

INTEST CORP  
Form 8-K  
September 28, 2012

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

September 27, 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)

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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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

As disclosed in Item 8.01 of our Form 8-K filed on September 26, 2012, due to the death of Thomas J. Reilly, the Company notified The NASDAQ Stock Market LLC ("NASDAQ") on September 25, 2012 that the Company's Board of Directors is no longer comprised of a majority of independent directors and the Company's Audit Committee is no longer comprised of at least three independent directors, as required for continued listing by NASDAQ Listing Rule 5605. In accordance with NASDAQ Listing Rules, however, the Company has until the earlier of its next annual meeting of stockholders or September 13, 2013, to regain compliance. The Company expects to regain compliance with such Rules prior to the expiration of this permitted cure period. This Form 8-K is filed to conform with the requirements of this Item 3.01 regarding receipt of correspondence from NASDAQ on September 27, 2012 acknowledging the foregoing non-compliance and cure provision.

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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: September 28, 2012