

PRO DEX INC  
Form 8-K  
February 03, 2004

**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

**February 3, 2004**

Date of Report  
(Date of earliest event reported)

**PRO-DEX, INC.**

(Exact name of registrant as specified in its charter)

**COLORADO**

(State or other jurisdiction of incorporation)

**0-14942**

(Commission File No.)

**84-1261240**

(IRS Employer Identification Number)

**151 East Columbine Avenue**

**Santa Ana, California 92707**

(Address of Principal Executive Offices)

**(949) 241-4411**

(Registrant's Telephone Number, Including Area Code)

**Item 7. Financial Statements and Exhibits**

(c) Exhibits.

99.1 Press Release dated February 3, 2004.

**Item 12. 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 February 3, 2004, Pro-Dex, Inc. issued a press release announcing its financial performance for the period ended December 31, 2003. On that same date, Pro-Dex, Inc. conducted a conference call concerning its performance for the period ended December 31, 2003. A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

**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: February 3, 2004

**PRO-DEX, Inc.**

By: /s/ Patrick Johnson  
Patrick Johnson  
Chief Executive Officer

**INDEX TO EXHIBITS**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated February 3, 2004.