

PRO DEX INC  
Form 8-K  
September 29, 2014

**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)**

**September 23, 2014**

**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)**

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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 8.01 Other Events**

On September 23, 2014, Pro-Dex, Inc. (the “Company”) approved the adoption of a prearranged share repurchase plan intended to qualify for the safe harbor under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (“10b5-1 Plan”). The 10b5-1 Plan will become effective on September 24, 2014 and terminate on March 23, 2015, unless terminated sooner in accordance with its terms. The 10b5-1 Plan was established in accordance with, and as a part of, the Company’s previously disclosed share repurchase program. Repurchases under the Company’s 10b5-1 Plan will be administered through an independent broker.

**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: September 29, 2014 Pro-Dex, Inc.

/s/ Harold A. Hurwitz  
By:

Harold A. Hurwitz  
Chief Executive Officer