

APOGEE TECHNOLOGY INC
Form 10QSB
August 19, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended **March 31, 2005**

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 **000-30656**

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
(Issuer's telephone number, including area code)

NOT APPLICABLE.
(Former name, former address and former fiscal year,
if changed since last report)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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

State the number of shares of each of the Issuer's classes of common equity, as of the latest practicable date: As of August 1, 2005, there were 11,838,332 shares of Common Stock, \$.01 par value per share, outstanding.

Transitional Small Business Disclosure Format (Check one): Yes No

APOGEE TECHNOLOGY, INC.

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APOGEE TECHNOLOGY, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

	MARCH 31, 2005 (Unaudited)	DECEMBER 31, 2004 (Audited)
ASSETS		
Current assets		
Cash and cash equivalents	\$ 748,800	\$ 1,886,883
Accounts receivable, net of allowance for doubtful accounts of \$120,000 and \$105,000, respectively	345,539	533,113
Inventories, net	2,381,977	2,725,308
Prepaid expenses and other current assets	196,200	252,728
Total current assets	3,672,516	5,398,032
Property and equipment, net of accumulated depreciation of \$391,314 and \$376,951, respectively	93,719	103,189
Other assets		
Patents, net of accumulated amortization of \$133,970 and \$127,442, respectively	223,799	211,901
	\$ 3,990,034	\$ 5,713,122
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable and accrued expenses	\$ 1,059,646	\$ 1,107,111
Deferred distributor revenue	1,741,326	1,955,563
Deferred contract revenue	72,686	95,788
Total current liabilities	2,873,658	3,158,462
Commitments and Contingencies		
Stockholders equity		
Common stock, \$.01 par value; 20,000,000 shares authorized, 11,838,332 issued and outstanding at March 31, 2005 and December 31, 2004, respectively	118,383	118,383
Additional paid-in capital	18,073,223	18,073,223
Accumulated deficit	(17,075,230)	(15,636,946)
Total stockholders equity	1,116,376	2,554,660
	\$ 3,990,034	\$ 5,713,122

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

APOGEE TECHNOLOGY, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	THREE MONTHS ENDED MARCH 31,	
	2005	2004 (Restated)
Revenues		
Product sales	\$ 1,013,787	\$ 1,639,463
Royalties	100,953	205,577
Consulting		304,484
	1,114,740	2,149,524
Costs and expenses		
Product sales	967,342	1,009,864
Research and development	790,140	712,366
Selling, general and administrative	799,939	649,336
	2,557,421	2,371,566
Operating loss	(1,442,681)	(222,042)
Other income (expense)		
Interest/other income	4,397	5,315
Interest expense	4,397	5,315
Net Loss	\$ (1,438,284)	\$ (216,727)
Basic and diluted loss per common share	\$ (0.12)	\$ (0.02)
Weighted average common shares outstanding - basic and diluted	11,838,332	11,337,781

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

APOGEE TECHNOLOGY, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	2005	2004 (Restated)
Cash flows from operations		
Net loss	\$ (1,438,284)	\$ (216,727)
<i>Adjustments to reconcile net (loss) income to net cash used in operating activities:</i>		
Provision for doubtful accounts	15,000	5,000
Provision for slow moving, excess and obsolete inventory	243,229	(21,107)
Depreciation and amortization	20,891	23,121
<i>Changes in operating assets and liabilities:</i>		
Accounts receivable	172,574	296,543
Inventories	100,103	40,012
Prepaid expenses and other current assets	56,529	(26,746)
Accounts payable and accrued expenses	(47,465)	(541,328)
Deferred product revenue	(214,237)	(403,544)
Deferred contract revenue	(23,103)	(50,000)
Net cash used in operating activities	(1,114,763)	(894,776)
Cash flows from investing activities		
Purchases of property and equipment	(4,894)	(7,647)
Patent costs	(18,426)	(15,483)
Net cash used in investing activities	(23,320)	(23,130)
Cash flows from financing activities		
Proceeds from issuances of common stock, net of issuance expenses		80,703
Net cash provided by financing activities		80,703
Decrease in cash and cash equivalents	(1,138,083)	(837,203)
Cash and cash equivalents - beginning	1,886,883	2,524,209
Cash and cash equivalents - ending	\$ 748,800	1,687,006

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

APOGEE TECHNOLOGY, INC. AND SUBSIDIARY

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2005 AND RESTATED MARCH 31, 2004

1. The Company and Basis of Presentation

The Company

Apogee Technology, Inc. and Subsidiary (the Company or Apogee) designs, develops and markets silicon based products incorporating proprietary technologies. The Company's patented all-digital, high efficiency Direct Digital Amplification (DDX®) technology Integrated Circuits (ICs) are used in a range of audio applications, including: home theater systems, powered speakers, car audio, commercial audio, and PC multi-media. The Company is developing new System-on-Chip (SOC) products using its analog and digital circuit designs and Micro-Electromechanical Systems (MEMS) technology for the consumer, automotive, communications and medical markets.

Basis of Presentation

The financial statements include the accounts of Apogee Technology, Inc., and its wholly owned inactive subsidiary, DUBLA, Inc. All significant intercompany transactions and accounts have been eliminated.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, and such differences could affect the results of operations reported in future periods and such differences could be material.

Liquidity

The Company's consolidated financial statements have been prepared assuming the Company will continue as a going concern. Because the Company has had recurring losses, there is substantial doubt as to the Company's ability to continue as a going concern. The Company believes that its current working capital will be sufficient to fund its capital and operational requirements at least through June 30, 2006. See Note 13 Subsequent Events - \$2 million financing.

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The continuance of the Company is highly dependent upon its ability to successfully develop and market both its DDX digital amplifier and MEMS technologies and raise additional funds for such purposes. The Company may also consider the sale of assets to raise additional funds. There can be no assurance, however, that the Company will be able to raise the funds that it needs to continue its operations or that additional funds will be available to the Company on acceptable terms, if at all. The financial statements do not include any adjustments to reflect the possible future effects of recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

In May 2005, the Company received proceeds from unsecured interest-bearing loans in the amounts of \$250,000 from David Spiegel, a shareholder and \$25,000 from Herbert Stein, Chief Executive Officer, President and Chairman of the Board. These loans are payable upon demand and are not subject to any premium or penalty for prepayment. The loan interest rate is 6% per annum, payable monthly in arrears on the outstanding balance.

See Note 13 - Subsequent Events - for information on the \$2 million financing completed on August 11, 2005.

2. **Summary of Significant Accounting Policies**

Revenue Recognition

The Company recognizes revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104 (SAB 104), Revenue Recognition in Financial Statements: Revenue Recognition , which states that revenue should be recognized when the following revenue recognition criteria are met: (1) persuasive evidence of an arrangement exists; (2) the product has been shipped and the customer takes ownership and assumes the risk of loss; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. The following policies apply to the Company's two major product sales categories for revenue recognition. Sales to end users: Revenue is recognized under the Company's standard terms and conditions of sale, title and risk of loss transfer to the customer at the time products are shipped either directly to the customer or the customer's representative/freight forwarder. Sales to Distributors: From time to time the Company provides certain incentives such as stock rotation, price protection and other incentives to its Distributors. As a result of these incentives, the Company has adopted a policy of deferring recognition of revenue until the distributor sells products to its customers based upon receipt of point-of-sale reports from the distributors. See Note 12 - Restatement. The Company accrues the estimated cost of post-sale obligations including product warranty returns, based on historical experience. To date the Company has experienced minimal warranty returns and has recorded a warranty provision of \$10,000.

In addition, the Company records royalty revenue when earned in accordance with the underlying agreements. Consulting and licensing revenue is recognized as services are performed.

Loss Per Share

Basic loss per share is computed by dividing the net loss attributable to common stockholders for the period by the weighted average number of common stock outstanding during the period. Diluted net loss per share is computed based on the weighted average number of common stock and dilutive potential common stock outstanding. The calculation of diluted net loss per share excluded potential common stock if the effect is anti-dilutive. Potential common stock consists of incremental common stock issuable upon the exercise of stock options and common stock issuable upon the exercise of common stock warrants.

