UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016 or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________________ to ___________________

Commission File Number 1-36117

inTEST Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware	**22-2370659**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES _X_ NO ____

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (SS 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
YES _X_ NO ____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ___	Accelerated filer ___
Non-accelerated filer ___ (Do not check if a smaller reporting company)	Smaller reporting company _X_

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES ___ NO _X_

Number of shares of Common Stock, $.01 par value, outstanding as of the close of business on April 29, 2016:

10,425,278

inTEST CORPORATION

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PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

inTEST CORPORATION
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	Mar. 31, 2016	Dec. 31, 2015
	(Unaudited)	
ASSETS:		
Current assets:		
Cash and cash equivalents	$24,951	$25,710
Trade accounts receivable, net of allowance for doubtful accounts of $146 and $146, respectively	5,336	4,395
Inventories	3,454	3,520
Prepaid expenses and other current assets	611	639
Total current assets	34,352	34,264
Property and equipment:		
Machinery and equipment	4,350	4,377
Leasehold improvements	603	603
Gross property and equipment	4,953	4,980
Less: accumulated depreciation	(3,938)	(3,868)
Net property and equipment	1,015	1,112
Deferred tax assets	1,220	1,245
Goodwill	1,706	1,706
Intangible assets, net	1,045	1,104
Restricted certificates of deposit	350	350
Other assets	218	203
Total assets	$39,906	$39,984
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,365	$ 909

Accrued wages and benefits	1,179	1,466
Accrued rent	606	657
Accrued professional fees	364	363
Accrued sales commissions	316	297
Other current liabilities	394	367
Total current liabilities	4,224	4,059
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value; 5,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock, $0.01 par value; 20,000,000 shares authorized; 10,498,635 and 10,549,423 shares issued, respectively	105	105
Additional paid-in capital	25,854	26,286
Retained earnings	9,094	9,013
Accumulated other comprehensive earnings	833	725
Treasury stock, at cost; 33,077 and 33,077 shares, respectively	(204)	(204)
Total stockholders' equity	35,682	35,925
Total liabilities and stockholders' equity	$39,906	$39,984

See accompanying Notes to Consolidated Financial Statements.

inTEST CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share and per share data)
(Unaudited)

	Three Months Ended March 31,	
	2016	2015
Net revenues	$ 8,647	$10,188
Cost of revenues	4,580	5,270
Gross margin	4,067	4,918
Operating expenses:		
Selling expense	1,335	1,487
Engineering and product development expense	991	942
General and administrative expense	1,645	1,807
Total operating expenses	3,971	4,236
Operating income	96	682
Other income (expense)	28	(11)
Earnings before income tax expense	124	671
Income tax expense	43	233
Net earnings	$ 81	$ 438
Net earnings per common share - basic	$0.01	$0.04
Weighted average common shares outstanding - basic	10,390,002	10,465,414
Net earnings per common share - diluted	$0.01	$0.04
Weighted average common shares and common share equivalents outstanding - diluted	10,404,244	10,483,527

See accompanying Notes to Consolidated Financial Statements.

inTEST CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(In thousands)
(Unaudited)

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Net earnings	$ 81	$ 438
Foreign currency translation adjustments	108	(329)
Comprehensive earnings	$ 189	$ 109

See accompanying Notes to Consolidated Financial Statements.

inTEST CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(In thousands, except share data)
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Earnings	Treasury Stock	Total Stockholders' Equity
Balance, January 1, 2016	10,549,423	$ 105	$26,286	$9,013	$ 725	$(204)	$35,925
Net earnings	-	-	-	81	-	-	81
Other comprehensive income	-	-	-	-	108	-	108
Amortization of deferred compensation related to stock-based awards	-	-	39	-	-	-	39
Issuance of unvested shares of restricted stock	63,900	1	(1)	-	-	-	-
Repurchase and retirement of common stock	(114,688)	(1)	(470)	-	-	-	(471)
Balance, March 31, 2016	10,498,635	$ 105	$25,854	$9,094	$ 833	$(204)	$35,682

See accompanying Notes to Consolidated Financial Statements.

inTEST CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net earnings	$ 81	$ 438
Adjustments to reconcile net earnings to net cash used in		

operating activities:		
Depreciation and amortization	160	200
Provision for excess and obsolete inventory	69	51
Foreign exchange (gain) loss	(10)	19
Amortization of deferred compensation related to restricted stock	39	30
Proceeds from sale of demonstration equipment, net of gain	47	16
Deferred income tax expense (benefit)	25	(8)
Changes in assets and liabilities:		
Trade accounts receivable	(907)	(1,484)
Inventories	7	(475)
Prepaid expenses and other current assets	29	50
Other assets	(7)	(7)
Accounts payable	456	676
Accrued wages and benefits	(299)	(170)
Accrued rent	(51)	(19)
Accrued professional fees	-	142
Accrued sales commissions	19	40
Other current liabilities	23	238
Net cash used in operating activities	(319)	(263)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(38)	(179)
Net cash used in investing activities	(38)	(179)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repurchases of common stock	(471)	-
Net cash used in financing activities	(471)	-
Effects of exchange rates on cash	69	(199)
Net cash used in all activities	(759)	(641)
Cash and cash equivalents at beginning of period	25,710	23,126
Cash and cash equivalents at end of period	$24,951	$22,485
Cash payments for:		
Domestic and foreign income taxes	$ 2	$ 124

See accompanying Notes to Consolidated Financial Statements.

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands, except share and per share data)

(1) NATURE OF OPERATIONS

We are an independent designer, manufacturer and marketer of thermal, mechanical and electrical products that are primarily used by semiconductor manufacturers in conjunction with automatic test equipment ("ATE") in the testing of integrated circuits ("ICs" or "semiconductors"). In addition, in recent years we have begun marketing our thermal products in markets outside the ATE market, such as the automotive, consumer electronics, defense/aerospace, energy, industrial and telecommunications markets.

The consolidated entity is comprised of inTEST Corporation (parent) and our wholly-owned subsidiaries. We have three reportable segments which are also our reporting units: Thermal Products, Mechanical Products and Electrical Products. We manufacture our products in the U.S. Marketing and support activities are conducted worldwide from our facilities in the U.S., Germany and Singapore.

