

PRO DEX INC  
Form 8-K  
December 07, 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)

December 5, 2011

**PRO-DEX, INC.**

(Exact name of registrant as specified in its charter)

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**COLORADO**  
(State or other jurisdiction

**0-14942**  
(Commission

**84-1261240**  
(IRS Employer

of incorporation)

File Number)  
**2361 McGaw Avenue**

Identification Number)

**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 5.07 Submission of Matters to a Vote of Security Holders**

On December 5, 2011, Pro-Dex, Inc. (the Company) held its 2011 Annual Meeting of Shareholders. The Company's shareholders were asked to consider and vote upon the following four proposals:

1. To elect five persons to serve as directors of the Company;
2. To approve the Pro-Dex, Inc. Second Amended and Restated 2004 Stock Option Plan;
3. To approve the Pro-Dex, Inc. Amended and Restated 2004 Directors' Stock Option Plan; and
4. To ratify the appointment of Moss Adams, LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2012.

The results of the shareholder vote were as follows:

| Proposal No. 1 Election of Directors | Votes For | Withheld |
|--------------------------------------|-----------|----------|
| Michael Berthelot                    | 759,143   | 72,308   |
| William Healy                        | 766,676   | 64,775   |
| David Holder                         | 767,010   | 64,441   |
| George Isaac                         | 794,633   | 36,818   |
| Mark Murphy                          | 784,634   | 46,817   |

| Proposal No. 2 Approval of Pro-Dex, Inc. Second Amended and Restated Stock Option Plan          | For       | Against | Abstain |
|---|-----------|---------|---------|
|   | 709,779   | 317,257 | 1,460   |
| Proposal No. 3 Approval of Pro-Dex, Inc. Amended and Restated 2004 Directors' Stock Option Plan | For       | Against | Abstain |
|   | 941,009   | 86,052  | 1,435   |
| Proposal No. 4 Ratification of independent registered public accounting firm                    | For       | Against | Abstain |
|   | 2,414,631 | 13,255  | 59,202  |

As a result of the shareholder vote:

- (i) with respect to Proposal No. 1, Michael Berthelot, William Healey, David Holder, George Isaac and Mark Murphy were elected to serve as directors; and
- (ii) Proposal Nos. 2, 3 and 4 were approved.

**Item 8.01 Other Events**

On December 5, 2011, the Company's Board of Directors re-elected William Healey as Chairman of the Board. Mr. Healey, an independent director, was initially elected Chairman of the Board on December 3, 2010.

**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: December 7, 2011

Pro-Dex, Inc.

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