

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 62721 / August 13, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-13862

In the Matter of

APOGEE TECHNOLOGY, INC.

Respondent.

**ORDER ON THE BASIS OF OFFER OF
SETTLEMENT OF APOGEE TECHNOLOGY,
INC., IMPLEMENTING SETTLEMENT.**

I.

The Securities and Exchange Commission (“Commission”) instituted an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Apogee Technology, Inc. (“Apogee” or “Respondent”) on April 16, 2010.

II.

Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of this proceeding and any other proceedings brought by or on behalf of the Commission or in which the Commission is a party, and without admitting or denying the findings contained in the Order on the Basis of Offer of Settlement of Apogee Technology, Inc., Implementing Settlement (“Order”), except as to the Commission’s jurisdiction over it and the subject matter of this proceeding, which are admitted, Respondent consents to the entry of this Order containing the following findings, conditions for company filings, and consequent remedies set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds¹ that:

A. Apogee is a Delaware corporation headquartered in Norwood, Massachusetts. The common stock of Apogee was registered under Section 12(g) of the Exchange Act until October 2003, when it then became registered under Section 12(b) of the Exchange Act and listed on the American Stock Exchange. In January 2008, Apogee’s stock was delisted and deregistered from

¹ The findings herein are made pursuant to the Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

Section 12(b). It reverted to its Section 12(g) registration and is currently still registered under Section 12(g) of the Exchange Act. Apogee's securities are currently quoted on the Pink Sheets OTC Markets, Inc. under the symbol "ATCS." Apogee files as a smaller reporting company.

B. On April 16, 2010, the Commission issued an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934, alleging that:

1. Respondent is delinquent in its periodic filings with the Commission. In particular, Apogee has filed a materially deficient Form 10-K for the 2008 fiscal year and materially deficient Forms 10-Q for the three quarters of 2009 with the Commission since November 14, 2008, and has failed to file a Form 10-K for the 2009 fiscal year.

2. Respondent's annual report for the year ended December 31, 2008, was originally due by March 31, 2009.

3. Respondent did not file a Form 10-K for the fiscal year ended December 31, 2008, until December 18, 2009.

4. The financial statements contained in the December 18, 2009 filing are unaudited and the filing was materially deficient because Respondent's outside auditor disclaimed its opinion on those financial statements.

5. On January 15, 2010, Respondent subsequently filed its Forms 10-Q for the quarters ended March 31, June 30, and September 30, 2009. These filings had been due originally on May 15, on August 14, and on November 16, 2009, respectively. However, the financial statements in these filings were based on Apogee's unaudited 2008 financial statements, rendering these reports materially deficient.

6. Respondent's Form 10-K for the fiscal year ended December 31, 2009, was not filed by its original due date of March 31, 2010, and has not been filed to date.

7. Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file with the Commission current and accurate information in periodic reports. Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q).

8. Section 13(a)(2) of the Exchange Act requires annual reports to be certified by independent public accountants if required by the rules and regulations of the Commission.

9. Rule 8-02 under Article 8 of Regulation S-X requires smaller reporting companies following the end of their fiscal year to file an audited balance sheet, and statements of income and cash flows.

10. Rule 8-03 under Article 8 of Regulation S-X requires smaller reporting companies to file interim financial statements with a balance sheet as of the end of the issuer's preceding fiscal year.

11. As a result of its violation of Rules 8-02 and 8-03 of Article 8 of Regulation S-X, Respondent failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder.

