

**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): October 31, 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 October 31, 2019, Apogee Enterprises, Inc., a Minnesota corporation (the “Company”), and Engaged Capital, LLC and certain of its affiliates (collectively, “Engaged”) agreed to a limited waiver (the “Waiver”) of the notice deadline for director nominations by Engaged with respect to the Company’s 2019 annual meeting of shareholders (the “2019 Annual Meeting”) under the previously disclosed letter agreement, dated October 10, 2019, by and among the Company and Engaged.

Pursuant to the Waiver, to be timely, any notice of director nominations by Engaged for the 2019 Annual Meeting must be received by the Company no later than 11:59 pm New York City time on November 10, 2019.

The foregoing description of the Waiver does not purport to be complete and is qualified in its entirety by reference to the Waiver, 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>Waiver, effective as of October 31, 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>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: November 1, 2019

APOGEE ENTERPRISES, INC.

By: /s/ Patricia A. Beithon

Patricia A. Beithon

General Counsel and Secretary

Apogee Enterprises, Inc.
4400 West 78th Street, Suite 520
Minneapolis, MN 55435

October 31, 2019

VIA EMAIL

Engaged Capital, LLC
610 Newport Center Drive, Suite 250
Newport Beach, CA 92660
Attention: Glenn W. Welling
Email: glenn@engagedcapital.com

Re: Notice Deadline for Nomination of Engaged Capital Director Candidates

Dear Mr. Welling:

On behalf of Apogee Enterprises, Inc. (the "Company"), I am writing with respect to the notice deadline for the nomination of director candidates for election to the Company's Board of Directors (the "Board") at the Company's 2019 annual meeting of shareholders (the "2019 Annual Meeting").

Pursuant to the letter agreement between the Company and Engaged Capital, LLC and certain of its undersigned affiliates (collectively, "Engaged Capital"), dated as of October 10, 2019, the Company considers any notice from Engaged Capital pursuant to Section 1.09 of the Company's Amended and Restated By-laws (the "By-laws") with respect to the 2019 Annual Meeting timely if such notice is received by the Company by 11:59 pm New York City time on November 3, 2019 (the "Notice Deadline").

The Board has granted a limited waiver of the Notice Deadline as it applies specifically and only to Engaged Capital (the "Waiver"). Pursuant to the Waiver, to be timely, any notice of director nominations by Engaged Capital for the 2019 Annual Meeting must be received via e-mail by the Company or its outside legal counsel no later than 11:59 pm New York City time on November 10, 2019 (the "Extended Notice Deadline"). The Waiver does not apply to proposals for any other business that Engaged Capital may wish to propose for consideration at the 2019 Annual Meeting.

The Waiver is conditioned on Engaged Capital (and its affiliates and associates) not, without the Company's prior written consent, (i) submitting any notice of director nominations or other proposals, (ii) making any filings with the SEC other than a Schedule 13D amendment disclosing the fact that the Waiver has been granted and attaching a copy of this letter agreement as an exhibit thereto, (iii) issuing any press release or making any other public statement or (iv) directing others to take any of the actions listed in the foregoing clauses (i) through (iii), in each case with respect to the Company and prior to the final day of the Extended Notice Deadline. For the avoidance of doubt, any notice of director nominations from Engaged Capital must otherwise conform to the requirements set forth in the By-laws and comply with applicable law.

The Company further agrees not to file any proxy materials in connection with the 2019 Annual Meeting prior to the Extended Notice Deadline without Engaged Capital's prior written consent, provided that Engaged Capital has not taken any of the actions described in clauses (i) through (iv) of the preceding paragraph.

We request that you accept the Waiver by executing and returning this letter to us by 5:30 pm New York City time on November 1, 2019. If you do not accept the Waiver by that time, the Waiver will expire and have no effect. If timely accepted by Engaged Capital, the Waiver will be legally binding on the Company and Engaged Capital, effective as of the date hereof, and fully enforceable by the parties hereto.

(Signature Page Follows)

Very truly yours,

/s/ Patricia A. Beithon

Patricia A. Beithon
General Counsel and Secretary

ACCEPTED:

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