

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**

April 7, 2014

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)

1-36117

(Commission File Number)

22-2370659

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

804 East Gate Drive, Suite 200, Mt. Laurel, New Jersey 08054

(Address of Principal Executive Offices, including zip code)

(856) 505-8800

(Registrant's Telephone Number, including area code)

N/A

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

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))

Item 5.02. Departure of Directors or Principal Officers; Elections of Directors; Appointment of Principal Officers

(b) On April 7, 2014, James W. Schwartz notified inTEST Corporation (the "Company") of his decision to not stand for re-election as a Director of the Company at the 2014 Annual Meeting of Stockholders. Mr. Schwartz, 79, has served on the Board of Directors for ten years, including service on the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. During his tenure, he has also served as Lead Independent Director. On April 10, 2014, the Board of Directors (the "Board") determined that William Kraut will succeed Mr. Schwartz as Lead Independent Director upon completion of Mr. Schwartz's present term.

(d) On April 10, 2014, the Board of Directors (the "Board") of the Company elected Joseph W. Dews IV as a director of the Company, and after determining him to be independent, appointed him to the Board's Audit, Compensation and Nominating and Corporate Governance Committees. Mr. Dews is a partner with AGC Partners, a technology investment bank. In conjunction with the election of Mr. Dews to the Board, the number of Directors on the Board was temporarily increased to seven. However, upon the completion of Mr. Schwartz's present term, the number of directors will again be fixed at six, four of whom are independent

directors.

Also in connection with Mr. Dews' election, the Board authorized the issuance of 10,000 shares of restricted stock to him. These restricted shares will vest over a four-year period consistent with restricted stock awards granted to new directors in the past. The compensation of Mr. Dews will be consistent with that provided to the Company's other non-employee directors, as described in the Company's most recent proxy statement filed with the SEC.

There is no arrangement or understanding under which Mr. Dews was appointed other than as described above. There are no transactions involving Mr. Dews requiring disclosure under Item 404(a) of Regulation S-K.

On April 11, 2014, the Company issued a press release announcing the election of Joseph W. Dews IV as well as James W. Schwartz's decision not to stand for re-election as a Director at the 2014 Annual Meeting of Stockholders, as described above. A copy of this release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

A list of the Exhibits hereto 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: April 11, 2014

Exhibit Index

99.1 Press Release dated April 11, 2014.

[inTEST News Release Letterhead]

inTEST ELECTS JOSEPH W. DEWS IV TO BOARD OF DIRECTORS

Current Director James W. Schwartz Will Not Stand for Reelection at the June 25, 2014 Annual Meeting

MOUNT LAUREL, NJ, April 11, 2014 - inTEST Corporation (NYSE MKT: INTT), an independent designer, manufacturer and marketer of temperature management products and semiconductor automatic test equipment (ATE) interface solutions, today announced the election of Joseph W. Dews IV to the Company's Board of Directors, and the temporary expansion of the Board of Directors to seven directors, five of whom are independent directors.

Mr. Dews joins current inTEST board members Alyn R. Holt, Executive Chairman, inTEST Corporation; Robert E. Matthiessen, President and CEO, inTEST Corporation; Steve J. Abrams, Esq., Partner, Pepper Hamilton LLP; Stuart F. Daniels, Ph.D., Principal, The Daniels Group, Technology Assessment, Protection and Commercialization Consulting; William Kraut, Retired Audit Partner - Eisner Amper LLP and Partner, Newport Group; and James W. Schwartz, Esq., Of Counsel for Saul Ewing, LLP. Mr. Schwartz, 79, notified the Company on April 7, 2014 that he will not stand for reelection at the upcoming 2014 Annual Meeting of Stockholders scheduled for June 25, 2014. Following the completion of Mr. Schwartz's present term, the number of directors serving on the Board of Directors will be six, four of whom are independent directors.

Joseph Dews is currently a Partner at AGC Partners, a technology investment bank. He brings over 20 years of experience as an investment banker working with senior management and Boards of Directors of private and public Semiconductor and Energy Technology companies, assessing corporate strategy and positioning with investors, evaluating financial and strategic options including fund raising, share repurchases, dividend plans and M&A, and executing financing and strategic transactions. Mr. Dews previously held positions at other investment banking firms including ThinkEquity, Needham & Company, and Oppenheimer/CIBC. In addition to his experience as an investment banker, Mr. Dews has a technical background including a degree in engineering (Cornell University, B.S. in Applied and Engineering Physics, 1988, Ithaca, NY) and experience in the semiconductor industry as a Field Applications Engineer for Cirrus Logic KK.

Robert E. Matthiessen, President and Chief Executive Officer, noted, "We are pleased to welcome Joe to inTEST's Board of Directors. He brings a wealth of experience working with small and mid-cap public companies, and we will leverage his expertise on public market positioning, fund raising and M&A transactions, which are critical components of our growth strategy. Joe will be a great addition to our Board. I would also like to thank Jim Schwartz for his many years of distinguished service as both counsel to the Company and as a member of our Board for the last ten years. His practical approach and varied experience made him a valuable Board member. We all wish him well in his future endeavors."

Mr. Matthiessen continued, "Our top strategic initiatives include the growth of our annual revenues and the further diversification into other markets through our Thermal Products Segment to mitigate the cyclical demand levels inherent in the semiconductor capital equipment industry. To achieve these goals, we will need to acquire another business to augment the organic growth in revenues we currently anticipate in our existing businesses. Our current M&A search is highly focused on providing us the means to meet these goals."

"I am honored to join the inTEST board and work with this exceptional team," Mr. Dews said. "I look forward to sharing my experiences and contributing to the future direction and growth of the Company."

About inTEST Corporation

inTEST Corporation is an independent designer, manufacturer and marketer of temperature management products and ATE interface solutions, 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. The Company's products are also sold into the automotive, consumer electronics, defense/aerospace, energy, industrial and telecommunications markets. Specific products include temperature management systems, manipulator and docking hardware products and customized interface solutions. The Company has established strong relationships with its customers globally, which it supports through a network of local offices. For more information visit www.intest.com.

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 and financial results 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 our customers; progress of product development programs; increases in raw material and fabrication costs associated with our products 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. inTEST 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.

Contacts:

inTEST Corporation

Hugh T. Regan, Jr.
Treasurer and Chief Financial Officer
Tel: 856-505-8999

Investors:

Laura Guerrant-Oiye, Principal
Guerrant Associates
lguerrant@guerrantir.com
Tel: 808-882-1467