C. On August 11, 2010, Apogee submitted an Offer of Settlement under which it would agree to the following:

1. Apogee shall file with the Commission, in accordance with the technical and substantive requirements for EDGAR documents, and in accordance with the requirements of the Exchange Act and rules and regulations thereunder, the following filings (the "Filings"):
 - a. a Form 10-K for the period ended December 31, 2008, which contains an opinion, not a disclaimed or otherwise qualified opinion, from Apogee's outside auditor;
 - b. Forms 10-Q for the periods ended March 31, 2009, June 30, 2009, and September 30, 2009, which contain financial statements that are based on audited 2008 financial statements and reviewed by an independent public accountant;
 - c. a Form 10-K for the period ended December 31, 2009, which has not yet been filed;
 - d. a Form 10-Q for the period ended March 31, 2010, which has not yet been filed; and
 - e. a Form 10-Q for the period ended June 30, 2010, which will become due on August 16, 2010.
2. Apogee shall make each of the Filings by no later than 5:30 p.m. EDT on August 16, 2010 (the "Deadline").
3. If Apogee makes all of the Filings by the Deadline, the Division of Enforcement ("Division") will notify the Office of the Secretary of the Commission of that fact, and the Secretary will thereupon enter, without further notice, an order of the Commission in the form attached as Exhibit A to Respondent's Offer of Settlement, terminating this proceeding without the requested remedy of revocation or suspension of registration, unless, as further described in paragraph III.C.5., the Division, in consultation with the Division of Corporation Finance and any other appropriate Commission staff, and in its sole discretion, concludes that the Filings made by Apogee are not in accordance with the technical and substantive requirements for EDGAR documents, or in accordance with the requirements of Section 13(a) of the Exchange Act and rules and regulations thereunder.
4. If Apogee fails to make any of the Filings by the Deadline, the Division will notify the Office of the Secretary of the Commission of that fact, and the Secretary will

thereupon enter, without further notice, an order of the Commission pursuant to Exchange Act Section 12(j), in the form attached as Exhibit B to Respondent's Offer of Settlement, that finds Apogee to have failed to comply with Exchange Act Section 13(a), and Rules 13a-1 and 13a-13 thereunder, and revokes the registration of each class of Apogee's securities registered with the Commission pursuant to Exchange Act Section 12.

5. If, by the Deadline, Apogee makes all of the Filings but any of such Filings is in a form the Division, in consultation with the Division of Corporation Finance and any other appropriate Commission staff, and in its sole discretion, concludes is not in accordance with the technical and substantive requirements for EDGAR documents, or not in accordance with the requirements of Section 13(a) of the Exchange Act and rules and regulations thereunder:
 - a. The Division will inform Apogee, by 5:30 p.m. EDT on August 20, 2010, of the nature of the deficiency/ies in any Filing;
 - b. Apogee will have until 5:30 p.m. EDT on August 26, 2010, to remedy the identified deficiency/ies in all Filings and to resubmit such Filings in accordance with the technical and substantive requirements for EDGAR documents, and in accordance with the requirements of the Exchange Act and rules and regulations thereunder;
 - c. If Apogee fails to resubmit such filings, or if Apogee resubmits such Filings pursuant to Paragraph 5.b. above, and the Division, in consultation with the Division of Corporation Finance, and any other appropriate Commission staff, and in its sole discretion, determines that any such Filing is not in accordance with the technical and substantive requirements for EDGAR documents, or in accordance with the requirements of Section 13(a) of the Exchange Act and rules and regulations thereunder, the Division will notify the Office of the Secretary of the Commission of that fact, and the Secretary will thereupon enter, without further notice, an order of the Commission pursuant to Exchange Act Section 12(j), in the form attached as Exhibit B to Respondent's Offer of Settlement, that finds Apogee to have failed to comply with Exchange Act Section 13(a), and Rules 13a-1 and 13a-13 thereunder, and revokes the registration of each class of Apogee's securities registered with the Commission pursuant to Exchange Act Section 12.
 - d. If, after Apogee resubmits such Filings pursuant to Paragraph 5.b. above, and Apogee remedies the identified deficiency/ies, the Division will notify the Office of the Secretary of the Commission of that fact, and the Secretary will thereupon enter, without further notice, an order of the Commission in the form attached as Exhibit A to Respondent's Offer of Settlement, terminating this proceeding without the requested remedy of revocation or suspension of registration.