Research and Development

Costs for research and development are expensed as incurred.

Inventories

Inventories are stated at the lower of cost on a first-in, first-out basis or market. This policy requires the Company to make estimates regarding the market value of the Company's inventory, including an assessment of excess or obsolete inventory. The Company determines excess and

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obsolete inventory based on an estimate of the future demand and estimated selling prices for the Company's products within a specified time horizon, generally 12 to 24 months. The estimates the Company uses for expected demand are also used for near-term capacity planning and inventory purchasing and are consistent with the Company's revenue forecasts. Actual demand and market conditions may differ from those projected by the Company's management. If the Company's unit demand forecast is less than the Company's current inventory value, the Company will be required to take additional excess inventory charges or write-downs to net realizable value which will decrease the Company's gross margin and net operating results in the future. During the three months ended March 31, 2005, the Company recorded a provision for excess inventory of approximately \$243,000 to account for slow moving, excess and obsolete inventory both at Apogee's warehouse and inventory at the distributors, as well as inventories to be delivered on non-cancelable purchase commitments.

Purchase commitment losses

The Company accrues for estimated losses on non-cancelable purchase orders. The estimated losses result from anticipated future sale of products for sales prices less than the estimated cost to manufacture. For the three months ended March 31, 2005, the Company recorded an additional \$150,000 (as part of the total provision of \$243,000) excess and obsolescence provision against non-cancelable purchase commitments of approximately \$934,000.

Property and Equipment

Major replacements and betterments of equipment are capitalized. Cost of normal maintenance and repairs is charged to expense as incurred. Depreciation is provided over the estimated useful lives of the assets using accelerated methods. Leasehold improvements are amortized over either the term of lease or the estimated useful life of the improvement.

Patents

Costs incurred to register and obtain patents are capitalized and amortized on a straight-line basis over five years, their estimated useful lives.

Use of Estimates in Financial Statements

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Accounts Receivable

The Company carries its accounts receivable from direct customers at cost less an allowance for doubtful accounts to ensure that trade receivables are carried at net realizable value. On a periodic basis, the Company evaluates the collectibility of its accounts receivable on a variety of factors, including length of time receivables are past due, indication of customer willingness to pay, significant one-time events and

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historical experience. An additional reserve for individual accounts is recorded when the Company becomes aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy filings or substantial deterioration in the customer's operating results or financial position. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Accounts receivable are generally considered past due if any portion of the receivable balance is outstanding for more than 90 days. If circumstances related to the Company's customers change, estimates of the recoverability of receivables would be further adjusted.

Fair value of financial instruments

Carrying amounts of certain of the Company's financial instruments, including cash and cash equivalents, accounts receivable and accounts payable, approximate their fair values due to their relative short maturities and based upon comparable market information available at the respective balance sheet dates. The Company does not hold or issue financial instruments for trading purposes.

3. Pro-forma Information - Stock Options

The Company has adopted only the disclosure provisions of Financial Accounting Standard No. 123, Accounting For Stock-Based Compensation (FAS 123). It applies APB Opinion No. 25, Accounting For Stock Issued To Employees, and related interpretations in accounting for its stock-based compensation plan and does not recognize compensation expense for this plan other than for certain options granted in 2001.

The following tables illustrate the effect on net loss and loss per share if the Company had applied the fair value recognition provisions of FAS 123 to stock-based employee compensation.

	Three Months Ended March 31,	
	2005	2004 (Restated)
Net loss, as reported	\$ (1,438,284)	\$ (216,727)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards *	(531,775)	(689,532)
Pro-forma net loss **	\$ (1,970,059)	\$ (906,259)
Loss per share:		
As reported, basic and diluted	\$ (0.12)	\$ (0.02)
Pro-forma, basic and diluted	\$ (0.17)	\$ (0.08)

* All awards refers to awards granted, modified, or settled in fiscal periods beginning after December 15, 1994 - awards for which the fair value was required to be measured under FAS 123.

** For purposes of pro-forma disclosures, the estimated fair value of the options is amortized over the options vesting period. Pro-forma information regarding earnings and per share information is required by FAS 123, and has been determined as if the Company had accounted for its employee stock options under the fair value method of that Statement. The fair value of these options was estimated at the date of grant using a Black-Scholes option pricing model for years subsequent to 2000. Prior to 2001, the fair value of the options was valued using the minimum value method.

4. Inventories

Inventories are stated at the lower of cost (first-in, first-out) or market. The major classifications of inventories are as follows at period end:

	March 31, 2005 (Unaudited)	December 31, 2004
Raw materials	\$ 23,624	\$ 24,539
Finished goods	2,223,303	2,143,530
Finished goods held at distributors	1,555,995	1,734,955
	\$ 3,802,922	\$ 3,903,024
Less reserve for slow moving, excess and obsolete inventory	(1,420,945)	(1,177,716)
Net Inventory	\$ 2,381,977	\$ 2,725,308

5. Property and Equipment

Property and equipment at March 31, 2005 and December 31, 2004 are comprised of the following:

	March 31, 2005 (Unaudited)	December 31, 2004
Equipment	\$ 391,764	\$ 390,342
Software	35,634	35,634
Furniture and fixtures	34,681	31,210
Leasehold improvements	22,954	22,954
	\$ 485,033	\$ 480,140
Less accumulated depreciation	(391,314)	(376,951)
	\$ 93,719	\$ 103,189

Depreciation expense was \$14,363 for the three months ended March 31, 2005.

The estimated useful lives of the classes of physical assets were as follows:

Description	Depreciable Lives
Equipment	5 years

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Software	3 years
Furniture and fixtures	7 years
Leasehold improvements	Term of lease

6. Accrued Expenses

	March 31, 2005 (Unaudited)	December 31, 2004
Accrued audit and accounting expenses	\$ 153,800	\$ 165,000
Accrued legal expenses	11,463	37,000
Other accrued expenses	42,600	10,000
	\$ 207,863	\$ 212,000

7. Deferred Contract Revenue

During September 2004, the Company entered into a funding agreement with United Binational Industrial Research and Development (BIRD) Foundation of Israel. This agreement will provide funds to the Company for industrial research and development activities. The agreement will provide up to a maximum of \$560,000 of which the Company will receive \$280,000, and another partner in the agreement will receive the remainder. The Company has received \$101,379 in deferred contract revenue and recorded in the three month period ended March 31, 2005, \$23,101 as an offset to research and development expenses.

8. Stockholders Equity*Stock Options*

During the three months ended March 31, 2005, the Board of Directors awarded to certain employees options to purchase 30,000 shares at exercise prices ranging from \$2.90 to \$4.46 per share. These options were granted under the 1997 Employee, Director and Consultant Stock Option Plan. The options vest over five years beginning at the first anniversary of the date of grant.

9. Related Party Transactions

The Company rents its facility from an entity controlled by a stockholder for \$4,400 per month pursuant to a lease that expires December 31, 2005. See Note 13 Subsequent Event related party.

10. License Agreement

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On February 13, 2001, the Company signed an exclusive license agreement with ST Microelectronics NV (ST) of the Netherlands. The agreement calls for ST to use certain intellectual property rights owned or controlled by the Company to commercialize and sell related products utilizing such technology. In consideration for this license, ST paid to the Company a one-time license fee of \$1.6 million in cash and a \$400,000 credit for future design services completed in 2004.

The Company will also receive royalties based on certain formulas, as defined in the agreement. This agreement has no expiration date; however, either party may cancel the agreement upon advance notice in certain circumstances as defined in the agreement. Total royalties received under this Agreement were approximately \$101,000 and \$206,000 for the three months ended March 31, 2005 and restated March 31, 2004, respectively.

On May 3, 2005, the Company signed an amendment to the license agreement with STMicroelectronics, whereby; 1) the DDX technology license rights were changed from an exclusive license to a non-exclusive license, 2) the license royalty terms were modified and 3) terms related to Apogee interest transfers were modified. The effective date for terms 1 and 3 above was January 1, 2005 and for item 2 was January 1, 2004.

11. Concentrations

During the three months ended March 31, 2005, the Company derived approximately 72% of its total revenue from three distributors.

During the three months ended March 31, 2005, the Company derived approximately 79% of product revenue from three distributors.

