

PRO DEX INC
Form 8-K
November 15, 2018

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 15, 2018**

PRO-DEX, INC.

(Exact name of registrant as specified in charter)

Colorado
*(State or other jurisdiction of
incorporation)*

0-14942
(Commission File Number)

84-1261240
*(IRS Employer Identification
Number)*

2361 McGaw Avenue

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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:

- .. 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..

Item 5.07 Submission of Matters to a Vote of Security Holders

On November 15, 2018, Pro-Dex, Inc. (the Company) held its 2018 Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the Company's shareholders voted on two proposals and one advisory vote set forth below. The proposals and advisory vote are described in detail in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on October 5, 2018 (the Proxy Statement).

1.

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.

| Candidate | Votes For | Withheld | Broker Non-Votes |
|------------------------|------------------|-----------------|-------------------------|
| Raymond E. Cabillot | 2,372,115 | 130,372 | 1,359,485 |
| William J. Farrell III | 2,429,768 | 72,719 | 1,359,485 |
| David C. Hovda | 2,429,768 | 72,719 | 1,359,485 |
| Nicholas J. Swenson | 2,373,642 | 128,845 | 1,359,485 |
| Richard L. Van Kirk | 2,418,268 | 84,219 | 1,359,485 |

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

2.

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To ratify the appointment of Moss Adams, LLP as the Company's independent registered public accounting firm for the year ending June 30, 2019.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 3,754,635 | 13,485 | 93,852 | |

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

3.

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.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 2,464,893 | 30,062 | 7,515 | 1,359,485 |

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

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 15, 2018

Pro-Dex, Inc.

By:

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