The semiconductor market in which we operate is characterized by rapid technological change, competitive pricing pressures and cyclical as well as seasonal market patterns. This market is subject to significant economic downturns at various times. Our financial results are affected by a wide variety of factors, including, but not limited to, general economic conditions worldwide and in the markets in which we operate, economic conditions specific to the semiconductor market and the other markets we serve, our ability to safeguard patented technology and intellectual property in a rapidly evolving market, downward pricing pressures from customers, and our reliance on a relatively few number of customers for a significant portion of our sales. In addition, we are exposed to the risk of obsolescence of our inventory depending on the mix of future business and technological changes within the markets that we serve. In January 2016, we implemented a workforce reduction, as discussed further in Note 3, which is a key element in restructuring our Mechanical Products segment with the goal of returning this segment to profitability. These efforts could cause us to incur substantial costs and may not be successful. We also continue to implement an acquisition strategy that may cause us to incur substantial expense in reviewing and evaluating potential transactions. We may or may not be successful in locating suitable businesses to acquire. In addition, if we are able to complete an acquisition, we may not be able to successfully integrate the acquired business with our existing business and we may not be able to operate the acquired business profitably. As a result of these or other factors, we may experience significant period-to-period fluctuations in future operating results.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates

The accompanying consolidated financial statements include our accounts and those of our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated upon consolidation. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain of our accounts, including inventories, long-lived assets, goodwill, identifiable intangibles and deferred tax assets and liabilities including related valuation allowances, are particularly impacted by estimates.

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the financial position, results of operations, and changes in cash flows for the interim periods presented. Certain footnote information has been condensed or omitted from these consolidated financial statements. Therefore, these consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying footnotes included in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission on March 29, 2016 (the "2015 Form 10-K").

Reclassification

Certain prior period amounts have been reclassified to be comparable with the current period's presentation.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are valued at cost on a first-in, first-out basis, not in excess of market value. Cash flows from the sale of inventories are recorded in operating cash flows. On a quarterly basis, we review our inventories and record excess and obsolete inventory charges based upon our established objective excess and obsolete inventory criteria. These criteria identify material that has not been used in a work order during the prior twelve months and the quantity of material on hand that is greater than the average annual usage of that material over the prior three years. In certain cases, additional excess and obsolete inventory charges are recorded based upon current market conditions, anticipated product life cycles, new product introductions and expected future use of the inventory. The excess and obsolete inventory charges we record establish a new cost basis for the related inventories. We incurred excess and obsolete inventory charges of $69 and $51 for the three months ended March 31, 2016 and 2015, respectively.

Goodwill, Intangible and Long-Lived Assets

We account for goodwill and intangible assets in accordance with Accounting Standards Codification ("ASC") 350 (Intangibles- Goodwill and Other). Finite-lived intangible assets are amortized over their estimated useful economic life and are carried at cost less accumulated amortization. Goodwill is assessed for impairment at least annually in the fourth quarter, on a reporting unit basis, or more frequently when events and circumstances occur indicating that the recorded goodwill may be impaired. As a part of the goodwill impairment assessment, we have the option to perform a qualitative assessment to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount. If we determine this is the case, we are required to perform a two-step goodwill impairment test to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized. The two-step test is discussed below. If we determine that it is more-likely-than-not that the fair value of the reporting unit is greater than its carrying amounts, the two-step goodwill impairment test is not required.

If we determine it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount as a result of our qualitative assessment, we will perform a quantitative two-step goodwill impairment test. In the Step I test, the fair value of a reporting unit is computed and compared with its book value. If the book value of a reporting unit exceeds its fair value, a Step II test is performed in which the implied fair value of goodwill is compared with the carrying amount of goodwill. If the carrying amount of goodwill exceeds the implied fair value, an impairment loss is recorded in an amount equal to that excess. The two-step goodwill impairment assessment is based upon a combination of the income approach, which estimates the fair value of our reporting units based upon a discounted cash flow approach, and the market approach which estimates the fair value of our reporting units based upon comparable market multiples. This fair value is then reconciled to our market capitalization at year end with an appropriate control premium. The determination of the fair value of our reporting units requires management to make significant estimates and assumptions including the selection of appropriate peer group companies, control premiums, discount rate, terminal growth rates, forecasts of revenue and expense growth rates, changes in working capital, depreciation, amortization and capital expenditures. Changes in assumptions concerning future financial results or other underlying assumptions could have a significant impact on either the fair value of the reporting unit or the amount of the goodwill impairment charge.

Indefinite-lived intangible assets are assessed for impairment at least annually in the fourth quarter, or more frequently if events or changes in circumstances indicate that the asset might be impaired. As a part of the impairment assessment, we have the option to perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If, as a result of our qualitative assessment, we determine that it is more-likely-than-not that the fair value of the indefinite-lived intangible asset is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The quantitative impairment test consists of a comparison of the fair value of the intangible asset with its carrying amount. If the carrying amount of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

Long-lived assets, which consist of finite-lived intangible assets and property and equipment, are assessed for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of these assets are no longer appropriate. Each impairment test is based on a comparison of the estimated undiscounted cash flows to the recorded value of the asset. If impairment is indicated, the asset is written down to its estimated fair value. The cash flow estimates used to determine the impairment, if any, contain management's best estimates using appropriate assumptions and projections at that time.

(In thousands, except share and per share data)

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Stock-Based Compensation

We account for stock-based compensation in accordance with ASC Topic 718 (Compensation - Stock Compensation) which requires that employee share-based equity awards be accounted for under the fair value method and requires the use of an option pricing model for estimating fair value of stock options granted, which is then amortized to expense over the service periods. See further disclosures related to our stock-based compensation plan in Note 8.

Subsequent Events

We have made an assessment of our operations and determined that there were no material subsequent events requiring adjustment to, or disclosure in, our consolidated financial statements for the three months ended March 31, 2016.

Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable, and collection of the related receivable is reasonably assured. Sales of our products are made through our sales employees, third-party sales representatives and distributors. There are no differences in revenue recognition policies based on the sales channel. We do not provide our customers with rights of return or exchanges. Revenue is generally recognized upon product shipment. Our customers' purchase orders do not typically contain any customer-specific acceptance criteria, other than that the product performs within the agreed upon specifications. We test all products manufactured as part of our quality assurance process to determine that they comply with specifications prior to shipment to a customer. To the extent that any customer purchase order contains customer-specific acceptance criteria, revenue recognition is deferred until customer acceptance.

In addition, in our Thermal Products and Mechanical Products segments, we lease certain of our equipment to customers under non-cancellable operating leases. These leases generally have an initial term of six months. We recognize revenue for these leases on a straight-line basis over the term of the lease.

With respect to sales tax collected from customers and remitted to governmental authorities, we use a net presentation in our consolidated statement of operations. As a result, there are no amounts included in either our net revenues or cost of revenues related to sales tax.

