

PRO DEX INC  
Form 8-K  
March 28, 2019

**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): **March 25, 2019**

**PRO-DEX, INC.**

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

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

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

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

**2361 McGaw Avenue**

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**Irvine, California 92614**

*(Address of principal executive offices, zip code)*

**(949) 769-3200**

*(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:

- .. 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..



**Item 5.02**

**Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Fiscal 2019 Bonus for Chief Executive Officer*

On March 25, 2019, the Compensation Committee of the Board of Directors of Pro-Dex, Inc. ( "Pro-Dex" or the Company ) approved a fiscal 2019 bonus plan for Richard L. Van Kirk, the Company's Chief Executive Officer. The amount of the bonus will be based upon improvements to gross margin for specific customers as measured at the end of fiscal 2019 as compared to fiscal 2018, up to a maximum bonus amount of \$140,000. The bonus will be calculated by the Company and paid to Mr. Van Kirk in cash as soon as reasonably possible after the close of fiscal 2019. Mr. Van Kirk's employment with the Company continues on an at-will basis on the terms previously disclosed.

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**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: March 28, 2019

**Pro-Dex, Inc.**

By:

/s/ Alisha K. Charlton  
Alisha K. Charlton  
Chief Financial Officer