

Form 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 5, 2000

inTEST Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-22529

(Commission File Number)

22-2370659

(I.R.S. Employer of Incorporation)

2 Pin Oak Lane, Cherry Hill, New Jersey 08003

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (856) 424-6886

Item 5. Other Events.

On September 5, 2000, the Securities and Exchange Commission granted inTEST Corporation's request to withdraw its registration statement for the offering of 2,000,000 shares of its common stock. In connection with the withdrawal, inTEST issued a press release dated September 6, 2000, which is attached as an exhibit hereto and incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired:

Not applicable.

(b) Pro Forma Financial Information:

Not applicable.

(c) Exhibits:

99 Press Release, dated September 6, 2000

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.
Treasurer, Secretary and
Chief Financial Officer

Date: September 6, 2000

EXHIBIT INDEX

99 Press Release, dated September 6, 2000

inTEST CORPORATION WITHDRAWS OFFERING

CHERRY HILL, NEW JERSEY - September 6, 2000: inTEST Corporation (NASDAQ:INTT) announced today that it has withdrawn its registration statement for the offering of 1,000,000 shares of its common stock by the Company and 1,000,000 shares by certain of its stockholders. inTEST's President and Chief Executive Officer, Robert E. Matthiessen, said, "The offering was terminated due to current stock market conditions. Both the Company and the selling stockholders believe our stock is undervalued in the current market and that it is not in the best interests of the Company or its stockholders to complete the offering at this time."

inTEST Corporation is a leading independent designer, manufacturer and marketer of interface solutions and temperature management products that semiconductor manufacturers use in conjunction with automatic test equipment in the testing of integrated circuits. Headquartered in Cherry Hill, New Jersey, inTEST has manufacturing facilities in New Jersey, Massachusetts, California, the UK and Singapore and design, sales, service and support offices in New Jersey, Massachusetts, California, the UK, Japan, Singapore, and Germany. Design, sales, service and support is also provided by inTEST personnel located in Arizona, Texas and Oregon.