

Item 2.02

Results of Operations and Financial Condition.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On September 18, 2008 Pro-Dex, Inc. issued a press release announcing its financial performance for the fourth quarter and full year of fiscal year 2008. On that same date, Pro-Dex, Inc. conducted a conference call concerning its performance for the fourth quarter and full year of fiscal year 2008. A copy of the news release is attached to this Form 8-K as Exhibit 99.1.

Item 9.01

Financial Statements and Exhibits

(c) Exhibits.

Exhibit 99.1 Press release dated September 18, 2008 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.

PRO-DEX, Inc (Registrant).

Date: September 18, 2008

By: /s/ Mark P. Murphy

Mark P. Murphy
Chief Executive Officer

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press Release dated September 18, 2008