

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

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

Registration No. 333- \_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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

**APA ENTERPRISES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Minnesota**

(State or Other Jurisdiction of Incorporation or  
Organization)

**41-1347235**

(IRS Employer Identification No.)

**2950 NE 84<sup>th</sup> Lane**

**Blaine, Minnesota 55449**

(Address of Principal Executive Offices) (Zip Code)

**2007 STOCK COMPENSATION PLAN**

(Full title of the plan)

**Anil K. Jain**

**2950 NE 84<sup>th</sup> Lane**

**Blaine, Minnesota 55449**

(Name and address of agent for service)

**(763) 784-4995**

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

*Copies to:*

**Janna R. Severance, Esq.**

**Messerli & Kramer P.A.**

**1800 Fifth Street Towers**

**150 South Fifth Street**

**Minneapolis, MN 55402**

**Telephone: (612) 672-3600**

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EXPLANATORY NOTE

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

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**SIGNATURES AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Blaine, State of Minnesota, on August 23, 2006.

APA ENTERPRISES, INC

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

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

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

\* Executed by the undersigned as Attorney in Fact

/s/ Chris Goettl  
Chris Goettl  
August 23, 2006

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**EXHIBIT INDEX**

**Exhibit No.**

**Description of Exhibit**

10.15

2007 Stock Compensation Plan

23.2

Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm

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