

PRO DEX INC  
Form 8-K  
May 16, 2008

**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)  
**May 15, 2008**

**PRO-DEX, INC.**  
(Exact name of registrant as specified in its charter)

**COLORADO**  
(State or other  
jurisdiction of  
incorporation)

**0-14942**  
(Commission File Number)

**84-1261240**  
(I.R.S. Employer  
Identification Number)

**2361 McGaw Avenue, Irvine, California 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))

**Item 2.02 Results of Operations and Financial Condition.**

The information in this Form 8-K and the Exhibits 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 May 15, 2008 Pro-Dex, Inc. issued a press release announcing its financial performance for the third quarter period of fiscal year 2008. On that same date, Pro-Dex, Inc. conducted a conference call concerning its performance for the third quarter period of fiscal year 2008. A copy of the news release is attached to this Form 8-K as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

Exhibit 99.1 Press release dated May 15, 2008 of Pro-Dex Inc.

**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: May 15, 2008

**PRO-DEX, Inc (Registrant).**

By: /s/ Mark P. Murphy  
Mark P. Murphy  
Chief Executive Officer

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>               |
|---------------------------|----------------------------------|
| 99.1                      | Press Release dated May 15, 2008 |