

PRO DEX INC  
Form 8-K  
March 19, 2019

**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 14, 2019**

**PRO-DEX, INC.**

*(Exact name of registrant as specified in charter)*

**Colorado**  
*(State or other jurisdiction of  
incorporation)*

**0-14942**  
*(Commission File Number)*

**84-1261240**  
*(IRS Employer Identification  
Number)*

**2361 McGaw Avenue**

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**Irvine, California 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:

- .. 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..



**ITEM 8.01**

**Other Events**

On March 14, 2019, the Board of Directors of Pro-Dex, Inc. approved the adoption of a prearranged share repurchase plan intended to qualify for the safe harbor under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended ( 10b5-1 Plan ). The 10b5-1 Plan became effective on March 19, 2019 and will terminate on March 19, 2020, unless terminated sooner in accordance with its terms. The 10b5-1 Plan was established in accordance with, and as a part of, the Company's previously disclosed share repurchase program. Repurchases under the Company's 10b5-1 Plan will be administered through an independent broker.

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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: March 19, 2019

**Pro-Dex, Inc.**

By: /s/ Alisha K. Charlton  
Alisha K. Charlton  
Chief Financial Officer