

PRO DEX INC
Form SC 13G/A
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)

Pro-Dex, Inc.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

74265M205
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 74265M205

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

(1) GRT Capital Partners, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

33,466

6. SHARED VOTING POWER

192,464

7. SOLE DISPOSITIVE POWER

33,466

8. SHARED DISPOSITIVE POWER

192,464

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

225,930

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.91%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) GRT Capital Partners, L.L.C. may be deemed to be the beneficial owner of such securities by virtue of its role as the investment manager of the investment funds which own such securities.

CUSIP No. 74265M205

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

(1) GRT Deep Woods GP, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

192,464

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

192,464

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,464

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.88%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) GRT Deep Woods GP, L.L.C. may be deemed to be the beneficial owner of such securities by virtue of its role as the investment manager of the investment funds which own such securities.

CUSIP No. 74265M205

Item 1. (a). Name of Issuer:

Pro-Dex, Inc.

(b). Address of issuer's principal executive offices:

2361 McGaw Avenue
Irvine, California 92614

Item 2. (a). Name of person filing:

GRT Capital Partners, L.L.C.
GRT Deep Woods GP, L.L.C.

(b). Address or principal business office or, if none, residence:

GRT Capital Partners, L.L.C.
50 Milk Street, Floor 21
Boston, Massachusetts 02109

GRT Deep Woods GP, L.L.C.
50 Milk Street, Floor 21
Boston, Massachusetts 02109

(c). Citizenship:

GRT Capital Partners, L.L.C. – Delaware limited liability company
GRT Deep Woods GP, L.L.C. – Delaware limited liability company

(d). Title of class of securities:

Common Stock, no par value

(e). CUSIP No.:

74265M205

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- | | | |
|-----|--------------------------|---|
| (a) | <input type="checkbox"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="checkbox"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="checkbox"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="checkbox"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | <input type="checkbox"/> | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="checkbox"/> | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="checkbox"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="checkbox"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813); |
| (i) | <input type="checkbox"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="checkbox"/> | Group, in accordance with Rule 13d-1(b)(1)(ii)(J). |

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

GRT Capital Partners, L.L.C. – 225,930
GRT Deep Woods GP, L.L.C. – 192,464

(b) Percent of class:

GRT Capital Partners, L.L.C. – 6.91%
GRT Deep Woods GP, L.L.C. – 5.88%

(c) Number of shares as to which the person has:

| | | |
|-------|---|---|
| (i) | Sole power to vote or to direct the vote | GRT Capital Partners, L.L.C. – 33,466 GRT Deep Woods GP, L.L.C. – 0 , |
| (ii) | Shared power to vote or to direct the vote | GRT Capital Partners, L.L.C. – 192,464 , GRT Deep Woods GP, L.L.C. – 192,464 |
| (iii) | Sole power to dispose or to direct the disposition of | GRT Capital Partners, L.L.C. – 33,466 GRT Deep Woods GP, L.L.C. – 0 , |
| (iv) | Shared power to dispose or to direct the disposition of | GRT Capital Partners, L.L.C. – 192,464 . GRT Deep Woods GP, L.L.C. – 192,464 |

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below the Reporting Person certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012
(Date)

GRT Capital Partners, L.L.C.*

By: /s/ Timothy A. Krochuk
Name: Timothy A. Krochuk
Title: Authorized Person

GRT Deep Woods GP, L.L.C.*

By: /s/ Timothy A. Krochuk
Name: Timothy A. Krochuk
Title: Authorized Person

* The Reporting Person disclaims beneficial ownership over the securities reported herein except to the extent of the reporting persons' pecuniary interest therein.

AGREEMENT

The undersigned agree that this Schedule 13G Amendment dated February 14, 2012 relating to the Common Stock, no par value of Pro-Dex, Inc. shall be filed on behalf of the undersigned.

GRT Capital Partners, L.L.C.

By: /s/ Timothy A. Krochuk
Name: Timothy A. Krochuk
Title: Authorized Person

GRT Deep Woods GP, L.L.C.

By: /s/ Timothy A. Krochuk
Name: Timothy A. Krochuk
Title: Authorized Person

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