

PRO DEX INC  
Form 8-K  
November 30, 2016

**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)**

**November 29, 2016**

**PRO-DEX, INC.**

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

**COLORADO**                      **0-14942**                      **84-1261240**  
**(State or other jurisdiction**   **(Commission**   **(IRS Employer**

**of incorporation)**                      **File Number)**   **Identification Number)**

**2361 McGaw Avenue**

**Irvine, California 92614**

**(Address of Principal Executive Offices)**

**(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 5.07 Submission of Matters to a Vote of Security Holders**

On November 29, 2016, Pro-Dex, Inc. (the “Company”) held its 2016 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders voted on three proposals and two advisory votes set forth below. The proposals and advisory votes are described in detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on October 17, 2016 (the “Proxy Statement”).

To elect Raymond E. Cabillot, William J. Farrell III, David C. Hovda, Nicholas J. Swenson and Richard L. Van Kirk (the “Candidates”) to serve as members of the board of directors (“Board”) of the Company until their successors are duly elected and qualified.

<b>Candidate</b>	<b>Votes For Withheld Broker Non-Votes</b>		
Raymond E. Cabillot	2,201,135	15,279	1,370,236
William J. Farrell III	2,195,008	21,406	1,370,236
David C. Hovda	2,209,893	6,521	1,370,236
Nicholas J. Swenson	2,187,329	29,085	1,370,236
Richard L. Van Kirk	2,210,146	6,268	1,370,236

On the basis of the foregoing votes, each of the Candidates was elected.

2. To ratify the appointment of Moss Adams, LLP as the Company’s independent registered public accounting firm for the year ending June 30, 2017.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
3,435,324	3,631	147,695	—

On the basis of the foregoing votes, the proposal was ratified.

3. To ratify and approve the Company’s 2016 Equity Incentive Plan.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
2,171,656	38,407	6,351	1,370,236

On the basis of the foregoing votes, the proposal was ratified.



4. To cast a non-binding advisory vote with regard to the compensation of the Company's Named Executive Officers (as defined in the Proxy Statement) as set forth in the Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
2,184,964	22,407	9,043	1,370,236

On the basis of the foregoing votes, the shareholders approved, on a non-binding advisory basis, the compensation of the Named Executive Officers.

5. To cast a non-binding advisory vote with regard to the increase in compensation of the Company's independent directors (as defined in the Proxy Statement) as set forth in the Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
2,175,385	39,407	1,622	1,370,236

**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: November 30, 2016

Pro-Dex, Inc.

By: /s/ Alisha K. Charlton  
Alisha K. Charlton  
Chief Financial Officer