

# INTEST CORP

## FORM 8-K

(Current report filing)

Filed 05/21/09 for the Period Ending 05/18/09

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	Electronic Instr. & Controls
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 18, 2009

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))

As previously reported on May 15, 2009, inTEST Corporation (the "Company") filed a Form 12b-25, Notification of Late Filing, with the Securities and Exchange Commission (the "SEC") regarding the late filing of its Form 10-Q for the period ended March 31, 2009. As a result of this filing, on May 18, 2009, the Company received a Nasdaq Staff Deficiency Letter (the "Letter") indicating that the Company was no longer in compliance with Listing Rule 5250(c)(1) for continued listing. The Letter stated that the Company has 60 calendar days to submit a plan to regain compliance with respect to this filing. However, because the Company is also delinquent in its Annual Report on Form 10-K for the period ended December 31, 2008 (the "Initial Delinquent Filing"), any exception to allow the Company to regain compliance, if granted, will be limited to a maximum of 180 calendar days from the Initial Delinquent Filing, or September 28, 2008. The Company anticipates that it will file the Form 10-Q prior to the 60 calendar day deadline for submitting a compliance plan, or July 17, 2009.

On May 21, 2009 the Company issued a press release announcing receipt of the Letter. A copy of that press release is attached as Exhibit 99.1 and is incorporated herein by reference.

#### **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.

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#### **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 21, 2009

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#### **Exhibit Index**

99.1 Press Release, dated May 21, 2009.

[inTEST News Release Letterhead]

### **inTEST CORPORATION RECEIVES NASDAQ NON-COMPLIANCE NOTICE**

CHERRY HILL, NJ, May 21, 2009 - inTEST Corporation (Nasdaq: INTT), an independent designer, manufacturer and marketer of semiconductor automatic test equipment (ATE) interface solutions and temperature management products, today reported that, on May 18, 2009, it received a Nasdaq Staff Deficiency letter indicating that it is not in compliance with the filing requirement under Nasdaq's Listing Rule 5250(c)(1) due to its failure to timely file its Form 10-Q for the period ended March 31, 2009. The receipt of this letter was anticipated, as previously reported in the Company's Form 8-K filed on May 15, 2009.

The notice further stated that Nasdaq rules permit inTEST to submit a plan to regain compliance by no later than July 17, 2009, or within 60 calendar days, with regard to this filing. However, because the Company is also delinquent in its Annual Report on Form 10K for the period ended December 31, 2008 (the "Initial Delinquent Filing"), any exception to regain compliance, if granted, will be limited to a maximum of 180 calendar days from the due date of the Initial Delinquent Filing, or until September 28, 2009. inTEST currently anticipates regaining compliance with the filing requirement by filing its Form 10-Q prior to July 17, 2009.

#### **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](http://www.intest.com).

#### **CONTACTS:**

Hugh T. Regan, Jr., Treasurer and Chief Financial Officer, inTEST Corporation, 856-424-6886, ext 201.

#### ***Forward-Looking Statements:***

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements do not convey historical information, but relate to predicted or potential future events that are based upon management's current expectations. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. In addition to the factors mentioned in this press release, such risks and uncertainties include, but are not limited to, changes in business conditions and the economy, generally; changes in the demand for semiconductors, generally; changes in the rates of, and timing of, capital expenditures by semiconductor manufacturers; progress of product development programs; increases in raw material and fabrication costs associated with our products; implementation of additional restructuring initiatives; costs associated with compliance with Sarbanes Oxley and other risk factors set forth from time to time in our SEC filings, including, but not limited to, our periodic reports on Form 10-K and Form 10-Q. The Company undertakes no obligation to update the information in this press release to reflect events or circumstances after the date hereof or to reflect the occurrence of anticipated or unanticipated events.