

PRO DEX INC  
Form 8-K  
May 05, 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)

**May 4, 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, 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 ( *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 5.02(e)            Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 4, 2010 Pro-Dex, Inc. (the Company ) concurrent with the first payroll to be paid in May 2010, implemented a revised annual base salary for Jeffrey J. Ritchey, Chief Financial Officer, Vice President and Secretary of the Company. Mr. Ritchey s salary is to be increased per approval of the Compensation Committee of the Board of Directors of the Company at its April 26, 2010 meeting effective as of February 1, 2010. Mr. Ritchey s new base annual salary is \$170,000 (his prior salary was \$165,000).

**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: May 5, 2010

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

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

