

PRO DEX INC  
Form 8-K  
February 10, 2015

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported)**

**February 10, 2015**

**PRO-DEX, INC.**

**(Exact name of registrant as specified in its charter)**

**COLORADO                      0-14942              84-1261240**  
**(State or other jurisdiction (Commission (I.R.S. Employer**  
**of incorporation)              File Number) Identification Number)**

**2361 McGaw Avenue**

**Irvine, Ca. 92614**

**(Address of principal executive offices, zip code)**

**(949) 769-3200**

**(Registrant's telephone number, including area code)**

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 (*see* General Instruction A.2. below):

- 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.**

The information in this Item 2.02 of this Form 8-K, as well as Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On February 10, 2015, Pro-Dex, Inc. (the “Company”) is issuing a press release announcing its financial performance for the second fiscal quarter and six months ended December 31, 2014. A copy of the press release is attached to this Form 8-K as Exhibit 99.1, which is incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press Release dated February 10, 2015.

**SIGNATURES**

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

Date: February 10, 2015 **PRO-DEX, INC**  
**(REGISTRANT).**

/s/ Alisha K. Charlton  
By:

Alisha K. Charlton  
Chief Financial Officer

**INDEX TO EXHIBITS**

Exhibit Number	Description
Exhibit 99.1	Press Release dated February 10, 2015.