

PRO DEX INC  
Form 8-K/A  
September 22, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

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 18, 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**

(I.R.S. Employer  
Identification Number)

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

The information in this Form 8-K/A 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 September 18, 2008 Pro-Dex, Inc. issued a press release announcing its financial performance for the fourth quarter and full year of fiscal year 2008. On that same date, Pro-Dex, Inc. conducted a conference call concerning its performance for the fourth quarter and full year of fiscal year 2008.

The tables attached to the press release labeled "Pro-Dex and Subsidiaries Consolidated Balance Sheets" and "Consolidated Statements of Cash Flows" are to be replaced due to an updated presentation of the tax assets and liabilities. The specific line items changed on each statement are as follows:

## Pro-Dex and Subsidiaries Consolidated Balance Sheets

	<u>Revised</u>	<u>Reported</u>
Current Assets		
Prepaid expenses	\$214,000	\$286,000
Prepaid income tax	\$860,000	-
Deferred income tax	\$1,176,000	\$1,850,000
Total current assets	\$10,915,000	\$10,801,000
Total assets	\$21,671,000	\$21,557,000
Current Liabilities		
Income taxes payable	\$114,000	\$290,000
Long-Term Liabilities		

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Deferred income tax	\$290,000	-
Total liabilities	\$8,373,000	\$8,259,000

Pro-Dex and Subsidiaries Consolidated Statements of Cash Flows

Cash Flows from Operating Activities

Deferred taxes	\$434,000	(\$529,000)
(Increase) in prepaid expenses	(\$9,000)	(\$81,000)
Increase (Decrease) in income taxes payable	(\$903,000)	\$132,000

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

(c) Exhibits.

Exhibit 99.1    Updated financial statement tables from the Pro-Dex, Inc. press release dated September 18, 2008.

**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 22, 2008

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

By: /s/ Mark P. Murphy

Mark P. Murphy

Chief Executive Officer



**INDEX TO EXHIBITS**

Exhibit

**Number**      **Description** \_\_\_\_\_

99.1              Updated financial statement tables from the Pro-Dex, Inc. press release dated September 18, 2008