During the restated three months ended March 31, 2004, the Company derived approximately 71% (20% from one distributor and 51% from two end users) of its total revenue from three customers.

During the restated three months ended March 31 2004, the Company derived approximately 80% of its product revenue from three distributors.

Four of the Company's customers accounted for approximately 87% of the total accounts receivable balance at March 31, 2005.

Three of the Company's customers accounted for approximately 81% of the total accounts receivable balance at March 31, 2004.

Substantially all of the Customer sales were to end users or distributors located in Asia and Europe for both the 3-month periods ended March 31, 2005 and restated March 31, 2004.

Two of the Company's major vendors accounted for approximately 98% of total purchases for the three months ended March 31, 2005.

Two of the Company's major vendors accounted for approximately 98% of total purchases for the three months ended March 31, 2004.

The Company maintains accounts with financial institutions. Balances usually exceed the maximum coverage (\$100,000) provided by the Federal Deposit Insurance Corporation on insured depositor accounts.

12. Supplementary Financial Information (unaudited)

Restatement of Previously Reported Quarterly Financial Information

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As a result of management's decision to change the accounting method for recognizing product revenue to distributors to a sell through or point of sale method and the internal investigation concerning the circumstances surrounding the appropriate accounting for product revenue, the Audit Committee of the Board of Directors has determined that the Company restate certain financial information previously reported in the Company's Form 10-QSB for the quarters ended March 31, 2004, June 30, 2004 and September 30, 2004.

The following table provides a reconciliation of amounts previously reported in the Company's Form 10-QSB for the quarter ended March 31, 2004 with amounts previously adjusted for the restatement as a result of the change in accounting policy and as a result of the Audit Committee's investigation. In reviewing the restated Consolidated Statement of Operations, it should be taken into consideration that the restated financial information reflects unaudited adjustments.

BALANCE SHEET
(in thousands)

	Previously Reported (1)	March 31, 2004 (Unaudited) Restatement Adjustment (2)		Restated Total
ASSETS				
Current assets				
Cash and cash equivalents	\$ 1,685	\$	\$	\$ 1,685
Accounts receivable, net	3,682	(2,163)		1,519
Inventories, net	602	2,248		2,850
Prepaid expenses and other current assets	204			204
Deferred tax asset	195	(195)		
Total current assets	6,368	(110)		6,258
Property and equipment, net	118	0		118
Other assets				
Patent, net	98			98
Other intangible assets	62	(59)		3
	\$ 6,646	\$ (169)	\$	\$ 6,477
LIABILITIES AND STOCKHOLDERS EQUITY				
Current liabilities				
Accounts payable and accrued expenses	\$ 1,012	\$ 12	\$	\$ 1,024
Deferred distributor revenue		1,556		1,556
Deferred contract revenue				
Total current liabilities	1,012	1,568		2,580
Stockholders equity				
Common stock	113			113
Additional paid-in capital	16,252			16,252
Accumulated deficit	(10,731)	(1,737)		(12,468)
Total stockholders equity	5,634	(1,737)		3,897
	\$ 6,646	\$ (169)	\$	\$ 6,477

(1) As previously reported in the Company's Quarterly Report on Form 10-QSB for the quarter ended March 31, 2004.

(2) See paragraph following restatement tables for a description of the restatement adjustments.

CONSOLIDATED STATEMENT OF OPERATIONS

(in thousands, except per share data)

	Three Months Ended March 31, 2004 (Unaudited)		
	Previously Reported (1)	Restatement Adjustment (2)	Restated Total
Revenues			
Product sales	\$ 1,697	\$ (57)	\$ 1,640
Royalties	375	(169)	206
Consulting	254	50	304
	2,326	(176)	2,150
Costs and expenses			
Product sales	1,114	(103)	1,011
Research and development	711		711
Selling, general and administrative	819	(169)	650
	2,644	(272)	2,372
Operating loss	(318)	96	(222)
Other (expense) income			
Interest expense			
Interest income	5		5
	5		5
Net Income (Loss) before Taxes	(313)	96	(217)
Income Tax Benefit			
Net (Loss) Income	(313)	96	(217)
Accumulated deficit - beginning	(10,418)	(1,833)	(12,251)
Accumulated deficit - ending	\$ (10,731)	\$ (1,737)	\$ (12,468)
Basic and diluted loss per common share	\$ (0.03)	\$ 0.01	\$ (0.02)
Weighted average common shares outstanding - basic and diluted	11,338		11,338

(1) As previously reported in the Company's Quarterly Report on Form 10-QSB for the quarter ended March 31, 2004.

(2) See paragraph following restatement tables for a description of the restatement adjustments.

Restatement of Previously Reported Quarterly Financial Information

The restated numbers reflect the change in recognition of reporting of distributor revenue to a sell through or point of sale method of accounting. Based on reports from the Company's distributors, the restated balance sheet reflects the inventory held at distributors and related shipments are now reported as deferred distributor revenue. The related trade receivable was also adjusted to reflect this change. In addition, it was determined that since the restated fiscal year ended December 31, 2003 was not profitable the deferred tax asset was no longer applicable. The restated balance sheet reflects this change. As part of the overall review by management, it was determined that the original AMEX listing fee should be expensed and not carried on the book as an Other Intangible Asset. This reclassification is reflected in the restated balance sheets for FY 2004. Royalties received from STMicroelectronics have been adjusted to reflect the net effect of the various discounts given to ST for specific customers originally reported under SG & A. Consulting revenue has been adjusted to reflect completion of actual work as opposed to when funds were received. Lastly, Apogee determined that inventory reserves should be maintained and as such the restated income statement reflects reserves for both Apogee held inventory and inventory held at the distributors.

13. Subsequent Events

In May 2005, the Company received the proceeds from unsecured interest bearing loans in the amounts of \$250,000 from David Spiegel, a shareholder and \$250,000 from Herbert Stein, Chief Executive Officer, President and Chairman of the Board. These loans are payable upon demand and are not subject to any premium or penalty for prepayment. The loan interest rate is 6% per annum, payable monthly in arrears on the outstanding balance.

On July 22, 2005, the Company signed a consulting agreement with a semiconductor company to perform audio product development and related marketing and sales activities. Under the agreement, the Company will receive payments of \$205,000 per month for specific deliverables. The consulting fees paid to the Company under the agreement are subject to reimbursement and thus will be recorded as a cash advance until such reimbursement conditions become definitive. The initial term of the consulting agreement is one month and can be extended by mutual consent.

On August 11, 2005, the Company entered into agreements with Laurus Master Fund, Ltd. (Laurus), whereby the Company received \$2.0 million in gross proceeds (with net proceeds of approximately \$1.8 million) through the sale of a 120 day secured term note. In accordance with the terms of the note, the note is payable by the Company in cash during the first 120 days following the issuance of the note, and after the 120 day period it is payable in the amount of \$62,500 per month in cash or convertible into the common stock, \$0.01 par value per share, of the Company at a fixed conversion price of \$1.05 per share. In connection with the financing, the Company is paying certain costs and expenses of Laurus and has issued an immediately exercisable warrant with terms restricting exercise. The Laurus warrant provides for the purchase of 85,000 shares of common stock at a price of \$1.22 per share. The warrant expires seven years after issuance. A finder for the transaction will receive a fee of 5% of the gross proceeds of the offering, together with a seven year warrant to purchase an aggregate of 8,500 shares of common stock immediately exercisable at a price of \$1.22 per share. This offering was conducted as a private placement pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder. With respect to the transaction with Laurus, the Company has entered into an agreement to register the common stock underlying the warrants and the common stock that may be received upon any conversion of the secured term note.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

GENERAL

The following Management's Discussion and Analysis of the Company's Financial Condition and Results of Operations for the three-month periods ended March 31, 2005 and restated March 31, 2004 should be read in conjunction with the Company's Financial Statements and related Notes included elsewhere in this Quarterly Report on Form 10-QSB. This discussion contains, in addition to historical statements, forward-looking statements that involve risks and uncertainties. The Company's actual results could differ significantly from the results discussed in the forward-looking statements. Factors that could cause or contribute to such differences include the factors discussed in the section titled

Certain Risk Factors That May Affect Future Results of Operations And Our Common Stock Price as well as other factors described in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2004 including the restated year ended December 31, 2003. The Company does not intend to update any such forward-looking statements.

