

PRO DEX INC  
Form 10-K/A  
June 30, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A No. 3**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended June 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934. FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.

Commission File Number 000-14942

**PRO-DEX, INC.**

(Exact name of registrant as specified in its charter)

Colorado  
(State or other jurisdiction of

incorporation or organization)

2361 McGaw Avenue, Irvine, California 92614

(Address of principal executive offices) (Zip Code)

84-1261240  
(I.R.S. Employer

Identification No.)

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Registrant's telephone number: (949) 769-3200

Securities registered under Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	NASDAQ Capital Market

Securities registered under Section 12(g) of the Exchange Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained in this Form 10-K, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing sales price on the Nasdaq Capital Market of such common equity on December 31, 2009: \$3,553,022. For the purpose of this calculation, shares owned by officers, directors and 10% stockholders known to the registrant have been deemed to be owned by affiliates. This determination of affiliate status is not a determination for other purposes.

The number of shares outstanding of each of the issuer's classes of common stock outstanding as of the latest practicable date: 3,251,850 shares of common stock, no par value, as of September 23, 2010.

DOCUMENTS INCORPORATED BY REFERENCE: Part III incorporates by reference certain information from the registrant's definitive proxy statement (the Proxy Statement) for the 2010 Annual Meeting of Shareholders.



**EXPLANATORY NOTE**

On September 28, 2010, Pro-Dex, Inc. (the Company ) filed its Annual Report on Form 10-K for the year ended June 30, 2010 with the Securities and Exchange Commission (the Initial Filing ). On May 6 and May 19, 2011, the Company filed Form 10-K/A Nos. 1 and 2, respectively, with the Securities and Exchange Commission to amend the aforementioned Annual Report on Form 10-K (the Amendments ).

In the Amendments, the Company inadvertently failed to update the date of the conformed signature of its independent registered accounting firm in Exhibit 23.1. Accordingly, this Form 10-K/A No. 3 is being filed to amend the Initial Filing and the Amendments thereto to include a currently dated conformed signature of the Company s independent registered accounting firm in Exhibit 23.1.

Other than the changes described in this Explanatory Note, the Company is not amending or updating any information contained within its Annual Report on Form 10-K for the year ended June 30, 2010, as amended.

Therefore, this Form 10-K/A No. 3 should be read in conjunction with the Company s other filings made with the Securities and Exchange Commission subsequent to the date of the Initial Filing.

**Index to Exhibits**

<b>Exhibit No.</b>	<b>Document</b>
23.1 <sup>xx</sup>	Consent Letter of Moss Adams LLP.
31.1 <sup>xx</sup>	Certification of the Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 <sup>xx</sup>	Certification of the Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

<sup>xx</sup> Filed Herewith

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PRO-DEX INC.

/s/ Mark P. Murphy  
Mark P. Murphy  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ Mark P. Murphy Mark P. Murphy President, Chief Executive Officer and Director (Principal Executive Officer)	June 30, 2011 Date
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/s/ Harold A. Hurwitz Harold A. Hurwitz Treasurer, Chief Financial Officer & Secretary (Principal Financial and Accounting Officer)	June 30, 2011 Date
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/s/ George J. Isaac George J. Isaac Director	June 30, 2011 Date
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/s/ William L. Healey William L. Healey Director	June 30, 2011 Date
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/s/ Michael J. Berthelot Michael J. Berthelot Director	June 30, 2011 Date
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/s/ David Holder David Holder Director	June 30, 2011 Date
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