

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **1999-07-27** | Period of Report: **1999-06-30**
SEC Accession No. **0000943518-99-000002**

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FILER

APEX CAPITAL LLC

CIK: **943518** | IRS No.: **680347819** | State of Incorpor.: **CA**
Type: **13F-HR** | Act: **34** | File No.: **028-03793** | Film No.: **99670500**

Mailing Address
25 ORINDA WAY
SUITE 300
ORINDA CA 94563

Business Address
25 ORINDA WAY
SUITE 300
ORINDA CA 94563
925-253-1800

Form 13F

Form 13F Cover Page

Report for the Quarter Ended June 30, 1999

Check here if Amendment [] ; Amendment Number:
 This Amendment (Check only one.): [] is a restatement.
 [] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Apex Capital, LLC
 Address: Pine Grove
 4 Orinda Way, Suite 240-B
 Orinda, CA 94563

13F File Number: 28-6260

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Sanford J. Colen
 Title: Manager & Principal
 Phone: 925-253-1800
 Signature, Place, and Date of Signing:

Sanford J. Colen, Orinda, CA July 23, 1999

Report Type (Check only one.):

- 13F Holdings Report.
- 13F Notice.
- 13F Combination Report.

List of Other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 69
 Form 13F Information Table Value Total: \$159,404

List of Other Included Managers:

No. 13F File Number Name:
 01 28-6260 Apex Capital, LLC

<TABLE>
 <CAPTION>

Form 13F Information Table

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP	Item 4: Value Prn Amt	Item 5: Shares / Discretion	Item 6: Investment Mangers	Item 7: Other Sole	Item 8: Voting Authority (Shares) None
<S>	<C>	<C>	(x \$1000) <C>	<C>	<C>	<C>	<C>
ACTEL CORP	common stock	4934105	\$ 1,475	100,000	other	1	100,000
AFFILIATED MANAGERS GRP	common stock	8252108	\$ 1,796	59,500	other	1	59,500
AIRBORNE FREIGHT CORP	common stock	9266107	\$ 2,035	73,500	other	1	73,500
ALLIED WASTE INDUS INC	common stock	19589308	\$ 1,383	70,000	other	1	70,000
AMERICREDIT CORP	common stock	03060R101	\$ 9,600	600,000	other	1	600,000
AMGEN INC	common stock	31162100	\$ 1,826	30,000	other	1	30,000
ANADARKO PETROLEUM	common stock	32511107	\$ 2,209	60,000	other	1	60,000
APACHE CORP	common stock	37411105	\$ 2,340	60,000	other	1	60,000
ASSOCIATED GROUP INC-CL B	common stock	45651205	\$ 332	5,100	other	1	5,100
ATLAS AIR INC	common stock	49164106	\$ 1,451	45,000	other	1	45,000
AVIGEN INC	common stock	53690103	\$ 469	78,210	other	1	78,210
BAKER (J.) INC	common stock	57232100	\$ 2,760	320,000	other	1	320,000
BARD (C.R.) INC	common stock	67383109	\$ 2,391	50,000	other	1	50,000
CAIS INTERNET INC	common stock	12476Q102	\$ 448	24,400	other	1	24,400
CANDIE'S INC	common stock	137409108	\$ 280	91,449	other	1	91,449
CAVANAUGH'S HOSPITALITY	common stock	149564106	\$ 2,181	258,500	other	1	258,500
CLARK (DICK) PROD INC	common stock	181512104	\$ 225	16,206	other	1	16,206
COASTAL CORP	common stock	190441105	\$ 2,818	70,000	other	1	70,000
COMPUTER HORIZONS CORP	common stock	205908106	\$ 677	49,000	other	1	49,000
COSTCO COMPANIES INC	common stock	22160Q102	\$ 3,603	45,000	other	1	45,000
COUNTRYWIDE CREDIT IND	common stock	222372104	\$ 5,857	137,000	other	1	137,000
DRIL-QUIP	common stock	262037104	\$ 401	17,500	other	1	17,500
ENDOCARE INC	common stock	29264P104	\$ 216	36,000	other	1	36,000
FILENET CORP	common stock	316869106	\$ 543	47,500	other	1	47,500
GUESS? INC	common stock	401617105	\$ 986	71,400	other	1	71,400
HEARST-ARGYLE TELEVISION	common stock	422317107	\$ 1,841	76,700	other	1	76,700
HOLLINGER INTERNATIONAL	common stock	435569108	\$ 1,207	101,600	other	1	101,600
HOME PRODUCTS INTL INC	common stock	437305105	\$ 1,296	152,500	other	1	152,500
IGEN INTERNATIONAL INC	common stock	449536101	\$ 3,961	136,000	other	1	136,000
IMC GLOBAL INC	common stock	449669100	\$ 1,043	60,000	other	1	60,000
IMS HEALTH INC	common stock	449934108	\$ 3,125	100,000	other	1	100,000
INTL FIBERCOM INC	common stock	45950T101	\$ 418	46,000	other	1	46,000
INTRAWARE INC	common stock	46118M103	\$ 300	12,500	other	1	12,500