IV.

On the basis of the foregoing, IT IS ORDERED THAT:

Respondent's Offer of Settlement is accepted and a subsequent order resolving the proceeding will be issued in accordance with the terms of the Offer of Settlement described above.

By the Commission.

Elizabeth M. Murphy
Secretary

EXHIBIT A

**UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION**

SECURITIES EXCHANGE ACT OF 1934

Release No.

ADMINISTRATIVE PROCEEDING

File No. 3-13862

**In the Matter of
APOGEE TECHNOLOGY, INC.
Respondent.**

**ORDER TERMINATING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION 12(j)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For good cause shown

It is hereby ORDERED that this administrative proceeding is terminated and that final judgment shall enter without the imposition of a remedy pursuant to Section 12(j) of the Exchange Act.

By the Commission.

Elizabeth M. Murphy
Secretary

EXHIBIT B

**UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION**

SECURITIES EXCHANGE ACT OF 1934

Release No.

ADMINISTRATIVE PROCEEDING

File No. 3-13862

**In the Matter of
APOGEE TECHNOLOGY, INC.
Respondent.**

**ORDER MAKING FINDINGS, AND REVOKING
REGISTRATION OF SECURITIES PURSUANT
TO SECTION 12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors to institute this Order Making Findings, and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (the “Order”) pursuant to the Offer or Settlement submitted by Apogee Technology, Inc. (“Apogee” or “Respondent”), which was accepted by the Commission in an Order on the Basis of Offer of Settlement of Apogee Technology, Inc., Implementing Settlement, filed on August __, 2010 (the “August __ Order”).

II.

Solely for the purpose of this proceeding and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of this proceeding, Respondent consents to the entry of this Order, as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

A. Apogee is a Delaware corporation headquartered in Norwood, Massachusetts. The common stock of Apogee was registered under Section 12(g) of the Exchange Act until October 2003, when it then became registered under Section 12(b) of the Exchange Act and listed on the American Stock Exchange. In January 2008, Apogee’s stock was delisted and deregistered from Section 12(b). It reverted to its Section 12(g) registration and is currently still registered under

Section 12(g) of the Exchange Act. Apogee's securities are currently quoted on the Pink Sheets OTC Markets, Inc. under the symbol "ATCS." Apogee files as a smaller reporting company.

B. Apogee has failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder, while its common stock was registered with the Commission in that:

[Insert paragraph(s) that correspond to material deficiencies and/or missing Filings, such as:

1. Apogee failed to file [FORM(S) DESCRIPTION] by its/their required due date of [DATE] as described in Section III.C.4. of the August __Order; and/or

2. The Division of Enforcement has determined that Apogee's [FORM(S) DESCRIPTION] were not [made in accordance with the technical and substantive requirements for EDGAR documents, and/or in accordance with the requirements of Section 13(a) of the Exchange Act and the rules and regulations thereunder] as described in Section III.C.5. of the August __Order.]

IV.

Section 12(j) of the Exchange Act provides as follows:

The Commission is authorized, by order, as it deems necessary or appropriate for the protection of investors to deny, to suspend the effective date of, to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder. No member of a national securities exchange, broker, or dealer shall make use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce the purchase or sale of, any security the registration of which has been and is suspended or revoked pursuant to the preceding sentence.

In view of the foregoing, the Commission finds that it is necessary and appropriate for the protection of investors to revoke the registration of each class of Respondent's securities registered pursuant to Section 12 of the Exchange Act.

Accordingly, it is hereby ORDERED, pursuant to Section 12(j) of the Exchange Act, that registration of each class of Respondent's securities registered pursuant to Section 12 of the Exchange Act be, and hereby is, revoked.

By the Commission.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order on the Basis of Offer of Settlement of Apogee Technology, Inc., Implementing Settlement, on the Respondent and its legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Robert G. Mahony
Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

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