

INTEST CORP

FORM 8-K

(Current report filing)

Filed 05/10/10 for the Period Ending 05/07/10

Address	7 ESTERBROOK LANE CHERRY HILL, NJ 08003
Telephone	8564246886
CIK	0001036262
Symbol	INTT
SIC Code	3825 - Instruments for Measuring and Testing of Electricity and Electrical Signals
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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**

May 7, 2010

Date of Report (Date of earliest event reported)

inTEST Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-22529

(Commission File Number)

22-2370659

(I.R.S. Employer Identification No.)

7 Esterbrook Lane, Cherry Hill, New Jersey 08003

(Address of Principal Executive Offices, including zip code)

(856) 424-6886

(Registrant's Telephone Number, including area code)

N/A

(Former name or former address, if changed since last report)

- 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 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))
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On May 7, 2010, inTEST Corporation (the "Company") issued a press release announcing that Alyn R. Holt, Executive Chairman and co-founder of the Company, had advised the Company that he, certain members of his family and certain trusts for which he and/or his daughter serve as Trustee, intend to enter into pre-arranged stock trading plans for the sale of shares owned by each of them. A copy of that press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

A list of the Exhibits which are required by Item 601 of Regulation S-K and filed with this Report is set forth in the Exhibit Index immediately following the signature page, which Exhibit Index is incorporated herein by reference.

SIGNATURE

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.

inTEST CORPORATION

By: /s/ Hugh T. Regan, Jr.
Hugh T. Regan, Jr.
Secretary, Treasurer and Chief Financial Officer

Date: May 7, 2010

Exhibit Index

99.1 Press Release, dated May 7, 2010

[inTEST News Release Letterhead]

**inTEST CORPORATION EXECUTIVE CHAIRMAN TO ESTABLISH STOCK
TRADING PROGRAM FOR SALE OF SHARES**

CHERRY HILL, NJ, May 7, 2010 - inTEST Corporation (Nasdaq: INTT) today announced that Alyn R. Holt, Executive Chairman and co-founder of inTEST Corporation (the "Company"), has advised the Company that he, certain members of his family and certain trusts for which he and/or his daughter serve as Trustee, intend to enter into pre-arranged stock trading plans (also referred to as "Trading Plans") for the sale of shares owned by each of them. Mr. Holt, 72, advised the Company that the sales are designed for personal financial management purposes and are intended to allow him and his family members to monetize their equity positions over time in a systematic, nondiscretionary manner with the goal of minimal market impact. The Trading Plans would be intended to comply with Rule 10b5-1 under the Securities Exchange Act, as well as with the Company's Insider Trading Policy.

The Trading Plans are expected to be entered into shortly after the Company files its Quarterly Report on Form 10-Q for the quarter ended March 31, 2010. Under the Trading Plans, the sellers will specify a program for selling shares at certain prices and at certain times. Such sales would commence when the trading price of the stock reaches \$8.00 per share. Recently, the stock has been trading around \$3.50 per share and has traded as high as \$3.97 per share. A portion of the shares would be sold at \$8.00 per share. Additional sales would be triggered by higher trading prices.

Mr. Holt is in negotiation with Robert W. Baird & Co. to handle such sales, which would be conducted in accordance with Rule 144 under the Securities Act. Rule 144 imposes a volume limitation on the sales of shares by Mr. Holt and related persons during any three month period, which limitation will be applicable to the aggregate sales under these Trading Plans. The volume limitation is currently equal to 1% of the total number of shares of the Company's stock outstanding (which would equal 103,014 shares based upon the number of shares outstanding as of April 30, 2010). The volume limitation may increase in the future depending upon the average trading volume of the shares during the four week period prior to any sale. Presently, Mr. Holt, the trusts and his family members who will be entering into Trading Plans own a total of 1,876,031 shares (or 18.2% of the total outstanding shares of the Company), 1,866,031 of which would be subject to sale under these Trading Plans. Mr. Holt, the trusts and the members of his family who will be entering into these Trading Plans filed today a joint Schedule 13D and a joint Form 3 as required under the Securities Exchange Act.

About inTEST Corporation

inTEST Corporation is an independent designer, manufacturer and marketer of ATE interface solutions and temperature management products, which are used by semiconductor manufacturers to perform final testing of integrated circuits (ICs) and wafers. The Company's high-performance products are designed to enable semiconductor manufacturers to improve the speed, reliability, efficiency and profitability of IC test processes. Specific products include positioner and docking hardware products, temperature management systems and customized interface solutions. The Company has established strong relationships with semiconductor manufacturers globally, which it supports through a network of local offices. For more information visit www.intest.com.

CONTACTS:

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