer

Engaged Capital Co-Invest VIII, LP

By: Engaged Capital, LLC
General Partner

By: /s/ Glenn W. Welling
Name: Glenn W. Welling
Title: Founder and Chief Investment Officer

Engaged Capital Flagship Fund, LP

By: Engaged Capital, LLC
General Partner

By: /s/ Glenn W. Welling
Name: Glenn W. Welling
Title: Founder and Chief Investment Officer

Engaged Capital Flagship Fund, Ltd.

By: /s/ Glenn W. Welling
Name: Glenn W. Welling
Title: Director

Engaged Capital, LLC

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Holdings, LLC

By: /s/ Glenn W. Welling

Name: Glenn W. Welling

Title: Sole Member

/s/ Glenn W. Welling

Glenn W. Welling

SIGNATURE PAGE TO AMENDMENT TO CONFIDENTIALITY AGREEMENT