

APOGEE TECHNOLOGY INC  
Form 10-Q/A  
August 13, 2010

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

FORM 10-Q/A  
Amendment No. 1

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2009

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-10456

APOGEE TECHNOLOGY, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

04-3005815  
(I.R.S. Employer  
Identification No.)

129 MORGAN DRIVE, NORWOOD, MASSACHUSETTS 02062  
(Address of principal executive offices)

(781) 551-9450

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(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address and former fiscal year,  
if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter periods that the registrant was required to submit and post such files). Yes ☐ No ☐

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

Large accelerated filer <input type="radio"/>	Accelerated filer <input type="radio"/>	Non-accelerated filer <input type="radio"/>	Smaller reporting company <input checked="" type="radio"/>
		( Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of January 8, 2010, there were 12,132,332 shares of Common Stock, \$0.01 par value per share outstanding. See Note 13 Subsequent Events, SEC Administrative Proceedings for cessation of trading in our common stock on April 16, 2010.

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APOGEE TECHNOLOGY, INC.  
(A Development Stage Company)  
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## PART I

## FINANCIAL INFORMATION

## Item 1.

## Financial Statements

APOGEE TECHNOLOGY, INC. AND SUBSIDIARY  
(A Development Stage Company)  
CONSOLIDATED BALANCE SHEETS

	SEPTEMBER 30, 2009 (Unaudited)	DECEMBER 31, 2008 (Audited)
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$—	\$ —
Accounts receivable, net of allowance for doubtful accounts of \$9,377 in 2009 and 2008	—	—
Prepaid expenses and other current assets	20,544	8,335
<b>Total current assets</b>	<b>20,544</b>	<b>8,335</b>
Property and equipment, net	63,035	111,152
Other assets		
Patents, net	112,641	148,889
	<b>\$ 196,220</b>	<b>\$ 268,376</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>		
Current liabilities		
Bank overdraft	\$2,321	\$ 49,236
Accounts payable and accrued expenses	2,966,934	2,267,273
Officer loans and notes payable	948,308	783,524
Shareholder loans and notes payable	1,105,960	882,431
Other loans and notes payable	751,455	259,622
<b>Total current liabilities</b>	<b>5,774,978</b>	<b>4,242,086</b>
Commitments and Contingencies	—	—
Stockholders' deficiency		
Preferred stock, par value \$0.0001 per share; 5,000,000 shares authorized, none issued and outstanding	—	—
Common stock, \$0.01 par value; 40,000,000 shares authorized, 12,132,332 issued and outstanding at September 30, 2009 and December 31, 2008	121,323	121,323

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Additional paid-in capital	18,912,559	18,786,046
Accumulated deficit	(21,891,704)	(21,891,704 )
Accumulated deficit during development stage	(2,720,936 )	(989,375 )
Total stockholders' deficiency	(5,578,758 )	(3,973,710 )
	\$ 196,220	\$ 268,376

The accompanying notes are an integral part of these consolidated financial statements.

APOGEE TECHNOLOGY, INC. AND SUBSIDIARY  
(A Development Stage Company)  
CONSOLIDATED STATEMENTS OF OPERATIONS AND ACCUMULATED DEFICIT  
(Unaudited)

	Three Months Ended Sept. 30, 2009	2008	Nine Months Ended Sept. 30, 2009	2008	Cumulative from Re-entering Development Stage on October 1, 2008 to Sept. 30, 2009
Revenues					