

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

Date of Report (Date of earliest event reported): March 9, 2000  
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inTEST Corporation  
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(Exact Name of Registrant as Specified in Charter)

Delaware

0-22529

22-2370659  
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(State or Other  
Jurisdiction of  
Incorporation)

(Commission File Number)

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

2 Pin Oak Lane, Cherry Hill, New Jersey  
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08003

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (856)424-6886  
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## ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On March 9, 2000, inTEST Corporation acquired Temptronic Corporation, a Massachusetts corporation. Under the terms of the Amended and Restated Agreement and Plan of Merger and Reorganization, which was signed on January 4, 2000, Temptronic merged with and into a wholly-owned subsidiary of inTEST.

In the merger, inTEST issued 2,046,973 shares of its common stock to the former Temptronic shareholders. Of that amount, 1,842,139 shares were issued to the former Temptronic shareholders and 204,654 shares are to be held in escrow for one year. After one year, the shares held in escrow will be distributed to the former Temptronic shareholders, less any shares used to satisfy any claims by inTEST that Temptronic breached its representations and warranties under the merger agreement.

The consideration paid for the Temptronic shares was determined in negotiations between inTEST's management and that of Temptronic, and was based upon managements' perceptions of the relative value of the businesses to the combined entity. Janney Montgomery Scott LLC rendered an opinion as to the fairness, from a financial point of view, of the exchange ratio.

Prior to the acquisition, there was no material relationship between Temptronic and inTEST. In connection with the acquisition, James J. Greed, Jr. and William M. Stone, who were directors of Temptronic, became directors of inTEST. Mr. Stone will continue as President and Chief Executive Officer of the subsidiary of inTEST into which Temptronic was merged.

Temptronic designs, manufactures and sells high performance temperature management systems used in the testing of semiconductors. Temptronic's products enable a manufacturer to test semiconductor wafers and integrated circuits over a variety of temperatures ranging from -65 degrees Celsius to +400 degrees Celsius. Temptronic's business is complimentary to inTEST, and inTEST believes that the combined organization will be able to capitalize on synergistic opportunities in product development, marketing and distribution.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial Statements of Business Acquired:

The financial statements required by this Item will be filed by an amendment to this report filed not later than May 8, 2000.

(b) Pro Forma Financial Information:

The pro forma financial statements required by this Item will be filed by an amendment to this report filed not later than May 8, 2000.

(c) Exhibits:

2. Amended and Restated Agreement and Plan of Merger and Reorganization by and among Temptronic Corporation, a Massachusetts corporation, inTEST Corporation, a Delaware corporation and Temptronic Corporation, a Delaware corporation, dated January 4, 2000. (Previously filed by inTEST as an exhibit to its Joint Proxy Statement/Prospectus, effective February 4, 2000, Registration No. 333-96237.)

99. Press Release, dated March 10, 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.

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Hugh T. Regan, Jr.  
Treasurer, Chief Financial Officer  
and Secretary

Date: March 20, 2000

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EXHIBIT INDEX

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(Previously filed by inTEST as an exhibit to its Joint Proxy Statement/Prospectus, effective February 4, 2000, Registration No. 333-96237.)
  
99. Press Release, dated March 10, 2000

inTEST CORPORATION ANNOUNCES MERGER WITH TEMPTRONIC CORPORATION

CHERRY HILL, NEW JERSEY - March 10, 2000: inTEST Corporation (NASDAQ:INTT), a leader in the design and manufacture of mechanical interface solutions for the semiconductor industry, today announced that it completed a merger with Temptronic Corporation, located in Newton, Massachusetts. Temptronic was founded in 1970 and was privately held. It is a leader in the design and manufacture of on-site temperature management systems used in the testing of semiconductors and other electronic products.

Temptronic Corporation has become a wholly-owned subsidiary of inTEST Corporation. William M. Stone will remain as President and CEO of Temptronic and will become a member of the Board of Directors of inTEST. In addition, James Greed, former President of VLSI Standards, Inc. of San Jose, CA (a leading supplier of calibration standards to the semiconductor and related industries) and a former member of the Temptronic Board of Directors will join the Board of Directors of inTEST.

Robert E. Matthiessen, President and CEO of inTEST commented, "We are proud to have the professional and talented Temptronic team join the inTEST family. Historically, Temptronic has been known for supplying quality thermal conditioning systems to the semiconductor industry. Today, Temptronic is in the process of introducing a completely new line of thermal conditioning products that we believe will raise the standard in the industry. As thermal control of wafers during wafer probe becomes more prevalent, we feel that Temptronic is well positioned to become the leading supplier of thermal chucks to the wafer prober industry."

William M. Stone, President and CEO of Temptronic added, "Temptronic's shareholders, management and employees are very pleased with the merger. As a subsidiary of inTEST, Temptronic is now better positioned to accelerate its new product and manufacturing developments for the recently introduced Titan ThermoChuck systems and X-Stream ThermoStreams. We also believe that the combination of the Temptronic product lines with inTEST's worldwide sales and service organization and other joint marketing strategies will offer new growth opportunities."

Temptronic Corporation's temperature systems are used to test semiconductor wafers and other electronic components over temperatures ranging from -65 degrees Celsius to +400 degrees Celsius. Temptronic is headquartered in Newton, Massachusetts and has manufacturing facilities in Newton and San Diego, California and a sales and service office in the UK.

inTEST Corporation is a leader in the design and manufacture of docking hardware, test head manipulators, and tester interfaces which are used with automatic test equipment (ATE) by semiconductor manufacturers during the testing of wafers and packaged devices. The Company also designs and markets related ATE interface products including high performance test sockets and interface boards. Headquartered in Cherry Hill, New Jersey, the Company has manufacturing facilities in New Jersey, California, the UK, and Singapore and design, sales, service and support offices in New Jersey, California, Arizona, Texas, Oregon, the UK, Japan and Singapore.

Information contained in this press release contains forward-looking statements, which can be identified by the use of future tense or forward-looking terminology such as "believe," "become," and "offer." Various risks and uncertainties could cause the actual results to vary materially from those contained in such forward-looking statements including inTEST's ability to integrate the operations of Temptronic and achieve operating efficiencies associated with the acquisition. Such forward-looking statements are subject to other risks and uncertainties, which are detailed, or may be detailed in the future, in inTEST's filings with the Securities and Exchange Commission, including the Registration Statement on Form S-4 filed on February 4, 2000 and any subsequent filings.