Product Warranties

We generally provide product warranties and record estimated warranty expense at the time of sale based upon historical claims experience. Warranty expense is included in selling expense in the consolidated financial statements.

Income Taxes

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for operating loss and tax credit carryforwards and for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets if it is more likely than not that such assets will not be realized.

Net Earnings Per Common Share

Net earnings per common share - basic is computed by dividing net earnings by the weighted average number of common shares outstanding during each period. Net earnings per common share - diluted is computed by dividing net earnings by the weighted average number of common shares and common share equivalents outstanding during each period. Common share equivalents represent unvested shares of restricted stock and stock options and are calculated using the treasury stock method. Common share equivalents are excluded from the calculation if their effect is anti-dilutive.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The table below sets forth, for the periods indicated, a reconciliation of weighted average common shares outstanding - basic to weighted average common shares and common share equivalents outstanding - diluted and the average number of potentially dilutive securities that were excluded from the calculation of diluted earnings per share because their effect was anti-dilutive:

	Three Months Ended March 31,	
	2016	*2015*
Weighted average common shares outstanding - basic	10,390,002	10,465,414
Potentially dilutive securities:		
Unvested shares of restricted stock and stock options	14,242	18,113
Weighted average common shares and common share equivalents outstanding - diluted	10,404,244	10,483,527
Average number of potentially dilutive securities excluded		

from calculation	15,231	-

Effect of Recently Adopted Amendments to Authoritative Accounting Guidance

In November 2015, the Financial Accounting Standards Board ("FASB") issued amendments to update the current guidance on the balance sheet classification of deferred taxes which is presented in ASC Topic 740 (Income Taxes). The purpose of the amendments is to simplify the presentation of deferred tax assets. This guidance requires deferred tax assets and liabilities, along with related valuation allowances, to be classified as noncurrent on the balance sheet. As a result, each tax jurisdiction will now only have one net noncurrent deferred tax asset or liability. The new guidance does not change the existing requirement that prohibits offsetting deferred tax liabilities from one jurisdiction against deferred tax assets of another jurisdiction. The amendments are effective for us as of January 1, 2017. Early application is permitted. We elected early application of this guidance effective January 1, 2016. The implementation of these amendments did not have a material impact on our consolidated financial statements. Prior period amounts have been reclassified to be consistent with the current period presentation.

In September 2015, the FASB issued amendments to update the current guidance on accounting for measurement period adjustments in a business combination which is presented in ASC Topic 805 (Business Combinations). This guidance requires an entity to recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined; record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date; and present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. The amendments were effective for us as of January 1, 2016. The implementation of these amendments did not have any impact on our consolidated financial statements.

Effect of Recently Issued Amendments to Authoritative Accounting Guidance

In March 2016, the FASB issued amendments to the current guidance on accounting for stock-based compensation issued to employees which is contained in ASC Topic 718 (Compensation-Stock Compensation). The new guidance simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The amendments are effective for us as of January 1, 2017. Early adoption is permitted. We do not expect the implementation of these amendments to have a material impact on our consolidated financial statements.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In February 2016, the FASB issued amendments to the current guidance on accounting for lease transactions which is presented in ASC Topic 842 (Leases). The intent of the updated guidance is to increase transparency and comparability among organizations by requiring lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by leases and to disclose key information about leasing arrangements. Under the new guidance, a lessee will be required to record a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The amendments are effective for us as of January 1, 2019. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. We are currently evaluating the impact of the implementation of these amendments on our consolidated financial statements.

In January 2016, the FASB issued amendments to the current guidance on the recognition and measurement of financial assets and financial liabilities which is presented in ASC Topic 825 (Financial Instruments). The intent of the updated guidance is to enhance the reporting model for financial instruments to provide users of financial statements with improved decision-making information. The updated guidance includes amendments to address aspects of recognition, measurement, presentation and disclosure. Changes included in the amendments are the requirement to measure equity investments at fair value, except those accounted for under the equity method of accounting or those that result in the consolidation of an investee, with changes in fair value recognized in net income; the requirement for a qualitative assessment to identify impairment of equity investments without readily determinable fair values; and the requirement for separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or in the accompanying notes to the financial statements. The amendments are effective for us as of January 1, 2018. Early application is permitted. We do not expect the implementation of these amendments to have a material impact on our consolidated financial statements.

In July 2015, the FASB issued amendments to update the current guidance on the subsequent measurement of inventory, which is presented in ASC Topic 330 (Inventory). The purpose of the amendments is to simplify the subsequent measurement of inventory and reduce the number of potential outcomes. It applies to all inventory other than inventory measured using last-in, first-out or the retail inventory method. Current guidance requires an entity to measure inventory at the lower of cost or market. Market could be replacement cost, net realizable value, or net realizable value less a normal profit margin. The updated guidance amends this to require that an entity measure inventory within the scope of the updated guidance at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The amendments are effective for us as of January 1, 2017. We do not expect the implementation of these amendments to have a material impact on our consolidated financial statements.

In May 2014, the FASB issued new guidance on the recognition of revenue from contracts with customers. Subsequent to May, 2014, the FASB has issued additional clarifying guidance on certain aspects of this new guidance. This guidance is presented in ASC Topic 606 (Revenue from Contracts with Customers). This new guidance will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. Companies can use either the retrospective or cumulative effect transition method. In August 2015, the FASB deferred the effective date of this new guidance for one additional year. As a result, this new guidance is effective for us on January 1, 2018. Early application is only permitted as of the prior effective date, which in our case would be as of January 1, 2017. We have not yet selected a transition method and we are still evaluating the effect that this guidance will have on our consolidated financial statements and related disclosures.

(In thousands, except share and per share data)

(3) RESTRUCTURING CHARGES

In recent years, our Mechanical Products segment has experienced significant operating losses. We have undertaken actions at various times over the last few years to address these losses. On January 4, 2016, we implemented a workforce reduction which resulted in our recording a restructuring charge of $99 in the first quarter of 2016. This entire amount was paid out in the first quarter of 2016.

(4) GOODWILL AND INTANGIBLE ASSETS

Goodwill and intangible assets on our balance sheets are the result of our acquisitions of Sigma Systems Corp. ("Sigma") in October 2008 and Thermonics, Inc. ("Thermonics"), a division of Test Enterprises, Inc. in January 2012.

Goodwill

All of our goodwill is allocated to our Thermal Products segment. There was no change in the amount of the carrying value of goodwill for the three months ended March 31, 2016.

