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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report: December 17, 2007**  
(Date of earliest event reported)

**APA ENTERPRISES, INC.**

(Exact Name of Registrant as Specified in Charter)

**Minnesota**

(State or Other Jurisdiction of Incorporation)

**0-16106**

(Commission File No.)

**41-1347235**

(IRS Employer Identification No.)

**5480 Nathan Lane North, Suite 120 Plymouth, MN 55442**

(Address of Principal Executive Offices)(Zip Code)

**(763) 476-6866**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On December 17, 2007, APA Enterprises, Inc. issued a press release announcing the results of its transition year ended September 30, 2007. A copy of that press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

(c) The following exhibit is being furnished herewith:

99.1 Press release dated December 17, 2007

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APA ENTERPRISES, INC.

By /s/ Cheryl Beranek Podzimek

Cheryl Beranek Podzimek, Chief Executive and President (Principal Executive Officer) and authorized signatory

Dated: December 17, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

EXHIBIT INDEX  
to  
Form 8-K Current Report

APA Enterprises, Inc.

**Exhibit Number**

**Description**

99.1

Press release dated December 17, 2007

# News News Release

## APA Enterprises, Inc. Reports Significant Improvements in Continuing Operations; Quarterly Net Profit

MINNEAPOLIS, MN--(MARKET WIRE)—December 17, 2007 -- As reported earlier, APA Enterprises Inc. (Nasdaq: APAT) changed its fiscal year, resulting in a transition period that ended September 30, 2007. Consolidated revenues for the transition period increased 3% to \$10,297,000 from \$9,963,000 reported for the comparable six month period in 2006. Gross profit increased 11% over the previous period. Net loss was \$1,290,000 in comparison to a loss of \$512,000 for the comparable period in 2006. The increase in net loss was primarily due to the costs associated with the discontinuation of the Optronics business unit announced in June, 2007. Minus one-time charges associated primarily with severance costs, net income from continuing operations was \$21,000 for the 2007 period.

### Quarterly Performance

Revenue for the quarter ended September 30, 2007 was \$5,389,000 in comparison to \$4,891,000 for the similar period in 2006, an increase of 9.5%. Gross profit was \$1,768,000 in comparison to \$1,477,000 for the earlier period, an increase of 20%. Net income was \$119,500 in comparison to a loss of \$400,000.

### Comments on Operations

"The opportunity to focus APA Enterprises on the operation of our APA Cables & Networks business unit has allowed the company to significantly improve the financial results of our organization," commented Cheri Beranek Podzimek, president and CEO of APA Enterprises. "The Company continues to experience success in expanding the reach of our sales and marketing efforts and remains committed to delivering superior connectivity solutions to broadband service providers and the original equipment manufacturing marketplace."

*Forward-looking statements contained herein are made pursuant to the safe harbor provisions of the Private Litigation Reform Act of 1995. These statements are based upon the Company's current expectations and judgments about future developments in the Company's business. Certain important factors could have a material impact on the Company's performance, including, without limitation, delays in or increased costs of production, delays in or lower than anticipated sales of the Company's new products, the Company's ability to sell such products at a profitable price, the Company's ability to fund operations, and other factors discussed from time to time in the Company's filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update such statements to reflect actual events.*

### MORE ###

## FINANCIAL RESULTS

## APA Enterprises, Inc.

## Condensed Consolidated Balance Sheets

(Unaudited)

|   | September 30,<br>2007       | March 31,<br>2007           |
|---|-----------------------------|-----------------------------|
| <b>Assets:</b>                                    |                             |                             |
| Cash and cash equivalents                         | \$ 3,304,645                | \$ 1,266,176                |
| Available for sale securities                     | 2,825,000                   | 5,450,000                   |
| Accounts receivable, net                          | 2,418,651                   | 1,697,811                   |
| Inventories                                       | 1,595,282                   | 1,312,681                   |
| Property, plant and equipment, net                | 1,773,739                   | 1,656,011                   |
| Other assets                                      | 3,424,251                   | 3,015,832                   |
| Assets of discontinued operations                 | -                           | 1,324,047                   |
| <b>Total assets</b>                               | <b><u>\$ 15,341,568</u></b> | <b><u>\$ 15,722,558</u></b> |
| <b>Liabilities:</b>                               |                             |                             |
| Current liabilities                               | \$ 2,309,727                | \$ 2,010,726                |
| Long-term liabilities                             | 408,437                     | 235,348                     |
| Liabilities of discontinued operations            | 410,717                     | -                           |
| <b>Shareholders' equity:</b>                      |                             |                             |
| Common stock                                      | 118,723                     | 118,723                     |
| Additional-paid-in-capital                        | 52,037,207                  | 52,018,729                  |
| Accumulated deficit                               | (39,943,243)                | (38,660,968)                |
| <b>Total shareholders' equity</b>                 | <b><u>12,212,687</u></b>    | <b><u>13,476,484</u></b>    |
| <b>Total liabilities and shareholders' equity</b> | <b><u>\$ 15,341,568</u></b> | <b><u>\$ 15,722,558</u></b> |