OVERVIEW

The Company designs, develops, and markets silicon based products incorporating proprietary technologies. The Company's patented all-digital, high efficiency Direct Digital Amplification (DDX®) technology Integrated Circuits (ICs) are used in a range of audio applications including: home theater systems, powered speakers, car audio, commercial audio, and PC multi-media. The Company is developing new System-on-Chip (SOC) products using its analog and digital circuit designs and Micro-Electromechanical Systems (MEMS) technology for the consumer, automotive, communications and medical markets. At the appropriate time, the Company will segment the financial reporting of the MEMS division. Under a licensing agreement with STMicroelectronics NV (ST), the Company is developing and providing intellectual property to be used in royalty bearing products produced by ST. In addition, the Company is working under a development agreement with ST to develop and market new semiconductor products that leverage Apogee's DDX technology and ST's intellectual property and semiconductor design, development and manufacturing capability. The Company generates revenue from the sale of ICs, IC related products, consulting work for third parties as well as royalties and license fees earned under its agreement with ST and other third parties. The Company markets its products using a worldwide network of direct sales staff, independent sales representatives and distributors. The Company incurred a net loss of approximately \$1.4 million or (\$0.12) per share for the three months ended March 31, 2005, as compared to a restated net loss of approximately \$217,000 of (\$0.02) per share for the restated three months ended March 31, 2004. As of March 31, 2005, the Company had an accumulated deficit of approximately \$17 million, as compared to a deficit of approximately \$15.6 million at December 31, 2004. The Company's net losses and accumulated deficit (since 1995) result primarily from research costs associated with the Company's efforts to develop and market its DDX technology. The Company employed 34 people as of March 31, 2005.

During the three-month period ended March 31, 2005, the Company derived approximately 72% of its total revenue and approximately 79% of product revenue from three distributors, respectively. The Company utilizes a network of sales representatives and distributors, as well as sales offices in Hong Kong, Taiwan, China and Japan to support the Company's worldwide sales and marketing activities.

SELECTED CONSOLIDATED FINANCIAL DATA

The following selected financial data for the three-month period ended March 31, 2005 and restated March 31, 2004 have been derived from the Company's unaudited financial statements. Any trends reflected by the following table may not be indicative of future results.

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	For the Three Months ended March 31,	
	2005	2004 (Restated)
Statement of Operations Data:		
Revenue	\$ 1,114,740	\$ 2,149,524
Costs and expenses	2,557,421	2,371,566
Other income (expense)	4,397	5,315
Net Loss	\$ (1,438,284)	\$ (216,727)
Shares Outstanding	11,838,332	11,337,781
Balance Sheet Data:		
Total Assets	\$ 3,990,034	\$ 6,477,698
Stockholders' equity	\$ 1,116,376	\$ 3,897,111
Loss per share (basic and fully diluted)	\$ (0.12)	\$ (0.02)

RESULTS OF OPERATIONS OF THE COMPANY

The following table sets forth, for the periods indicated, the percentage of total revenue represented by certain revenue and expense items. The table and the discussion below should be read in conjunction with the consolidated financial statements and notes thereto that appear elsewhere in this report.

	For the Three Months Ended March 31,	
	2005	2004 (Restated)
Product Sales	90.94%	76.27%
Royalties	9.06	9.56
Consulting/Licensing	0.00	14.17
Cost of Sales	86.78	46.98
Research and Development	70.88	33.14
Sales, General and Administrative	71.76	30.21
Operating Loss	(129.42)%	(10.33)%
Other Income (Expense)	0.39	0.25
Net Loss	(129.03)%	(10.08)%

Three Months Ended March 31, 2005 compared with restated Three Months Ended March 31, 2004.

Revenue

The Company derives its revenue from three sources: (1) product sales, which consist of merchandise sales made either directly to original equipment manufacturers or through Point of Sale (POS) by distributors. All shipments are fulfilled from the Company's

warehouses in Hong Kong and/or Norwood, Massachusetts and revenue is reported net of returns; (2) royalty revenue, which consists of royalties paid by STMicroelectronics under the terms of the licensing agreement signed in February 2001 and (3) consulting income related to the development of custom ICs for STMicroelectronics and other third parties who are developing DDX and non-DDX based solutions. Should it be determined that segment reporting is required, both revenue recognized and expenses incurred by the MEMS division will be segmented at the appropriate time. See Note 2 of the financial statements Revenue Recognition.

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Total revenue decreased by approximately 48% or \$1.0 million to \$1.1 million for the three months ended March 31, 2005 from approximately \$2.1 million for the restated three months ended March 31, 2004.

Revenue from the sale of the Company's products, consisting of semiconductors, as well as related evaluation and reference boards, decreased by approximately 38% or \$600,000 to approximately \$1.0 million for the three months ended March 31, 2005 from approximately \$1.6 million for the restated three months ended March 31, 2004. This decrease in product revenue was primarily due to a reduction in sales of the Company's semiconductor products. Sell through by distributors in 2005 increased slightly over 2004. Most of the approximately \$600,000 decrease in total product sales related to unexpected weakness in demand from its key customers.

Revenue from non-product related items accounted for approximately 9% of total revenue for the three months ended March 31, 2005, compared to revenue from non-product related items of approximately 24% for the restated three months ended March 31, 2004. During the three months ended March 31, 2005, the Company recorded royalties under the ST agreement of approximately \$101,000, compared to royalties of approximately \$206,000 for the restated three months ended March 31, 2004. This represents a year-to-year decrease of approximately \$105,000 or 51%. During the first quarter ended March 31, 2005, the Company did not record any consulting/licensing revenue. For the restated three months ended March 31, 2004 the Company recorded approximately \$304,000 of consulting/licensing revenue.

Total revenue for the three months ended March 31, 2005 and restated 2004 consisted of:

	2005	2004
Product Revenue	\$ 1,013,787	\$ 1,639,463
Royalties	100,953	205,577
Consulting		304,484
Total:	\$ 1,114,740	\$ 2,149,524

Cost of Revenue

Cost of revenue was approximately \$967,000 or 87% of revenue for the three months ended March 31, 2005 compared to approximately \$1 million or 47% of revenue for the restated three months ended March 31, 2004, a decrease of \$33,000 or 3%. Cost of revenue primarily consists of purchasing finished semiconductor chips and costs associated with assembly, testing and shipping of those products as well as customs and storage fees associated with warehousing a large portion of the Company's semiconductor products in Asia. In addition, the Company has established reserves for slow moving, excess and obsolete inventories held at Apogee and at its distributors. These provisions are reported as part of the Cost of Revenue. Provisions for the three months ended March 31, 2005 were approximately \$243,000 compared to a reduction in the reserve of approximately \$21,000 for the restated three months ended March 31, 2004. This decrease in cost of revenue is primarily attributable to decreased sales of the Company's semiconductor products as well as increased reserves for slow moving, excess and obsolete inventory. For the three months ended March 31, 2005, the Company had gross margins before inventory reserve provisions of approximately 29% compared to 37% in the same period in 2004, as restated. This was due to price erosion on the sale of existing products, not offset by sales of higher margin newer products. Although the Company increased its reserve, no inventory write-off was recorded for either the three months ended March 31, 2005 or the restated three months ended March 31, 2004. The Company is monitoring its inventory and as of March 31, 2005, the Company believes the reserves in place are adequate but will continue to re-evaluate on a quarterly basis or more frequently if market conditions warrant.