Intangible Assets

The following tables provide further detail about our intangible assets as of March 31, 2016 and December 31, 2015:

	March 31, 2016		
	Gross Carrying Amount	*Accumulated Amortization*	*Net Carrying Amount*
Finite-lived intangible assets:			
Customer relationships	$1,480	$1,207	$ 273
Patented technology	590	396	194
Software	270	202	68
Trade name	140	140	-
Total finite-lived intangible assets	2,480	1,945	535
Indefinite-lived intangible assets:			
Sigma trademark	510	-	510
Total intangible assets	$2,990	$1,945	$1,045

	December 31, 2015		
	Gross Carrying Amount	*Accumulated Amortization*	*Net Carrying Amount*
Finite-lived intangible assets:			
Customer relationships	$1,480	$1,166	$ 314
Patented technology	590	386	204
Software	270	196	74
Trade name	140	138	2
Total finite-lived intangible assets	2,480	1,886	594
Indefinite-lived intangible assets:			
Sigma trademark	510	-	510
Total intangible assets	$2,990	$1,886	$1,104

We generally amortize our finite-lived intangible assets over their estimated useful lives on a straight-line basis, unless an alternate amortization method can be reliably determined. Any such alternate amortization method would be based on the pattern in which the economic benefits of the intangible asset are expected to be consumed. None of our intangible assets have any residual value.

(In thousands, except share and per share data)

(4) GOODWILL AND INTANGIBLE ASSETS (Continued)

Total amortization expense for the three months ended March 31, 2016 and 2015 was $59 and $73, respectively. The following table sets forth the estimated annual amortization expense for our finite-lived intangible assets for each of the next five years:

2016 (remainder)	$170
2017	$212
2018	$ 65
2019	$ 39
2020	$ 30

(5) MAJOR CUSTOMERS

During the three months ended March 31, 2016 and 2015, Hakuto Co., Ltd., one of our distributors, accounted for 15% and 10% of our consolidated net revenues, respectively. These revenues were generated by our Thermal Products segment. No other customers accounted for 10% or more of our consolidated net revenues during the three months ended March 31, 2016 and 2015.

(6) INVENTORIES

Inventories held at March 31, 2016 and December 31, 2015 were comprised of the following:

	Mar. 31, 2016	*Dec. 31, 2015*
Raw materials	$2,312	$2,535
Work in process	625	295
Inventory consigned to others	118	119
Finished goods	399	571
Total inventories	$3,454	$3,520

(7) DEBT

Letters of Credit

We have issued letters of credit as the security deposits for certain of our domestic leases. These letters of credit are secured by pledged certificates of deposit which are classified as Restricted Certificates of Deposit on our balance sheets. The terms of our leases require us to renew these letters of credit at least 30 days prior to their expiration dates for successive terms of not less than one year until lease expiration. Our outstanding letters of credit at March 31, 2016 and December 31, 2015 consisted of the following:

				Letters of Credit Amount Outstanding	
	Original L/C Issue Date	*L/C Expiration Date*	*Lease Expiration Date*	*Mar. 31, 2016*	*Dec. 31, 2015*
Mt. Laurel, NJ	3/29/2010	3/31/2017	4/30/2021	$250	$250
Mansfield, MA	10/27/2010	11/08/2016	8/23/2021	100	100
				$350	$350

(8) STOCK-BASED COMPENSATION

As of March 31, 2016, we have unvested restricted stock awards and stock options granted under stock-based employee compensation plans that are described more fully in Note 12 to the consolidated financial statements in our 2015 Form 10-K.

As of March 31, 2016, total unrecognized compensation expense related to unvested restricted stock awards and stock options was $456. The weighted average period over which this expense is expected to be recognized is 2.3 years. The following table shows the allocation of the compensation expense we recorded during the three months ended March 31, 2016 and 2015, respectively, related to stock-based compensation:

	Three Months Ended March 31,	
	2016	*2015*
Cost of revenues	$ 3	$ 3
Selling expense	1	1

(In thousands, except share and per share data)

Engineering and product development expense	2	2
General and administrative expense	33	24
	$ 39	$ 30

There was no stock-based compensation expense capitalized in the three months ended March 31, 2016 or 2015.

Restricted Stock Awards

We record compensation expense for restricted stock awards based on the quoted market price of our stock at the grant date and amortize the expense over the vesting period. Restricted stock awards generally vest over four years. However, during January 2016, we granted 22,500 shares of restricted stock to three of our independent directors which will vest 100% upon the re-election of these directors at our annual meeting which is expected to take place in June 2016. The total compensation expense related to these shares is $98, and it will all be recorded upon the re-election of these directors.

The following table summarizes the activity related to unvested shares of restricted stock for the three months ended March 31, 2016:

	Number of Shares	*Weighted Average Grant Date Fair Value*
Unvested shares outstanding, January 1, 2016	63,750	$3.64
Granted	63,900	4.37
Vested	(5,000)	2.94
Forfeited	-	-
Unvested shares outstanding, March 31, 2016	122,650	4.05

The total fair value of the shares that vested during the three months ended March 31, 2016 and 2015 was $22 and $21, respectively, as of the vesting dates of these shares.

Stock Options

We record compensation expense for stock options based on the fair market value of the options as of the grant date. No option may be granted with an exercise period in excess of ten years from the date of grant. Generally, stock options will be granted with an exercise price equal to the fair market value of our stock on the date of grant and will vest over four years.

(8) STOCK-BASED COMPENSATION (Continued)

The fair value for stock options granted during the first quarter of 2016 was estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	1.30%
Dividend yield	0.00%
Expected common stock market price volatility factor	0.40
Weighted average expected life of stock options (years)	4

The per share weighted average fair value of stock options issued during the first quarter of 2016 was $1.43.

The following table summarizes the activity related to stock options for the three months ended March 31, 2016:

	Number of Shares	*Weighted Average Exercise Price*
Options outstanding, January 1, 2016 (none exercisable)	-	$ -
Granted	19,800	4.37
Vested	-	-
Forfeited	-	-
Options outstanding, March 31, 2016 (none exercisable)	19,800	4.37

(9) STOCK REPURCHASE PLAN

On October 27, 2015, our Board of Directors authorized the repurchase of up to $5,000 of our common stock from time to time on the open market, in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, or in privately negotiated transactions (the "2015 Repurchase Plan").