JAN BELL MARKETING INC	common stock	470760109	\$	308	88,000	other	1	88,000
JONES APPAREL GROUP INC	common stock	480074103	\$	7,961	232,000	other	1	232,000
KELLSTROM INDS INC	common stock	488035106	\$	898	49,200	other	1	49,200
KENNETH COLE PROD-A	common stock	193294105	\$	7,025	252,000	other	1	252,000
KRAUSE'S FURNITURE INC	common stock	500760202	\$	2,808	956,048	other	1	956,048
MCNAUGHTON APPAREL GRP	common stock	582524104	\$	1,466	175,000	other	1	175,000
METTLER-TOLEDO INT'L	common stock	592688105	\$	2,550	100,000	other	1	100,000
METZLER GROUP INC	common stock	592903108	\$	967	35,000	other	1	35,000
MOVADO GROUP	common stock	624580106	\$	388	15,000	other	1	15,000
NATURAL WONDERS INC	common stock	639014109	\$	479	119,800	other	1	119,800
NOVEL DENIM HOLDINGS	common stock	2083399	\$	1,020	126,000	other	1	126,000
NTL INCORPORATED	common stock	629407107	\$	9,900	114,867	other	1	114,867
OPEN MARKET INC	common stock	68370M100	\$	426	30,000	other	1	30,000
PICTURETEL CORP	common stock	720035302	\$	2,852	356,500	other	1	356,500
POLO RALPH LAUREN CORP	common stock	731572103	\$	380	20,000	other	1	20,000
PREMIERE TECHNOLOGIES	common stock	74058F102	\$	891	77,500	other	1	77,500
PSINET INC	common stock	74437C101	\$	1,094	25,000	other	1	25,000
QUIKSILVER INC	common stock	74838C106	\$	3,104	119,100	other	1	119,100
RELIANCE GROUP HOLDINGS	common stock	759464100	\$	1,190	160,000	other	1	160,000
STEVEN MADDEN LTD	common stock	556269108	\$	915	67,500	other	1	67,500
SUNTERRA CORPORATION	common stock	86787D109	\$	4,739	340,000	other	1	340,000
SYMANTEC CORP	common stock	871503108	\$	510	20,000	other	1	20,000
TELESPECTRUM WORLDWIDE	common stock	87951U109	\$	2,059	265,700	other	1	265,700
TIMBERLAND COMPANY-CL A	common stock	887100105	\$	2,382	35,000	other	1	35,000
TITAN CORP	common stock	888266103	\$	1,652	150,200	other	1	150,200
TJX COMPANIES INC	common stock	872540109	\$	2,498	75,000	other	1	75,000
TOMMY HILFINGER CORP	common stock	G8915Z102	\$	7,691	105,000	other	1	105,000
TRAVELERS PROP CAS-CL A	common stock	893939108	\$	4,069	104,000	other	1	104,000
UNION PACIFIC RESOURCES	common stock	907834105	\$	685	42,000	other	1	42,000
UNITED RETAIL GROUP INC	common stock	911380103	\$	4,916	325,000	other	1	325,000
UTI ENERGY CORP	common stock	903387108	\$	840	50,700	other	1	50,700
VETERINARY CTRS OF AMER	common stock	925514101	\$	2,034	150,000	other	1	150,000
WASTE MANAGEMENT INC	common stock	94106L109	\$	1,075	20,000	other	1	20,000
WET SEAL INC -CL A	common stock	961840105	\$	8,479	296,200	other	1	296,200
WHOLE FOODS MARKET INC	common stock	966837106	\$	4,614	96,000	other	1	96,000
WILLIAMS-SONOMA INC	common stock	969904101	\$	3,046	87,500	other	1	87,500
TOTAL			\$	159,404				

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