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Research and Development (R&D) Expenses

Research and development expenses consist primarily of salaries and related expenses in the design, development and technical support of the Company's products in addition to support of current and potential customers in the development of consumer products utilizing DDX semiconductor products as well as the development of MEMS technology. Research and development expenses for the three months ended March 31, 2005 were approximately \$790,000, an increase of approximately \$78,000 or 11% from approximately \$712,000 for the restated three months ended March 31, 2004. The increase in the R & D expense was primarily due to the acquisition of the MEMS Division and increased human resource costs partially offset by a reduction in the use of vendors. Costs related to human resources for Research and Development increased to approximately \$558,000, an increase of approximately \$91,000 or 20% from approximately \$467,000 for the restated three months ended March 31, 2004. In May of 2004 the Company acquired the intellectual property and other intangibles from Standard MEMS, Inc. In addition, the Company hired

several former key employees of Standard MEMS, Inc. This new division accounted for approximately \$138,000 in human resource expenditure for the three months ended March 31, 2005. During the three months ended March 31, 2005 fees paid to vendors were approximately \$89,000, a decrease of approximately \$104,000 or 54% from the restated three months ended March 31, 2004 of \$193,000. At March 31, 2005, the Company's research and development team consisted of 22 engineers and technical support staff compared to 20 for the same period in 2004. During the three months ended March 31, 2005 the Company introduced two new semiconductor products, the DDXi-2051 and the DDXi-2161 all-in-one, digital and power amplifier products. The Company continues to invest in the development of its next generation IC's and MEMS devices, as well as, the continuation of support to both existing and potential customers. Due to the technical nature of the Company's products, engineering and design support are critical parts of the Company's strategy during both the development of its products and the support to its customers from product design to final production. Management anticipates that it will continue to commit resources to research, development and design activities. It expects these expenses to increase.

Selling, General and Administrative (SG&A) Expenses

Selling expenses consist primarily of salaries and related expenses for personnel engaged in the marketing and selling of the Company's products, as well as costs related to trade shows, product literature, travel and other promotional support costs. In addition, selling expenses include costs related to the Company's Hong Kong and Taiwan sales offices as well as support of a new sales organization in Japan. General and administrative costs consist primarily of executive and administrative salaries, professional fees and other associated corporate expenses. Selling, General & Administrative (SG&A) expenses were approximately \$800,000 for the three months ended March 31, 2005, compared to approximately \$649,000 for the restated three months ended March 31, 2004. This represents an increase of approximately \$151,000 or 23%. The increase in SG&A was attributable principally to support for the Company's Hong Kong office, increased human resource costs including the Japan Country Manager and increased professional fees. Human resource costs increased approximately \$18,000 or 6% to approximately \$343,000 for the three months ended March 31, 2005, compared to \$325,000 for the restated three months ended March 31, 2004. This increase was primarily due to higher compensation, as well as, an increase in staffing in the Asian sales offices. At March 31, 2005 the Company's foreign sales offices employed seven people up from six employees at March 31, 2004. In October 2004, the Company hired a Vice President of Marketing and Sales; increasing the SG&A staff domestically to seven employees for the three months ended March 31, 2005, the same number as of March 31, 2004. The Company plans to adjust its sales presence consistent with its sales forecasts and goals. Professional expenses increased approximately \$69,000 or 77% to approximately \$158,000 for the three months ended March 31, 2005 compared to approximately \$89,000 for the restated three months ended March 31, 2005, primarily due to the addition of a sales consultant in Japan, increased costs for the sales associate in Taiwan, the retaining of an investor relations firm in December 2004, as well as, increased legal and accounting expenses. In addition, travel expenses for the three months ended March 31, 2005 increased by approximately \$36,000 or 57% to approximately \$100,000 from approximately \$64,000 for the restated three months ended March 31, 2004. The increase in travel was primarily due to the Company's support of both current and potential customers with new designs as well as continued support of existing designs. The Company expects that selling, general and administrative expenses will increase in absolute dollars in future periods as the Company expands its sales channels, marketing efforts and administrative infrastructure.

Interest Income (Expense)

Interest income, net of expense, includes income from the Company's cash and cash equivalents and from investments and expenses related to its financing activities. During the three months ended March 31, 2005, the Company generated net interest income of approximately \$4,000 compared to net interest income of approximately \$5,000 for the restated three months ended March 31, 2004. This decrease in net interest income for the three months ended March 31, 2005 was primarily due to reduced interest on reduced cash as of March 31, 2005.

Net Loss

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The Company's net loss for the three months ended March 31, 2005 was approximately \$1.4 million or \$0.12 per basic and diluted common share, compared to a loss of approximately \$217,000 or \$0.02 per basic and diluted common share for the restated three months ended March 31, 2004.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal source of liquidity at March 31, 2005 consisted of approximately \$749,000 in cash and short-term investments and no debt. This compares to approximately \$1.9 million in cash and cash equivalents at December 31, 2004. This decrease in cash was due to increased working capital requirements.

Net cash used in operating activities increased to approximately \$1.1 million for the three months ended March 31, 2005 from approximately \$895,000 for the restated three months ended March 31, 2004. The increase was mainly due to an increase in net loss and increases in allowances for doubtful account, slow moving, excess and obsolete inventory and accounts receivable reserves. As of March 31, 2005, inventory was approximately \$2.4 million, net of reserves, compared to inventory of approximately \$2.7 million, net of reserves, as of March 31, 2004, restated. Net accounts receivable was approximately \$346,000 at March 31, 2005, down from approximately \$533,000 at March 31, 2004, restated. This decrease in accounts receivable was due to decreased shipments of the Company's semiconductor products and decreased royalties due under the STMicroelectronics License Agreement. As of March 31, 2005, two major customers accounted for approximately 69% of the total accounts receivable balance. The Company increased its reserve against bad debts to \$120,000 as of March 31, 2005 from \$105,000 as of December 31, 2004. The Company believes this reserve is sufficient at this time.

Net cash used in investing activities for the three months ended March 31, 2005 was approximately the same for both the three months ended March 31, 2005 and the restated three months ended March 31, 2004 at \$23,000.

There was no cash provided by financing activities for the three months ended March 31, 2005, compared to approximately \$81,000 provided by financing activities for the restated three months ended March 31, 2004. During the restated three-month period ended March 31, 2004, the Company received approximately \$81,000 net in cash from the exercise of options by eight employees. The Company believes that cash flow from operations and amounts that may be raised from time to time in private offerings of its common stock as well as the amounts received in debt financings (See Note 13) will be sufficient to support operations and fund capital equipment requirements at least through June 30, 2006.

The Company believes that its current working capital will be sufficient to fund its capital and operational requirements at least through June 30, 2006. See Note 13 Subsequent Events- \$2 million financing. The continuance of the Company is highly dependent upon its ability to successfully develop and market both its DDX digital amplifier and MEMS technologies and raise additional funds for such purposes. The Company may also consider the sale of assets to raise additional funds. There can be no assurance, however, that the Company will be able to raise the funds that it needs to continue its operations or that additional funds will be available to the Company on acceptable terms, if at all. Except as otherwise disclosed therein, the accompanying consolidated financial statements do not include any adjustments to reflect the possible future effects of recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

In May 2005, the Company received proceeds from unsecured interest-bearing loans in the amounts of \$250,000 from David Spiegel, a shareholder and \$250,000 from Herbert Stein, Chief Executive Officer, President and Chairman of the Board. These loans are payable upon demand and are not subject to any premium or penalty for prepayment. The loan interest rate is 6% per annum, payable monthly in arrears on the outstanding balance.

On August 11, 2005, the Company completed a financing in which it raised net proceeds of \$1.8 million through a secured note. See Note 13 Subsequent Events.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities and expenses. On an on-going basis, the Company evaluates its estimates, including those related to uncollectible accounts receivable, inventories, intangibles and other long-lived assets. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the

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carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements. The Company maintains allowances for uncollectible accounts receivable for estimated losses resulting from the inability of its customers to make required payments. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. The Company maintains allowances for estimated slow moving, excess or obsolete inventories including future non-cancelable purchase commitments based on the Company's review of inventory levels, projected future sales and comparison of actual manufacturing costs to standard costs. If actual market conditions are less favorable than those projected by management, additional allowances may be required. Property, plant and equipment, patents, trademarks and other intangible assets are amortized over their

estimated useful lives. Useful lives are based on management's estimates over the period that such assets will generate revenue. Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Future adverse changes in market conditions or poor operating results of underlying capital investments or intangible assets could result in losses or an inability to recover the carrying value of such assets, thereby possibly requiring an impairment charge in the future.