(In thousands, except share and per share data)

Repurchases may also be made under a Rule 10b5-1 plan entered into with RW Baird & Co, which permits shares to be repurchased when we might otherwise be precluded from doing so under insider trading laws. The timing and amount of any shares repurchased under the 2015 Repurchase Plan will be determined by our management, based on our evaluation of market conditions and other factors. The 2015 Repurchase Plan does not obligate us to repurchase any particular amount of common stock and may be suspended or discontinued at any time without prior notice. The 2015 Repurchase Plan will be funded using our operating cash flow or available cash.

During the three months ended March 31, 2016, we repurchased 114,688 shares under this repurchase plan at a cost of $471, which includes fees paid to our broker of $3. As of March 31, 2016, we had repurchased a total of 156,020 shares under this repurchase plan at a cost of $625, which included fees paid to our broker of $4. All of the repurchased shares were retired.

(10) EMPLOYEE BENEFIT PLANS

We have a defined contribution 401(k) plan for our employees who work in the U.S. All permanent employees of inTEST Corporation, Temptronic Corporation and inTEST Silicon Valley Corporation who are at least 18 years of age are eligible to participate in the plan. We match employee contributions dollar for dollar up to 10% of the employee's annual compensation, with a maximum limit of $5. Employer contributions vest ratably over four years. Matching contributions are discretionary. For the three months ended March 31, 2016 and 2015, we recorded $160 and $141 of expense for matching contributions, respectively.

(11) SEGMENT INFORMATION

We have three reportable segments, which are also our reporting units: Thermal Products, Mechanical Products and Electrical Products.

The Thermal Products segment includes the operations of Temptronic Corporation, Thermonics, Sigma, inTEST Thermal Solutions GmbH (Germany), and inTEST Pte, Limited (Singapore). Sales of this segment consist primarily of temperature management systems which we design, manufacture and market under our Temptronic, Thermonics and Sigma product lines. In addition, this segment provides post-warranty service and support.

The Mechanical Products segment includes the operations of our Mt. Laurel, New Jersey manufacturing facility. Sales of our Mechanical Products segment consist primarily of manipulator and docking hardware products, which we design, manufacture and market.

The Electrical Products segment includes the operations of inTEST Silicon Valley Corporation. Sales of this segment consist primarily of tester interface products which we design, manufacture and market.

We operate our business worldwide, and all three segments sell their products both domestically and internationally. All three segments sell to semiconductor manufacturers, third-party test and assembly houses and ATE manufacturers. Our Thermal Products segment also sells into a variety of markets outside of the ATE market, including the automotive, consumer electronics, defense/aerospace, energy, industrial and telecommunications markets. Intercompany pricing between segments is either a multiple of cost for component parts or list price for finished goods.

	Three Months Ended March 31,	
	2016	*2015*
Net revenues:		
Thermal Products	$5,194	$ 5,717
Mechanical Products	1,936	2,435
Electrical Products	1,517	2,036
	$8,647	$10,188
Earnings (loss) before income tax expense (benefit):		
Thermal Products	$ 573	$1,029
Mechanical Products	(370)	(285)
Electrical Products	21	319
Corporate	(100)	(392)
	$ 124	$ 671
Net earnings (loss):		
Thermal Products	$ 373	$ 672
Mechanical Products	(241)	(186)
Electrical Products	14	208
Corporate	(65)	(256)
	$ 81	$ 438

	Mar. 31, 2016	*Dec. 31, 2015*
Identifiable assets:		
Thermal Products	$17,246	$16,983
Mechanical Products	18,960	19,733
Electrical Products	3,700	3,268
	$39,906	$39,984

inTEST CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands, except share and per share data)

(11) SEGMENT INFORMATION (Continued)

The following table provides information about our geographic areas of operation. Net revenues from unaffiliated customers are based on the location to which the goods are shipped.

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Net revenues:		
U.S.	$2,727	$ 3,489
Foreign	5,920	6,699
	$8,647	$10,188

	Mar. 31, 2016	Dec. 31, 2015
Property and equipment:		
U.S.	$ 765	$ 797
Foreign	250	315
	$1,015	$1,112

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Risk Factors and Forward-Looking Statements

In addition to historical information, this discussion and analysis contains statements relating to possible future events and results that are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can often be identified by the use of forward-looking terminology such as "believes," "expects," "intends," "may," "will," "should" or "anticipates" or similar terminology. See Part I, Item 1 - "Business - Cautionary Statement Regarding Forward-Looking Statements" in our 2015 Form 10-K for examples of statements made in this report which may be "forward-looking statements." These statements involve risks and uncertainties and are based on various assumptions. Although we believe that our expectations are based on reasonable assumptions, investors and prospective investors are cautioned that such statements are only projections, and there cannot be any assurance that these events or results will occur.

Information about the primary risks and uncertainties that could cause our actual future results to differ materially from our historic results or the results described in the forward-looking statements made in this report or presented elsewhere by Management from time to time are included in Part I, Item 1A - "Risk Factors" in our 2015 Form 10-K. Material changes to such risk factors may be reported in subsequent Quarterly Reports on Form 10-Q in Part II, Item 1A. There have been no such changes from the risk factors set forth in our 2015 Form 10-K.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Overview

This MD&A should be read in conjunction with the accompanying consolidated financial statements.

Our business and results of operations are substantially dependent upon the demand for ATE by semiconductor manufacturers and companies that specialize in the testing of ICs. Demand for ATE is driven by semiconductor manufacturers that are opening new, or expanding existing, semiconductor fabrication facilities or upgrading existing equipment, which in turn is dependent upon the current and anticipated market demand for semiconductors and products incorporating semiconductors. Such market demand can be the result of market expansion, development of new technologies or redesigned products to incorporate new features, or the replacement of aging equipment. In addition, we continue to focus on design improvements and new approaches for our own products which contribute to our net revenues as our customers adopt these new products.

In the past, the semiconductor industry has been highly cyclical with recurring periods of oversupply, which often have a severe impact on the semiconductor industry's demand for ATE, including the products we manufacture. This can cause wide fluctuations in both our orders and net revenues and, depending on our ability to react quickly to these shifts in demand, can significantly impact our results of operations. ATE market cycles are difficult to predict and in recent years have become more volatile and, in certain cases, shorter in duration. Because the market cycles are generally characterized by sequential periods of growth or declines in orders and net revenues during each cycle, year over year comparisons of operating results may not always be as meaningful as comparisons of periods at similar points in either up or down cycles. In addition, during both downward and upward cycles in our industry, in any given quarter, the trend in both our orders and net revenues can be erratic. This can occur, for example, when orders are canceled or currently scheduled delivery dates are accelerated or postponed by a significant customer or when customer forecasts and general business conditions fluctuate during a quarter. In addition to being cyclical, the ATE market has also developed a seasonal pattern in the last several years, with the second and third quarters being the periods of strong demand and the first and fourth quarters being periods of weakened demand. We believe this change has been driven by the strong demand for consumer products containing semiconductor content sold during the year-end holiday shopping season.

