

PRO DEX INC  
Form 8-K  
January 15, 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)  
**January 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**  
(IRS Employer  
Identification Number)

**151 East Columbine Avenue  
Santa Ana, California 92707**  
(Address of Principal Executive Offices)

**(714) 241-4411**  
(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 8.01 Other Events**

In a press release dated January 15, 2008, Pro-Dex announced, among other things, that the Company hired a new Vice President of Engineering and signed a second major development agreement. A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

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**Item 9.01 Exhibits**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| Exhibit 99.1       | Press Release dated January 15, 2008 entitled “Pro-Dex, Inc. provides updates on two key developments.” |

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**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: January 15, 2008

**PRO-DEX, INC.**

By: /s/ Mark Murphy

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Mark Murphy  
Chief Executive Officer

**INDEX TO EXHIBITS**

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

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