

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**

January 16, 2012

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.)

**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))

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**Item 2.01 Completion of Acquisition or Disposition of Assets**

On January 16, 2012, Temptronic Corporation, a wholly-owned subsidiary of inTEST Corporation ("inTEST") consummated the acquisition of substantially all of the assets of Thermonics, Inc., a division of Test Enterprises, Inc., pursuant to the Asset Purchase Agreement (the "Asset Purchase Agreement") dated December 9, 2011. Thermonics is engaged in the business of designing, manufacturing, selling and distributing temperature forcing systems used in the testing of various products under temperature controlled situations. The acquisition of the Thermonics business will broaden the product line of inTEST's thermal products division. The purchase price for the assets was approximately \$3.8 million cash, plus the assumption of specified liabilities, including trade payables and certain customer contract obligations.

**Item 8.01 Other Events**

On January 17, 2012, inTEST issued a press release announcing the consummation of the acquisition described in Item 2.01 hereof. A copy of this press release is attached hereto 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: January 18, 2012

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**Exhibit Index**

99.1 Press release dated January 17, 2012.

[inTEST News Release Letterhead]

FOR IMMEDIATE RELEASE

**inTEST Corporation Announces Completion of Acquisition of  
Thermonics, Inc., a Division of Test Enterprises, Inc.**

***Acquisition Will Further Diversify Company's Thermal Products Segment to Address Growth Markets***

MOUNT LAUREL, NJ, January 17, 2012 - inTEST Corporation (Nasdaq: INTT), an independent designer, manufacturer and marketer of temperature management products and semiconductor automatic test equipment (ATE) interface solutions, today announced that Temptronic Corporation, a member of inTEST Corporation's Thermal Solutions Group, has closed on the acquisition of Thermonics, Inc., a division of Test Enterprises, Inc. on January 16, 2012, pursuant to the agreement entered into on December 9, 2011. The purchase price for the assets was approximately \$3.8 million cash, which included net working capital of approximately \$1.1 million.

**Thermonics, Inc.**

Established in 1976, Sunnyvale, California-based Thermonics is well established in the development of precision temperature testing systems and is a supplier of fast, accurate and reliable temperature-testing equipment. Thermonics' products provide a range of precision temperature forcing systems used throughout a number of industries, including semiconductors, to verify the performance of products at a range of temperatures. Their systems are in use worldwide, providing high productivity and test accuracy as well as maintenance savings for their customers. Thermonics' net revenues for 2011 were approximately \$5.4 million.

**inTEST Thermal Solutions Group**

inTEST's Thermal Solutions Group provides customized temperature test solutions and offers the industry's largest breadth of thermal solutions available. The group combines the strengths of Temptronic Corporation, the worldwide leader in temperature forcing systems for the semiconductor and broader electronic test market, and Sigma Systems Corporation, a provider of custom chambers and thermal platforms.

In announcing the completion of the transaction, James Pelrin, President of inTEST Thermal Solutions, said, "We are very pleased to add Thermonics, its products and technologies to our portfolio of leading edge thermal solutions. Our mission is to be the partner of choice for all thermal conditioning and process applications requiring advanced or customized solutions. The acquisition of Thermonics strengthens our position as the leading provider offering the most comprehensive range of thermal products and capabilities."

**Acquisition Further Diversifies Thermal Products Segment to Address Growth Markets**

Robert E. Matthiessen, inTEST Corporation's President and Chief Executive Officer, noted, "Thermonics is a highly respected name in the industry. The addition further enhances our presence in the semiconductor test space, while, at the same time, provides additional leverage into growth industries outside of semiconductor. As inTEST Corporation evolves from its origins as an automated test equipment company with a primary focus on semiconductors to a broad-based industrial test company, non-semiconductor related products will play an even greater role in the Company's growth strategy and success. To date we have expanded our business into several growth markets, including Automotive, Military-Aerospace, Industrial and Telecommunications."

**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. 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:**

**inTEST Corporation**

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Treasurer and Chief Financial Officer

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**Investors:**

**Laura Guerrant-Oiye, Principal**

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