Third-party market share statistics are not available for the products we manufacture and sell into the ATE market; therefore, comparisons of period over period changes in our market share are not easily determined. As a result, it is difficult to ascertain if ATE market volatility in any period is the result of macro-economic or customer-specific factors impacting ATE market demand, or if we have gained or lost market share to a competitor during the period.

As part of our strategy to reduce the impact of ATE market volatility on our business operations, in 2009, we began to diversify our served markets to address the thermal test requirements of several other markets outside the ATE market. These include the automotive, consumer electronics, defense/aerospace, energy, industrial and telecommunications markets. We believe that these markets usually are less cyclical than the ATE market. While market share statistics exist for some of the markets we serve outside the ATE market, due to the nature of our highly specialized product offerings in these non-ATE markets, we do not expect broad market penetration in many of these markets and, therefore, do not anticipate developing meaningful market shares in these non-ATE markets. In addition, our orders and net revenues in any given period in these markets do not necessarily reflect the overall trends in these non-ATE markets due to our limited market shares. Consequently, we are continuing to evaluate buying patterns and opportunities for growth in these non-ATE markets that may affect our performance. The level of our orders and net revenues from these non-ATE markets has varied in the past, and we expect will vary significantly in the future, as we work to build our presence in these markets and establish new markets for our products.

While the majority of our orders and net revenues are derived from the ATE market, our operating results do not always follow the overall trend in the ATE market in any given period. We believe that these anomalies may be driven by a variety of factors within the ATE market, including, for example, changing product requirements, longer time periods between new product offerings by OEMs and changes in customer buying patterns. In particular, demand for our mechanical and electrical products, which are sold exclusively within the ATE market, and our operating margins in these product segments have been affected by shifts in the competitive landscape, including (i) customers placing heightened emphasis on shorter lead times (which places increased demands on our available engineering and production capacity increasing unit costs) and ordering in smaller quantities (which prevents us from acquiring component materials in larger volumes at lower cost and increasing unit costs), (ii) the practice of OEM manufacturers to specify other suppliers as primary vendors, with less frequent opportunities to compete for such designations, (iii) the in-house manufacturing activities of OEM manufacturers building certain products we have historically sold to them, including manipulators and docking hardware, which has had the impact of significantly

reducing the size of the available market for those certain products (iv) the role of third-party test and assembly houses in the ATE market and their requirement of products with a greater range of use at the lowest cost, (v) customer supply chain management groups demanding lower prices and spreading purchases across multiple vendors, and (vi) certain competitors aggressively reducing their products' sales prices (causing us to either reduce our products' sales price to be successful in obtaining the sale or causing loss of the sale).

In addition, in recent periods we have seen instances where demand for ATE is not consistent for each of our product segments or for any given product within a particular product segment. This inconsistency in demand for ATE can be driven by a number of factors, but in most cases we have found the primary reason is unique customer-specific changes in demand for certain products driven by the needs of their customers or markets served. These shifts in market practices and customer-specific needs have had, and may continue to have, varying levels of impact on our operating results and are difficult to quantify or predict from period to period. Management has taken, and will continue to take, such actions it deems appropriate to adjust our strategies, products and operations to counter such shifts in market practices as they become evident.

Orders and Backlog

The following table sets forth, for the periods indicated, a breakdown of the orders received by product segment and market.

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015	Change $	Change %	Three Months Ended December 31, 2015	Change $	Change %
Orders:							
Thermal Products	$5,116	$ 6,433	$(1,317)	(20)%	$5,165	$ (49)	(1)%
Mechanical Products	2,625	2,534	91	4%	1,323	1,302	98%
Electrical Products	2,097	2,464	(367)	(15)%	838	1,259	150%
	$9,838	$11,431	$(1,593)	(14)%	$7,326	$2,512	34%
ATE market	$7,847	$ 9,297	$(1,450)	(16)%	$5,052	$2,795	55%
Non-ATE market	1,991	2,134	(143)	(7)%	2,274	(283)	(12)%
	$9,838	$11,431	$(1,593)	(14)%	$7,326	$2,512	34%

Total consolidated orders for the quarter ended March 31, 2016 were $9.8 million compared to $11.4 million for the same period in 2015 and $7.3 million for the quarter ended December 31, 2015. During the second quarter of 2015, we began to experience reduced demand from the ATE market in all of our product segments reflecting cyclical softness within this market. This reduced ATE market demand continued throughout 2015 and into the first quarter of

2016 to varying degrees for each of our product segments. While all of our products segments experienced improved demand from the ATE market in the first quarter of 2016 as compared to the preceding quarter, for our Thermal and Electrical Products segments the level of demand in the first quarter of 2016 remains below that which was experienced in the comparable prior period in 2015. Our Thermal Products segment has also experienced reduced levels of demand from certain of its customers in the non-ATE markets it serves. During the first quarter of 2016, total orders from non-ATE market customers declined 7% as compared to the same period in 2015, primarily reflecting a reduction in orders from the defense/aerospace and automotive markets which was partially offset by an increase from customers within the telecommunications market. During the first quarter of 2016, total orders from non-ATE market customers declined 12% as compared to the fourth quarter of 2015, primarily reflecting a reduction in orders from customers in the telecommunications and defense/aerospace markets which was partially offset by an increase in orders from customers in industrial markets.

At March 31, 2016, our backlog of unfilled orders for all products was approximately $3.5 million compared with approximately $5.0 million at March 31, 2015 and $2.4 million at December 31, 2015. Our backlog includes customer orders which we have accepted, substantially all of which we expect to deliver in 2016. While backlog is calculated on the basis of firm purchase orders, a customer may cancel an order or accelerate or postpone currently scheduled delivery dates. Our backlog may be affected by the tendency of customers to rely on short lead times available from suppliers, including us, in periods of depressed demand. In periods of increased demand, there is a tendency towards longer lead times that has the effect of increasing backlog. As a result, our backlog at a particular date is not necessarily indicative of sales for any future period.

Net Revenues

The following table sets forth, for the periods indicated, a breakdown of the net revenues by product segment and market.

