

PRO DEX INC  
Form 8-K  
August 10, 2005

**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)  
**August 9, 2005**

**PRO-DEX, INC.**  
(Commission File Number: 0-14942)

(Exact name of registrant as specified in its charter)

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

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

**151 East Columbine Avenue  
Santa Ana, California 92707**  
(Address of Principal Executive Offices)

**(714) 241-4411**  
(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 August 1, 2005, the Company was notified by NASDAQ of its requirement to provide for Board nominations in compliance with Marketplace Rule 4350(c)(4)(A). The Company has complied with this requirement by adopting a resolution that states that in connection with the nomination of candidates to the Company's Board, only the independent directors of the Board, meeting in executive session, shall recommend Board nominees. On August 9, 2005, the Company received a notification from NASDAQ that it had regained compliance with such Rule and that the matter was now closed.

**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: August 9, 2004

**PRO-DEX, Inc.**

By: /s/ Jeffrey J. Ritchey  
Jeffrey J. Ritchey  
Chief Financial Officer