

PRO DEX INC  
Form 8-K  
October 28, 2004

**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)  
**October 28, 2004**

**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 2.02**                    **Results of Operations and Financial Condition.**

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On October 28, 2004, Pro-Dex, Inc. issued a press release announcing its financial performance for the three month period ended September 30, 2004. On that same date, Pro-Dex, Inc. conducted a conference call concerning its performance for the three month period ended September 30, 2004. A copy of the news release is attached to this Form 8-K as Exhibit 99.1.

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

(c) Exhibits.

Exhibit 99.1    Press release dated October 28, 2004 of Pro-Dex Inc.

**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: October 28, 2004

**PRO-DEX, Inc (Registrant).**

By: /s/ Patrick Johnson  
Patrick Johnson  
Chief Executive Officer

**INDEX TO EXHIBITS**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated October 28, 2004.