	Three Months Ended March 31,		*Change*		*Three Months Ended December 31,*	*Change*	
	2016	*2015*	*$*	*%*	*2015*	*$*	*%*
Net revenues:							
Thermal Products	$5,194	$ 5,717	$ (523)	(9)%	$5,449	$(255)	(5)%
Mechanical Products	1,936	2,435	(499)	(20)%	1,345	591	44%
Electrical Products	1,517	2,036	(519)	(25)%	1,145	372	32%
	$8,647	$10,188	$(1,541)	(15)%	$7,939	$ 708	9%
ATE market	$6,069	$ 8,347	$(2,278)	(27)%	$5,252	$ 817	16%
Non-ATE market	2,578	1,841	737	40%	2,687	(109)	(4)%
	$8,647	$10,188	$(1,541)	(15)%	$7,939	$ 708	9%

Total consolidated net revenues for the quarter ended March 31, 2016 were $8.6 million compared to $10.2 million for the same period in 2015 and $7.9 million for the quarter ended December 31, 2015. The increases for our Mechanical and Electrical Products segments in the first quarter of 2016 as compared to the fourth quarter of 2015 primarily reflect the aforementioned increase in demand experienced during the first quarter of 2016 from the ATE market, although demand remains below the level experienced during the same period in 2015.

For our Thermal Products segment, net revenues from both ATE and non-ATE markets declined in the first quarter of 2016 as compared to the fourth quarter of 2015. Historically this segment has lagged our other two segments in both entering and exiting cyclical downturns within the ATE market. Although our Thermal Products segment experienced an increase in the level of its orders from ATE market customers in the first quarter of 2016 as compared to the fourth quarter of 2015, the level of shipments has not yet increased from the level at the end of 2015 nor returned to the level experienced during the same period in 2015. The decrease in net revenues from the ATE market for our Thermal Products segment during the first quarter of 2016 as compared to the same period in 2015 was partially offset by increased demand during the first quarter of 2016 from certain non-ATE market customers, including customers in the telecommunications market.

Product/Customer Mix

Our three product segments each have multiple products that we design, manufacture and market to our customers. Due to a number of factors, our products have varying levels of gross margin. The mix of products we sell in any period is ultimately determined by our customers' needs. Therefore, the mix of products sold in any given period can change significantly from the prior period. As a result, our consolidated gross margin can be significantly impacted in any given period by a change in the mix of products sold in that period.

We sell most of our products to semiconductor manufacturers and third-party test and assembly houses (end user sales) and to ATE manufacturers (OEM sales) who ultimately resell our equipment with theirs to both semiconductor manufacturers and third-party test and assembly houses. Our Thermal Products segment also sells into a variety of other markets including the automotive, consumer electronics, defense/aerospace, energy, industrial and telecommunications markets. The mix of customers during any given period will affect our gross margin due to differing sales discounts and commissions. For the quarters ended March 31, 2016 and 2015, our OEM sales as a percentage of net revenues were 6% and 8%, respectively.

OEM sales generally have a lower gross margin than end user sales, as OEM sales historically have had a more significant discount. Our current net operating margins on most OEM sales, however, are only slightly less than margins on end user sales because of the payment of third party sales commissions on most end user sales. We have also continued to experience demands from our OEM customers' supply chain managers to reduce our sales prices to them. If we cannot further reduce our manufacturing and operating costs, these pricing pressures will negatively affect our gross and operating margins.

Results of Operations

The results of operations for our three product segments are generally affected by the same factors. Separate discussions and analyses for each product segment would be repetitive. The discussion and analysis that follows, therefore, is presented on a consolidated basis and includes discussion of factors unique to each product segment where significant to an understanding of that segment.

Quarter Ended March 31, 2016 Compared to Quarter Ended March 31, 2015

Net Revenues. Net revenues were $8.6 million for the quarter ended March 31, 2016 compared to $10.2 million for the same period in 2015, a decrease of $1.5 million or 15%. We believe the decrease in our net revenues during the first quarter of 2016 primarily reflects the factors previously discussed in the Overview.

Gross Margin. Our consolidated gross margin was 47% for the quarter ended March 31, 2016 as compared to 48% for the same period in 2015. Although our fixed operating costs declined $167,000 in absolute dollar terms, they were not as fully absorbed due to the lower net revenue levels and, as a result, represented 16% of our net revenues for the first quarter of 2016 as compared to 15% for the same period in 2015. The $167,000 decline in the absolute dollar value of these costs primarily reflects lower salary and benefits expense in our Mechanical Products segment as a result of a workforce reduction that we implemented on January 4, 2016, as discussed further in Note 3 to our consolidated financial statements.

Selling Expense. Selling expense was $1.3 million for the quarter ended March 31, 2016 compared to $1.5 million for the same period in 2015, a decrease of $152,000 or 10%. The decrease primarily reflects lower levels of third party commission expense reflecting the decline in net revenues, and to a lesser extent, changes in customer mix in our Thermal Products segment.

Engineering and Product Development Expense. Engineering and product development expense was $991,000 for the first quarter of 2016 compared to $942,000 for the same period in 2015, an increase of $49,000 or 5%. The increase in engineering and product development expense primarily reflects increased spending on materials used in new product development in our Thermal Products segment.

General and Administrative Expense. General and administrative expense was $1.6 million for the first quarter of 2016 compared to $1.8 million for the same period in 2015, a decrease of $162,000 or 9%. Our expenses for the first quarter of 2016 include $99,000 of restructuring charges as a result of a workforce reduction implemented on January 4, 2016, as previously mentioned. Our expenses for the first quarter of 2015 included $320,000 for due diligence and transaction related costs associated with a potential acquisition which we decided not to pursue. Adjusted to exclude both of these items, our general and administrative expense would have increased $59,000, or 4%, for the first quarter of 2016 as compared to the same period in 2015. The $59,000 increase primarily reflects higher salary and benefits expense as a result of changes in compensation structure for our executive management team and increases in 401(k) matching contributions.

Income Tax Expense. For the quarter ended March 31, 2016, we recorded income tax expense of $43,000 compared to income tax expense of $233,000 for the same period in 2015. Our effective tax rate was 35% in each of the quarters ended March 31, 2016 and 2015, respectively. On a quarterly basis, we record income tax expense or benefit based on the expected annualized effective tax rate for the various taxing jurisdictions in which we operate our businesses.

Liquidity and Capital Resources

As discussed more fully in the Overview, our business and results of operations are substantially dependent upon the demand for ATE by semiconductor manufacturers and companies that specialize in the testing of ICs. The cyclical and volatile nature of demand for ATE makes estimates of future revenues, results of operations and net cash flows difficult.

