

PRO DEX INC  
Form 8-K  
April 11, 2011

**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)

**April 6, 2011**

**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**  
(I.R.S. Employer

Identification Number)

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**2361 McGaw Avenue**

**Irvine, Ca. 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 ( *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 1.01** **Entry into a Material Definitive Agreement.**

On April 11, 2011, Pro-Dex, Inc. (the Company ) issued a press release announcing that on April 6, 2011 it entered into a settlement agreement with the Orange County Water District ending the litigation between the two entities and removing the Company as a defendant in *Orange County Water District v. Sabic Innovative Plastics US, LLC, et al.*, Case No. 30-2008-00078246-CU-TT-CSC.

The above-referenced press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01** **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press release issued by Pro-Dex, Inc. on April 11, 2011 announcing the settlement of litigation with the Orange County Water District.

**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.

**PRO-DEX, INC (REGISTRANT).**

Date: April 11, 2011

By: /s/ HAROLD A. HURWITZ  
Harold A. Hurwitz

Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	Press release issued by Pro-Dex, Inc. on April 11, 2011 announcing the settlement of litigation with the Orange County Water District.