The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates, judgments and assumptions that we believe are reasonable based upon the information currently available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. Any future changes to these estimates and assumptions could have a significant impact on the reported amounts of revenue, expenses, assets and liabilities in our financial statements. The significant accounting policies which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

Revenue Recognition

Apogee recognizes revenue in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104 (SAB 104), Revenue Recognition in Financial Statements: Revenue Recognition, which states that revenue should be recognized when the following revenue recognition criteria are met: (1) persuasive evidence of an arrangement exists; (2) the product has been shipped and the customer takes ownership and assumes the risk of loss; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. The following policies apply to the Company's two major product sales categories for revenue recognition. Sales to end users: Revenue is recognized under the Company's standard terms and conditions of sale, title and risk of loss transfer to the customer at the time products are shipped from the company's warehouse or delivered to the customer's representative/freight forwarder. Sales to Distributors: From time to time the Company provides stock rotation rights, price protection and other incentives to its Distributors. As a result of these incentives, the Company has adopted a policy of deferring recognition of revenue until the distributor sells products to its customers based upon receipt of point-of-sale reports from the distributors. See Footnote 12 Restatement. The Company accrues the estimated cost of post-sale obligations including product warranty returns, based on historical experience. To date the Company has experienced minimal warranty returns.

In addition, the Company records royalty revenue when earned in accordance with the underlying agreements. Consulting and licensing revenue is recognized as services are performed.

Accounts Receivable

The Company performs credit evaluations of customers and determines credit limits based upon payment history, customers' creditworthiness and other factors, as determined by our review of their current credit information. For a majority of our larger sales, we can require the issuance of a Letter of Credit. Smaller accounts must either pay via credit card or in advance of shipment. We continuously monitor collections and payments from our customers, and we maintain a provision for estimated credit losses based upon our historical experience and any specific customer collection issues that we have identified. While we have not had any significant credit losses to date, we cannot guarantee that we will continue to avoid credit losses in the future. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Since our accounts receivable are highly concentrated in a small number of customers, a significant change in the liquidity or financial position of any one of these customers could have a material adverse impact on the collectibility of our accounts receivable, our liquidity or our future results of operations. Receivables associated with deferred distributor revenue has been reclassified and an allowance for doubtful accounts is maintained to ensure trade receivables are recorded at net realizable value.

Inventory

Apogee states its inventory at the lower of cost (first-in, first-out) or market. This policy requires that the Company make certain estimates regarding the market value of the inventory, including an assessment of excess or obsolete inventory. The Company determines excess and obsolete inventory based on an estimated future demand and estimated selling prices for the Company's products within a specified time frame which is generally 12 months. The estimates used for expected demand are also used for short-term capacity planning and inventory purchasing and are consistent with revenue forecasts. In addition to current inventory of approximately \$2.4 million, net of reserves, consisting of \$1 million held at Apogee and \$1.4 million held at distributors, the Company has inventory purchase commitments of approximately \$934,000 at March 31, 2005. This compares to inventory, net of reserves, of approximately \$2.7 million consisting of approximately \$1.5 million held at distributors with the remaining \$1.2 million at Apogee at December 31, 2004. The current inventory level and purchase commitments are maintained due to expected demand and not necessarily built for firm purchase commitments for the current customers. Due to the 13 week delivery lead time, it is necessary

to carry a high level of inventory in comparison to past sales. Actual demand and market conditions may be different from those projected by management. If the unit demand forecast is less than current inventory value, the Company will be required to take additional excess inventory charges or write-downs to net realizable value which will decrease the gross margin as well as the net operating results in the future. During the three months ended March 31, 2005, the Company recorded a provision for excess or obsolete inventory of approximately \$243,000. If actual market conditions are less than favorable than those projected by management, additional allowances may be required.

Valuation of Long-Lived Assets

Property, plant and equipment, patents, trademarks and other intangible assets are amortized over their estimated useful lives. Useful lives are based on management's estimates over the period that such assets will generate revenue. Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Future adverse changes in market conditions or poor operating results of underlying capital investments or intangible assets could result in losses or an inability to recover the carrying value of such assets, thereby possibly requiring an impairment charge in the future.

CERTAIN RISK FACTORS THAT MAY AFFECT FUTURE RESULTS OF OPERATIONS AND OUR COMMON STOCK PRICE

There are a number of important factors that could cause our actual results to differ materially from those indicated or implied by forward-looking statements. Factors that could cause or contribute to such differences include those discussed below, as well as those discussed elsewhere in this Form 10-QSB. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as may be required by law.

RISKS RELATED TO OUR BUSINESS

WE HAVE HAD A HISTORY OF LOSSES, EXPECT FUTURE LOSSES AND MAY NEVER ACHIEVE OR SUSTAIN PROFITABILITY.

As of March 31, 2005, the Company had a net worth of approximately \$1 million and an accumulated deficit of approximately \$17 million. The Company recorded a loss of approximately \$1.4 for the three-month period ended March 31, 2005. The Company recorded a net loss of approximately \$3.4 million for the year ended December 31, 2004, and a restated net loss of approximately \$270,000 in 2003. The Company will need to generate revenue to achieve and sustain profitability and positive cash flow. The Company's ability to generate future revenue and achieve and sustain profitability will depend on a number of factors, many of which are described throughout this risk factor section. If we are unable to achieve and sustain profitability, the Company's share price would likely decline.

THE COMPANY HAS ONLY A SMALL NUMBER OF CUSTOMERS, AND THE LOSS OF THESE CUSTOMERS WOULD HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY'S BUSINESS.

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During the three months ended March 31, 2005, the Company derived approximately 72% of its total revenue and 79% of product revenue were from three customers, respectively. The loss of any of the Company's customers would have a material adverse effect on its business, financial condition and results of operations. The Company intends to diversify its customer base in the coming months in order to reduce its dependence on a small number of customers. The Company may not be able to succeed in these efforts.

OUR BUSINESS IS CONCENTRATED IN A LIMITED NUMBER OF MARKETS AND ANY SIGNIFICANT CHANGE IN THESE MARKETS COULD HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY'S BUSINESS.

Substantially all of the Company's total and product revenue for the three months ended March 31, 2005 were to customers in Asia and Europe. The Company is working to develop new customers and markets in order to diversify the market applications of its products.

WE MAY NEED TO RAISE ADDITIONAL CAPITAL OR SELL ASSETS IN ORDER TO CONTINUE TO DEVELOP AND OPERATE OUR BUSINESS, AND SUCH TRANSACTIONS MAY NOT BE AVAILABLE TO US ON FAVORABLE TERMS IF AT ALL.

Because we have historically had losses and only a limited amount of cash has been generated from operations, we have funded our operating activities to date primarily from the sale of securities. In order to continue to fund the development of our business, we will need additional capital, either through the sale of securities or through the sale of assets. We cannot be certain that any such financing or asset sales will be available on acceptable terms, or at all. Moreover, additional equity financing, if available, would likely be dilutive to the holders of our common stock, and debt financing, if available, would likely involve restrictive covenants. If we sell assets that are currently used in the conduct of our business, those assets would no longer be available to us as a potential source of revenue generation. If we cannot raise sufficient additional capital through means available to us, it would adversely affect our ability to achieve our business objectives.

NEITHER OUR DISCLOSURE CONTROLS AND PROCEDURES NOR OUR INTERNAL CONTROL OVER FINANCIAL REPORTING CAN PREVENT ALL ERRORS OR FRAUD, AND IN THE PAST THESE CONTROLS AND PROCEDURES WERE NOT EFFECTIVE AND RESULTED IN RESTATEMENTS TO OUR FINANCIAL RESULTS.

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be attained. Furthermore, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in a cost-effective control system, no evaluation of controls can provide absolute assurance that all misstatements due to error or fraud, if any, may occur and not be detected on a timely basis. These inherent limitations include the possibility that judgments in decision-making can be faulty and that breakdowns can occur because of errors or mistakes. Our controls and procedures can also be circumvented by the individuals acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Furthermore, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. While we seek to design our controls and procedures to provide reasonable assurance that information required to be disclosed in our periodic filings is timely disclosed, these inherent limitations expose us to breakdowns in such controls and procedures. For example, while our certifying officers believed that the design of our controls and procedures would ensure that material information related to the Company would be made known to them on a timely basis, in light of the circumstances underlying the Restatement, these controls and procedures for the financial statement periods covered by the Restatement were not effective. We have made certain changes to our internal control over financial reporting that are designed to address these circumstances, although even these improvements to our controls and procedures cannot ensure that all errors or fraud will be prevented.

