

PRO DEX INC  
Form 8-K  
October 29, 2008

**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 24, 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)

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**(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 1.01**      **Entry Into a Material Definitive Agreement.**

On October 24, 2008, the Board of Directors of Pro-Dex, Inc. (the Company ) approved a standard form of indemnification agreement to be entered into with each director and certain officers of the Company, including all named executive officers. The indemnification agreement will supersede and replace any indemnification agreements previously entered into between the Company and the directors and officers.

The indemnification agreement requires the Company, among other things, to indemnify each indemnitee to the fullest extent permitted by law for certain expenses incurred in a proceeding arising out of indemnitee's service to the Company. The indemnification agreement also provides for the advancement of such expenses to the indemnitee by the Company. The foregoing is qualified in its entirety by reference to the form of indemnification agreement attached hereto as Exhibit 10.1, which is incorporated herein by this reference.

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

(d) Exhibits.

Exhibit 10.1 Form of Indemnification Agreement.



**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 29, 2008      **PRO-DEX, Inc (Registrant).**

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



**INDEX TO EXHIBITS**

Exhibit

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

10.1              Form of Indemnification Agreement.