



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3030

January 17, 2017

Via E-mail

Richard L. Van Kirk
Chief Executive Officer
Pro-Dex, Inc.
2361 McGaw Avenue
Irvine, CA 92614

Re: Pro-Dex, Inc.
Form 10-K for Fiscal Year Ended June 30, 2016
Filed September 15, 2016
File No. 000-14942

Dear Mr. Van Kirk:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Geoff Kruczek for

Amanda Ravitz
Assistant Director
Office of Electronics and Machinery

cc: Garrett Sleichter, Esq.
Rutan & Tucker, LLP