

PRO DEX INC  
Form 8-K  
March 10, 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)**

**March 9, 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)**

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

### Press Release Announcing Record Date Planned Rights Offering

On March 9, 2014, the Board of Directors of Pro-Dex, Inc. (the “Company”) unanimously set a record date of March 20, 2014 (the “Record Date”) for the Company’s previously announced rights offering (the “Rights Offering”).

Accordingly, on March 10, 2014, the Company issued a press release to publicly announce the Record Date referenced above.

The Rights Offering will be made through the Company’s distribution to its existing shareholders as of the Record Date of non-transferable subscription rights to purchase their pro rata portion of newly issued shares of Common Stock. The subscription price has not yet been determined. The Record Date for the distribution of the rights and the dates for both the subscription period and the expiration of the Rights Offering will be included in the final prospectus that will be filed with the Securities and Exchange Commission (“SEC”).

The Company intends to use the net proceeds from the Rights Offering to pursue strategic opportunities that may present themselves from time to time or, if not used to pursue strategic opportunities, for working capital and general corporate purposes, including to fund ongoing research and development and product initiatives. Also, to the extent net proceeds of the Rights Offering are not deployed, some of the funds may be invested in accordance with the terms of the Company’s Surplus Capital Investment Policy.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

### Exhibit No. Description

Exhibit 99.1 Press Release dated March 10, 2014.



**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: March 10, 2014

Pro-Dex, Inc.

By: /s/ Harold A. Hurwitz  
Harold A. Hurwitz  
Chief Executive Officer