

PRO DEX INC  
Form 8-K  
January 14, 2010

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)  
January 11, 2010

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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On January 13, 2010, the Company issued a press release concerning the receipt of a delisting notification letter from The Nasdaq Stock Market on January 11, 2010. The text of the press release is attached hereto as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

Exhibit 99.1 Press release dated January 13, 2010 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: January 13, 2010 PRO-DEX, Inc (Registrant).

By: /s/ Mark P. Murphy  
Mark P. Murphy  
Chief Executive Officer

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press release dated January 13, 2010 concerning receipt of listing notification letter from The NASDAQ Stock Market.

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