OUR MARKETS ARE SUBJECT TO RAPID TECHNOLOGICAL CHANGE AND, THEREFORE, OUR SUCCESS DEPENDS ON OUR ABILITY TO INTRODUCE NEW PRODUCTS IN A TIMELY FASHION.

The life cycle of the technology and any future products developed by us may be limited by the emergence of new products and technologies, changes in consumer preferences and other factors. Our future performance will depend on our ability to consistently:

identify emerging technological trends in our market;

identify changing consumer requirements;

develop or maintain competitive technology, including new product offerings;

improve the performance, features and reliability of our products, particularly in response to technological change and competitive offerings;

bring technology to market quickly at cost-effective prices, and

protect our intellectual property.

We may not succeed in developing and marketing new products that respond to technological and competitive developments and changing customer needs, or and such products may not gain market acceptance and be incorporated into the technology or products of third parties. Any significant delay or failure to develop new enhanced technologies, including new product offerings, and any failure of the marketplace to accept any new technology and product offerings would have a material adverse effect on our business, financial condition and results of operations.

WE MAY REQUIRE ADDITIONAL CAPITAL TO FUND OUR OPERATIONS AND RESEARCH AND DEVELOPMENT.

We have historically incurred net losses from operations and may continue to do so in the future. We have funded our operating activities to date primarily from the sale of securities and debt financing. We will likely require additional capital in the future, which may be in the form of additional sales of securities or additional debt financings. The additional capital may not be readily available on favorable terms, if at all. Any sale of securities would result in dilution to our current stockholders' ownership in the Company.

OUR ABILITY TO ACHIEVE SUSTAINED REVENUE GROWTH WILL BE HARMED IF WE ARE UNABLE TO MAINTAIN OUR EXISTING LICENSING RELATIONSHIPS.

Part of our business strategy is to expand our licensing activities with STMicroelectronics and to enter into licensing relationships with other companies in order to offer products to a larger customer base than could be reached through our own development and marketing efforts. We believe that such relationships can accelerate market penetration of our products and technologies, while limiting our manufacturing exposure and sales and marketing costs. However, we may not be able to expand or maintain our existing licensing relationships or establish new licensing relationships on commercially reasonable terms, if at all. Any future inability by us to maintain our licensing relationships or to enter into additional licensing relationships, or the failure of one or more of our licensing relationships to contribute to the development and maintenance of a market for our products, could have a material adverse effect on our business, operating results and financial condition.

OUR QUARTERLY OPERATING RESULTS MAY FLUCTUATE.

We have experienced fluctuations in our quarterly operating results in the past and it is likely that these fluctuations will continue in the future. These fluctuations are caused by many factors, including, but not limited to:

availability and pricing from our suppliers;

changes in the demand for our products by customers;

introductions or enhancements of products, or delays in the introductions or enhancements of products, by us or our competitors;

rate and success of new customer development;

changes in our pricing policies or those of our competitors;

success in attracting, retaining and motivating qualified personnel;

changes in general economic conditions; and

obsolescence of our inventory.

A substantial portion of our operating expenses is related to personnel, facilities, and sales and marketing programs and are fixed. Our expense level is based in part on our expectations of future orders and sales, which are extremely difficult to predict. Accordingly, we may not be able to adjust our fixed expenses quickly enough to address any significant shortfall in demand for our products in relation to our expectations.

Fluctuations in our operating results may also result in fluctuations in our common stock price. In such event, the trading price of our common stock would likely suffer and adversely affect our ability to raise capital and the value of your investment in the Company.

IF WE ARE UNABLE TO HIRE OR RETAIN KEY PERSONNEL, WE MAY NOT BE ABLE TO OPERATE OUR BUSINESS SUCCESSFULLY.

We may not be successful in recruiting and retaining executive officers and other key management and technical personnel. The competition for employees with the necessary high level of technical expertise to design and market our products is intense, particularly in eastern Massachusetts. We will need to hire a number of additional technical personnel if we are to increase the rate at which we develop new products. Because competition for highly skilled technical personnel is so intense, companies in Apogee's industry are subject from time to time to complaints brought by competitors alleging interference with contractual relations or wrongful hiring of employees. Such lawsuits may be costly, may divert management attention and resources from the operation of our business, and may therefore adversely affect our financial condition and results of operations. In addition, the loss of the management and technical expertise of our senior management could seriously harm us. The Company does not have in place employment contracts for some members of its senior management, including the COO and Vice President of Engineering.

THERE IS A NEW EUROPEAN DIRECTIVE TO ELIMINATE HAZARDOUS MATERIALS IN ELECTRONIC PRODUCTS AND AS SUCH WE MAY NOT BE ABLE TO TRANSITION OUR IC PRODUCTS TIMELY TO MEET CUSTOMER NEEDS AND MAY HAVE INVENTORY THAT CAN ONLY BE SOLD IN LIMITED MARKETS.

The IC industry is responding to the European directive of Restriction of Hazardous Substances (RoHS) that will become effective in July 2006. As a result of this directive, semiconductor companies are working to remove lead and other hazardous materials used in their IC products. The Company expects to transition all of its IC products to conform to the RoHS standard during the first half of 2005. However, the Company may not be able to meet customer delivery requirements to support the 2005 consumer electronic design cycle. In addition, the Company currently has inventory to support European customers that may have to be sold in other markets. Any excess inventory may not be able to be sold timely or at all.

WE DO NOT HAVE MANUFACTURING CAPABILITIES, AND AS A RESULT, WE RELY ON OUTSIDE FOUNDRIES TO MANUFACTURE OUR SEMICONDUCTOR PRODUCTS.

We have no manufacturing capabilities, nor do we have plans to establish any such capabilities. Accordingly, we utilize outside semiconductor foundries, assembly and test companies to manufacture our semiconductor products. There are significant risks associated with our reliance on these foundries that can adversely affect our business, operating results and financial condition. These risks include:

the ability to maintain foundry relationships, the failure of which could result in significant delays in product introduction due to the time necessary to establish new relationships;

delays in production or shortages in product delivery as a result of production problems at outside contractors;

the loss of foundry priority that may result in limiting our ability to obtain products on schedule;

limited control over product quality that could result in product returns and the loss of customers;

inability to control manufacturing yield that could increase production costs, thereby reducing sales potential and operating margins, and

lack of access or control over new process and manufacturing technologies to maintain product competitiveness in the market.

OUR PRODUCTS USE NEW TECHNOLOGY AND MAY HAVE MANUFACTURING DEFECTS OR OTHER CHARACTERISTICS THAT ARE ONLY DETECTED AFTER INSTALLATION IN CUSTOMER APPLICATIONS, WHICH MAY HARM OUR BUSINESS.

Our products are based on recently developed technology and are manufactured using state-of-the-art manufacturing processes. Our approach to product qualification and testing may not fully evaluate or identify product characteristics or defects that could adversely

affect the product's ability to operate in the intended application. If such defects or characteristics are discovered after installation, product revenue might be significantly delayed and our ability to maintain existing customers and to retain new customers may be seriously affected.

OUR ABILITY TO ACHIEVE REVENUE GROWTH WILL BE HARMED IF WE ARE UNABLE TO PERSUADE THE MARKET TO ADOPT OUR AMPLIFIER AND MEMS TECHNOLOGIES.

We face challenges in persuading manufacturers to adopt our products using our DDX amplifier and MEMS technology. Traditional amplifiers use design approaches developed in the 1930s. These approaches are still used in most amplifiers and engineers are familiar with these design approaches. In order to adopt our products, manufacturers and engineers must understand and accept our new technology. In addition, our amplifier and MEMS technologies may be more expensive for some applications than traditional amplifier and power supply technologies. For these reasons, prospective customers may be reluctant to adopt our technology.

