

APA Enterprises, Inc.
Form S-8 POS
August 24, 2006

As filed with the Securities and Exchange Commission on August 24, 2006

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

APA ENTERPRISES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation or
Organization)

41-1347235

(IRS Employer Identification No.)

2950 NE 84th Lane

Blaine, Minnesota 55449

(Address of Principal Executive Offices) (Zip Code)

2007 STOCK COMPENSATION PLAN

(Full title of the plan)

Anil K. Jain

2950 NE 84th Lane

Blaine, Minnesota 55449

(Name and address of agent for service)

(763) 784-4995

(Telephone number, including area code, of agent for service)

Copies to:

Janna R. Severance, Esq.

Messerli & Kramer P.A.

1800 Fifth Street Towers

150 South Fifth Street

Minneapolis, MN 55402

Telephone: (612) 672-3600

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 is to file as Exhibit 10.15 the 2007 Stock Compensation Plan, which was inadvertently omitted from the original filing.

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, 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 amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Blaine, State of Minnesota, on August 23, 2006.

APA ENTERPRISES, INC

By: /s/Anil K. Jain
Anil K. Jain, President and CEO

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ Anil K. Jain Anil K. Jain	Chief Executive Officer (Principal executive officer) , Chief Financial Officer (principal financial officer) and director	August 23, 2006
/s/ Chris Goettl * Chris Goettl	Controller (principal accounting officer)	August 23, 2006
/s/ John G. Reddan * John G. Reddan	Director	August 23, 2006
/s/ Ronald G. Roth * Ronald G. Roth	Director	August 23, 2006
/s/ Stephen L. Zuckerman * Stephen L. Zuckerman	Director	August 23, 2006

* Executed by the undersigned as Attorney in Fact

/s/ Chris Goettl
Chris Goettl
August 23, 2006

EXHIBIT INDEX

Exhibit No.

Description of Exhibit

10.15

2007 Stock Compensation Plan

23.2

Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm
