

PRO DEX INC  
Form 8-K  
November 13, 2018

**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): **November 12, 2018**

**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.**

*Compensation of Chief Executive Officer*

On November 12, 2018, the Compensation Committee of the Board of Directors of Pro-Dex, Inc. ( "Pro-Dex" or the Company ) approved a performance bonus for Richard L. Van Kirk, the Company's Chief Executive Officer, in the amount of up to \$40,000 based upon the Company's EBITDA exceeding \$100,000 per quarter, as determined by the Compensation Committee and subject to adjustment and/or repayment, at the discretion of the Compensation Committee based on its final determination of EBITDA for the applicable quarter.

Mr. Van Kirk received the first quarter bonus in the amount of \$10,000 on November 1, 2018 based on the Company's performance for the first quarter of fiscal 2019. Further bonus payments in the amount of \$10,000 each are subject to the Company's performance for the remaining quarters of fiscal 2019. Mr. Van Kirk's employment with the Company continues on an at-will basis.

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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: November 13, 2018

**Pro-Dex, Inc.**

By:

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