INTENSE COMPETITION IN THE SEMICONDUCTOR AND MEMS INDUSTRY COULD PREVENT US FROM ACHIEVING PROFITABILITY.

The semiconductor and MEMS industry is highly competitive, and we expect the intensity of the competition to increase. Many of our competitors have greater financial, technical, research, marketing, sales, distribution, service and other resources than we do. Moreover, our competitors may offer broader product lines and have greater name recognition than we do, and may offer discounts as a competitive tactic. In addition, several development stage companies are currently creating or developing technologies and products that compete with or are being designed to compete with our technologies and products. Our competitors may develop or market technologies or products that are more effective or more commercially attractive than our current or future products, or that may render our technologies or products less competitive or obsolete. Accordingly, if competitors introduce superior technologies or products and we cannot make enhancements to our technologies and products necessary for them to remain competitive, our competitive position, and in turn, our business, revenues and financial condition, will be seriously harmed.

OUR BUSINESS COULD SUFFER IF WE EXPERIENCE DIFFICULTIES IN INTEGRATING ANY TECHNOLOGIES, PRODUCTS OR BUSINESSES WE ACQUIRE.

In May 2004, the Company acquired the intellectual property and other intangibles and hired staff from Standard MEMS, Inc. Acquisitions typically entail many risks and could result in difficulties in integrating the operations and personnel of companies that we acquire or the technologies and products that we acquire. If we are not able to successfully integrate our acquisitions, we may not obtain the advantages that the acquisitions were intended to create, which could adversely affect our results of operations, financial condition and cash flows. In addition, in connection with acquisitions, we could experience disruption in our business or employee base. There is also a risk that key employees of companies that we acquire or key employees necessary to successfully commercialize technologies and products that we acquire may seek employment elsewhere, including with our competitors.

RISKS RELATED TO OUR INTELLECTUAL PROPERTY

OUR INTELLECTUAL PROPERTY AND PROPRIETARY RIGHTS MAY BE INSUFFICIENT TO PROTECT OUR COMPETITIVE POSITION.

Our business depends, in part, on our ability to protect our intellectual property. We rely primarily on patent, copyright, trademark and trade secret laws to protect our proprietary technologies. We cannot be sure that such measures will provide meaningful protection for our proprietary technologies and processes. We have four issued United States patents and three pending patent applications. In addition, we have acquired a portfolio of MEMS intellectual property and the Company is reviewing this portfolio to determine which of the acquired rights will be most useful in its business. We cannot be sure that any existing or future patents will not be challenged, invalidated or circumvented, or that any right granted thereunder would provide us meaningful protection. The failure of any patents to provide protection to our technology would make it easier for our competitors to offer similar products.

We also generally enter into confidentiality agreements with our employees and strategic partners, and generally control access to and distribution of our documentation and other proprietary information. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use our products or technology without authorization, develop similar technology independently or design around our patents. In addition, effective copyright, trademark and trade secret protection may be unavailable or limited in certain foreign countries.

WE MAY BE SUBJECT TO INTELLECTUAL PROPERTY RIGHTS DISPUTES WHICH COULD DIVERT MANAGEMENT'S ATTENTION AND COULD BE COSTLY.

The semiconductor and consumer audio industries are characterized by vigorous protection and pursuit of intellectual property rights. From time to time, we may receive notices of claims of infringement, misappropriation or misuse of other parties' proprietary rights. We cannot be sure that we will prevail in these actions, or that other actions alleging infringement by us of third-party patents, misappropriation or misuse by us of third-party trade secrets or the invalidity of one or more patents held by us will not be asserted or prosecuted against us, or that any assertions of infringement, misappropriation or misuse or prosecutions seeking to establish the invalidity of our patents will not seriously harm our business. For example, in a patent or trade secret action, an injunction could be issued against us requiring that we withdraw particular products from the market or necessitating that specific products offered for sale or under development be redesigned.

Irrespective of the validity or successful assertion of various claims of infringement, misappropriation or misuse of other parties' proprietary rights, we would likely incur significant costs and diversion of our management and personnel resources with respect to the defense of such claims, which could seriously harm our business. If any claims or actions are asserted against us, we may seek to obtain a license under a third party's intellectual property rights. We cannot be sure that under such circumstances a license would be available on commercially reasonable terms, if at all. Moreover, we often incorporate the intellectual property of our strategic customers into our designs, and we have certain obligations with respect to the non-use and non-disclosure of such intellectual property. We cannot be sure that the steps taken by us to prevent our, or our customers', misappropriation or infringement of the intellectual property will be successful.

RISKS RELATING TO OUR COMMON STOCK

FACTORS UNRELATED TO OUR BUSINESS COULD NEGATIVELY IMPACT THE MARKET PRICE OF OUR COMMON STOCK.

The stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. We expect that the market price of our Common Stock will fluctuate as a result of variations in our quarterly operating results, or for other reasons that are not related to the performance of our business. These fluctuations may be exaggerated if the trading volume of our Common Stock is low. In addition, due to the technology-intensive nature of our business, the market price for our Common Stock may rise and fall in response to various factors including:

announcements of technological innovations or new products, or competitive developments;

investor perceptions and expectations regarding our or our competitors' products;

acquisitions or strategic alliances by us or our competitors; and

the gain or loss of a significant customer or order.

In addition, market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of our Common Stock.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's financial instruments include: cash, cash equivalents, accounts receivable and accounts payable. At March 31, 2005, the carrying value of the Company's cash, cash equivalents, accounts receivable and accounts payable approximate fair values given the short maturity of these instruments.

Although the Company's sales are predominately to international markets, the Company believes that it does not have material foreign currency exchange rate risk since international sales are in U.S. dollars and material purchases from foreign suppliers are typically also denominated in U.S. dollars. Additionally, the functional currency of the Company's foreign sales office is the U.S. dollar.

It is the Company's policy not to enter into derivative financial instruments for speculative purposes.

ITEM 4 CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures. The Company's chief executive officer and principal financial officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13d-15 (e) and 15d-15 (e)) as of the end of the period covered by this quarterly report. Based on that evaluation, the chief executive officer and principal financial officer have concluded that the Company's current disclosure controls and procedures are adequate and effective to ensure that material information relating to the Company was made known to them by others, particularly during the period in which this Quarterly Report on Form 10-QSB was being prepared.

(b) Changes in Internal Controls. There were no changes in our internal control over financial reporting, identified in connection with the evaluation of such internal control that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

In November 2004, Apogee commenced an action against National Hybrid, Inc. (Hybrid) in the United States District Court for the Eastern District of New York, claiming that as part of Hybrid's procurement of the tangible assets from the secured lien holder of the bankrupt Standard MEMS, Inc. (SMD), Hybrid had inadvertently obtained copies of files, containing in part, the intangible assets purchased by Apogee in May of 2004 as part of its MEMS acquisition. In November 2004, the court directed Hybrid not to sell, destroy or otherwise dispose of these files. In response, Hybrid filed a counterclaim in February 2005, stating that they were the owner of the files. The court has delayed any further actions on this matter until January 2006 since the parties are now working to resolve the issue. The Company believes Hybrid's claims are without merit. The Company expects to resolve this issue with Hybrid, now held in estate due to the death of the prior owner, in 2005, and further does not believe the resolution will be material to its business.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the first quarter ended March 31, 2005 there were no shares of the Company's Common Stock issued.

During the first quarter ended March 31, 2005, the Company granted options to two employees to purchase up to 30,000 shares of the Company's Common Stock at exercise prices ranging from \$2.90 per share to \$4.46 per share under the Plan.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS

(a) Exhibits:

See Exhibit Index

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

APOGEE TECHNOLOGY, INC.

Date: August 19, 2005

By: /s/ Herbert M. Stein
Name: Herbert M. Stein
Title: Chairman of the Board,
President, Chief Executive Officer

APOGEE TECHNOLOGY, INC.

Date: August 19, 2005

By: /s/ Paul J. Murphy
Name: Paul J. Murphy
Title: Chief Financial Officer and
Vice President of Finance

FORM-10-QSB

MARCH 31, 2005

EXHIBIT INDEX

Exhibit Number	Description
31.1	Statement Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
31.2	Statement Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
32.1	Statement Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.