

PRO DEX INC  
Form 8-K  
October 21, 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**

Date of Report  
(Date of earliest event reported)  
**October 19, 2004**

**PRO-DEX, INC.**  
(Exact name of registrant as specified in its charter)

**0-14942**  
(Commission File Number)

**COLORADO**  
(State or other jurisdiction of incorporation)

**84-1261240**  
(IRS Employer Identification Number)

**151 East Columbine Avenue  
Santa Ana, California 92707**  
(Address of Principal Executive Offices)  
**(714) 241-4411**  
(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 5.03**      **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 19, 2004, Article II, Section 2.2, Paragraph 3, of the Bylaws of Pro-Dex, Inc. was amended to add a new sentence at the end of such paragraph that more clearly sets forth the time period during which a shareholder may bring a director nomination. A complete copy of the bylaws, as amended, is attached to this Form 8-K as Exhibit 3.1.

**Item 9.01**      **Financial Statements and Exhibits**

(c) Exhibits.

Exhibit 3.1      Bylaws, as amended and restated, dated October 19, 2004.

**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: October 19, 2004

**PRO-DEX, INC.**

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

**INDEX TO EXHIBITS**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.1	Bylaws, as amended and restated, dated October 19, 2004.