

PRO DEX INC  
Form 10-K/A  
December 29, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

**Amendment #1**

(Mark One)

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

**For the fiscal year ended June 30, 2016**

**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**

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**PRO-DEX, INC.**

**(Exact name of registrant as specified in its charter)**

|   |   |
|---|---|
| <b>Colorado</b>   | <b>84-1261240</b>                               |
| <b>(State or Other Jurisdiction<br/>of Incorporation or Organization)</b> | <b>(I.R.S. Employer<br/>Identification No.)</b> |

|                                      |              |
|--------------------------------------|--------------|
| <b>2361 McGaw Avenue, Irvine, CA</b> | <b>92614</b> |
|--------------------------------------|--------------|

**(Address of Principal Executive Offices) (Zip Code)**

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**Registrant's telephone number, including area code: (949) 769-3200**

**Securities registered pursuant to Section 12(b) of the Act:**

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

**Securities registered pursuant to Section 12(g) of the Act: None**

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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 Section 15(d) of the 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 Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), 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 herein, 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 (do not check if a smaller reporting company)   
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

As of December 31, 2015, 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 was approximately \$5.9 million. 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 calculation does not reflect a determination that persons are affiliates for any other purposes.

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As of September 2, 2016, 4,063,837 shares of the registrant's no par value common stock were outstanding.

Documents incorporated by reference:

Part III of this report incorporates by reference certain information from the registrant's definitive proxy statement (the "Proxy Statement") for its 2016 Annual Meeting of Shareholders. The Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

**EXPLANATORY NOTE – AMENDMENT**

Pro-Dex, Inc. (the “Company”) is filing this Amendment #1 on Form 10-K/A (this “Amendment”) to the Company’s annual report on Form 10-K for the fiscal year ended June 30, 2016 (the “Form 10-K”), filed with the Securities and Exchange Commission on September 15, 2016 (the “Original Filing Date”), to provide the signature of our principal financial officer and principal accounting officer, which was inadvertently omitted from the Form 10-K.

No other changes have been made to the Form 10-K. This Amendment speaks as of the Original Filing Date of the Form 10-K, does not reflect events that may have occurred subsequent to the Original Filing Date and, except as expressly described in the immediately preceding paragraph, does not modify or update in any way the disclosures made in the Form 10-K.

**PART IV**

Item 15. Exhibits, Financial Statement Schedules

(a)(3) Exhibits

The exhibits filed as part of this Amendment are set forth in the Exhibit Index at the end of this Amendment.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Pro-Dex, Inc.**

Date: December 29, 2016 By: /s/ Richard L. Van Kirk  
Richard L. Van Kirk

Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <b>Signature</b>          | <b>Title</b>   | <b>Date</b>       |
|---------------------------|--|-------------------|
| /s/ Alisha K. Charlton    | Chief Financial Officer (Principal<br>Financial Officer and Principal<br>Accounting Officer) | December 29, 2016 |
| <b>Alisha K. Charlton</b> |  |                   |

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 31.3               | 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. |
| 31.4               | 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. |

**Notes**

Filed herewith.