### MORE ###

FINANCIAL RESULTS (Continued)

APA Enterprises, Inc.

Condensed Consolidated Statements of Operations

(Unaudited)

|  | Three Months Ended<br>September 30 |                     | Six Months Ended<br>September 30 |                     |
|--|------------------------------------|---------------------|----------------------------------|---------------------|
|  | 2007                               | 2006                | 2007                             | 2006                |
| REVENUES                                     | \$ 5,389,634                       | \$ 4,891,085        | \$ 10,296,680                    | \$ 9,963,271        |
| COST OF REVENUES                             | <u>3,622,122</u>                   | <u>3,414,021</u>    | <u>7,079,023</u>                 | <u>7,053,745</u>    |
| GROSS PROFIT                                 | 1,767,512                          | 1,477,064           | 3,217,657                        | 2,909,526           |
| OPERATING EXPENSES                           |                                    |                     |                                  |                     |
| Selling, general and administrative          | 1,707,111                          | 1,468,112           | 3,684,694                        | 2,954,363           |
| Gain on disposal of assets (net)             | <u>(13,079)</u>                    | <u>(1,129)</u>      | <u>(13,079)</u>                  | <u>2,162</u>        |
|  | 1,694,032                          | 1,466,983           | 3,671,615                        | 2,956,525           |
| INCOME (LOSS) FROM OPERATIONS                | <u>73,480</u>                      | <u>10,081</u>       | <u>(453,958)</u>                 | <u>(46,999)</u>     |
| OTHER INCOME, net                            | <u>77,863</u>                      | <u>89,054</u>       | <u>129,979</u>                   | <u>187,811</u>      |
| EARNINGS (LOSS) BEFORE INCOME TAXES          | 151,343                            | 99,135              | (323,979)                        | 140,812             |
| INCOME TAXES                                 | <u>27,270</u>                      | <u>24,270</u>       | <u>51,640</u>                    | <u>43,250</u>       |
| NET INCOME (LOSS) FROM CONTINUING OPERATIONS | \$ <u>124,073</u>                  | \$ <u>74,865</u>    | \$ <u>(375,619)</u>              | \$ <u>97,562</u>    |
| LOSS FROM DISCONTINUED OPERATIONS            | <u>(4,573)</u>                     | <u>(475,298)</u>    | <u>(914,820)</u>                 | <u>(610,013)</u>    |
| NET INCOME (LOSS)                            | \$ <u>119,500</u>                  | \$ <u>(400,433)</u> | \$ <u>(1,290,439)</u>            | \$ <u>(512,451)</u> |
| NET INCOME (LOSS) PER SHARE:                 |                                    |                     |                                  |                     |
| Continuing operations                        | \$ <u>0.01</u>                     | \$ <u>(0.01)</u>    | \$ <u>(0.03)</u>                 | \$ <u>0.01</u>      |
| Discontinued operations                      | \$ <u>(0.00)</u>                   | \$ <u>(0.04)</u>    | \$ <u>(0.08)</u>                 | \$ <u>(0.05)</u>    |
| Basic and diluted                            | \$ <u>0.01</u>                     | \$ <u>(0.03)</u>    | \$ <u>(0.11)</u>                 | \$ <u>(0.04)</u>    |
| WEIGHTED AVERAGE SHARES OUTSTANDING:         |                                    |                     |                                  |                     |
| Basic and diluted                            | <u>11,872,331</u>                  | <u>11,872,331</u>   | <u>11,872,331</u>                | <u>11,872,331</u>   |

### MORE ###

FINANCIAL RESULTS (Continued)

APA Enterprises, Inc., designs, manufactures and markets a variety of fiber optic and copper components to the data communication and telecommunication industries. Additional information about APA Enterprises is available at <http://www.apaenterprises.com>.

APA Enterprises, Inc. Contact Information:

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