

INTEST CORP
Form 8-K
November 14, 2017
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**

November 14, 2017

Date of Report (Date of earliest event reported)

inTEST Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-36117

22-2370659

(State or Other

Jurisdiction of (Commission File Number) (I.R.S. Employer Identification No.)

Incorporation)

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))

Indicate by
check mark
whether the
registrant is
an emerging
growth
company as
defined in
Rule 405 of
the
Securities
Act of 1933
(§230.405 of
this chapter)
or Rule
12b-2 of the

Securities
Exchange
Act of 1934
(§240.12b-2
of this
chapter)
Emerging
growth
company

If an
emerging
growth
company,
indicate by
check mark
if the
registrant
has elected
not to use
the extended
transition
period for
complying
with any
new or
revised
financial
accounting
standards
provided
pursuant to
Section
13(a) of the
Exchange
Act.

Item 8.01. Other Events.

inTEST Corporation (the “Company”) is filing this Current Report on Form 8-K to update its historical financial statements and Management’s Discussion and Analysis included in its Annual Report on Form 10-K for the year ended December 31, 2016 (the “2016 Form 10-K”) to reflect changes to the Company’s reporting segments that were made beginning in 2017. As previously disclosed in the 2016 Form 10-K, the Company began the process in 2016 of reorganizing its business segments by combining its Mechanical Products and Electrical Products segments. The Company’s other reporting segment was, and continues to remain, unchanged. As a result of such reorganization, the Company’s reporting segments changed, and, effective January 1, 2017, the Company reports information about its segments based on two product segments, Thermal Solutions and Electromechanical Semiconductor Products. Exhibit 99.1 of this Current Report on Form 8-K contains the updated historical financial statements and Management’s Discussion and Analysis to reflect the change in reporting segments.

In order to preserve the nature and character of the disclosures set forth in the 2016 Form 10-K, the items included in this Current Report on Form 8-K have been updated solely for matters relating specifically to the combination of the Company’s reportable segments, as described above. The items included in Exhibit 99.1 of this Current Report on Form 8-K do not modify or update other disclosures presented in the 2016 Form 10-K to reflect events or occurrences after the date of filing the 2016 Form 10-K. The information in Exhibit 99.1 to this Current Report on Form 8-K should therefore be read in conjunction with the 2016 Form 10-K and all filings made by the Company with the Securities and Exchange Commission subsequent to the filing of the 2016 Form 10-K.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 23.1 | <u>Consent of RSM US LLP.</u> |
| 99.1 | <u>Updated Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data from inTEST Corporation’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016.</u> |
| 101 | XBRL Documents. |

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: November 14, 2017