

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

DIVISION OF CORPORATION FINANCE

December 10, 2020

Alisha Charlton Chief Financial Officer PRO-DEX, INC. 2361 McGaw Avenue Irvine, CA 92614

## Re: PRO-DEX, INC. Registration Statement on Form S-3 Filed December 4, 2020 File No. 333-251142

Dear Ms. Charlton:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Margaret Schwartz at 202-551-7153 with any questions.

Sincerely,

Division of Corporation Finance Office of Life Sciences

cc: Garett Sleichter, Esq.