Our primary historical source of liquidity and capital resources has been cash flow generated by our operations and we manage our businesses to maximize operating cash flows as our primary source of liquidity. We use cash to fund growth in our operating assets, for new product research and development, for acquisitions and for stock repurchases.

Liquidity

Our cash and cash equivalents and working capital were as follows:

	Mar. 31, 2016	Dec. 31, 2015
Cash and cash equivalents	$24,951	$25,710
Working capital	$30,128	$30,205

As of March 31, 2016, $1.8 million of our cash and cash equivalents was held by our foreign subsidiaries. When these funds are needed for our operations in the U.S., we may be required to accrue and pay U.S. taxes if we repatriate certain of these funds.

We currently expect our cash and cash equivalents and projected future cash flow to be sufficient to support our short term working capital requirements and the anticipated repurchase of shares under the 2015 Repurchase Plan (which is discussed more fully in Note 9 to our consolidated financial statements.) However, we may need additional financial resources to consummate a significant acquisition if the consideration in such a transaction would require us to utilize a substantial portion of, or an amount equal to or in excess of, our available cash. We do not currently have any credit facilities under which we can borrow to help fund our working capital or other requirements.

In addition, in recent years, our Mechanical Products segment has experienced significant operating losses. We have undertaken actions at various times over the last few years to address these losses. As previously discussed, on January 4, 2016, we implemented a workforce reduction which resulted in our recording a restructuring charge of $99,000 in the first quarter of 2016. The annualized savings from these actions are estimated to be approximately $690,000. Our review of the operations of this product segment is ongoing with the goal of identifying additional opportunities for cost reduction and revenue growth. We cannot be certain that our efforts to restructure this operation to achieve profitability will be successful. These efforts could require us to utilize additional financial resources to pay severance or fund other costs associated with the restructuring of this operation, which would reduce the amount of our cash and cash equivalents available to fund our short-term working capital requirements.

Cash Flows

Operating Activities. Net cash used in operations for the three months ended March 31, 2016 was $319,000. During the three months ended March 31, 2016, we recorded net earnings of $81,000, which included non-cash charges of $160,000 for depreciation and amortization. During the three months ended March 31, 2016, accounts receivable and accounts payable increased $907,000 and $456,000, respectively, compared to the levels at the end of 2015. These increases primarily reflect increased business activity during the first quarter of 2016 as compared to the fourth quarter of 2015, particularly in the latter half of the quarter. During the three months ended March 31, 2016, accrued wages and benefits decreased $299,000, primarily reflecting the payment of profit-based bonuses that had been accrued on our earnings for 2015.

Investing Activities. During the three months ended March 31, 2016 purchases of property and equipment were $38,000. We have no significant commitments for capital expenditures for the balance of 2016, however, depending upon changes in market demand or manufacturing and sales strategies, we may make such purchases or investments as we deem necessary and appropriate.

Financing Activities. During the three months ended March 31, 2016, we utilized $471,000 to repurchase 114,688 shares of our common stock under the 2015 Repurchase Plan.

New or Recently Adopted Accounting Standards

See the Notes to the consolidated financial statements for information concerning the implementation and impact of new or recently adopted accounting standards.

Critical Accounting Policies

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to inventories, long-lived assets, goodwill, identifiable intangibles and deferred income tax valuation allowances. We base our estimates on historical experience and on appropriate and customary assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Some of these accounting estimates and assumptions are particularly sensitive because of their significance to our consolidated financial statements and because of the possibility that future events affecting them may differ markedly from what had been assumed when the financial statements were prepared. As of March 31, 2016, there have been no significant changes to the accounting policies that we have deemed critical. These policies are more fully described in our 2015 Form 10-K.

Off -Balance Sheet Arrangements

There were no off-balance sheet arrangements during the three months ended March 31, 2016 that have or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our interests.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This disclosure is not required for a smaller reporting company.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Exchange Act. Because there are inherent limitations in all control systems, a control system, no matter how well conceived and operated, can provide only reasonable, as opposed to absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Our management, including the CEO and CFO, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Accordingly, our management has designed the disclosure controls and procedures to provide reasonable assurance that the objectives of the control system were met.

CEO/CFO Conclusions about the Effectiveness of the Disclosure Controls and Procedures. As required by Rule 13a-15(b), inTEST management, including our CEO and CFO, conducted an evaluation as of the end of the period covered by this Report, of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our CEO and CFO concluded that, as of the end of the period covered by this Report, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

During the period covered by this Report, there has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time we may be a party to legal proceedings occurring in the ordinary course of business. We are not currently involved in any material legal proceedings.

Item 1A. Risk Factors

Information regarding the primary risks and uncertainties that could materially and adversely affect our future performance or could cause actual results to differ materially from those expressed or implied in our forward-looking statements, appears in Part I, Item 1A -- "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission on March 29, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information with respect to purchases made by us, or on our behalf, of our common stock during the three months ended March 31, 2016:

Period	*Total Number of Shares Repurchased*	*Average Price Paid Per Share*	*Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*	*Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs*
January 1-31	52,584	$4.26	52,584	$4,622,000
February 1-29	32,440	$4.04	32,440	$4,491,000
March 1-31	29,664	$3.80	29,664	$4,379,000
Total	114,688	$4.08	114,688	

On October 27, 2015 our Board of Directors authorized the repurchase of up to $5.0 million of our common stock from time to time on the open market, in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, or in privately negotiated transactions (the "2015 Repurchase Plan"). Repurchases to date have been made under a Rule 10b5-1 plan entered into with RW Baird & Co, which permits shares to be repurchased when we might otherwise be precluded from doing so under insider trading laws. The timing and amount of any shares repurchased under the 2015 Repurchase Plan will be determined by our management, based on our evaluation of market conditions and other factors. The 2015 Repurchase Plan does not obligate us to repurchase any particular amount of common stock and may be suspended or discontinued at any time without prior notice. The 2015 Repurchase Plan will be funded using our operating cash flow or available cash.

For the three months ended March 31, 2016, we repurchased 114,688 shares under the repurchase plan at a fair market value of $468,000. All of the repurchased shares were retired. Fees paid to our broker related to the repurchase of these shares totaled $3,000.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. 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 Index to Exhibits immediately following the signature page, which Index to Exhibits is incorporated herein by reference.

Signatures

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 thereunto duly authorized.

inTEST Corporation

Date:	May 13, 2016	/s/ Robert E. Matthiessen Robert E. Matthiessen *President and Chief Executive Officer*
Date:	May 13, 2016	/s/ Hugh T. Regan, Jr. Hugh T. Regan, Jr. *Secretary, Treasurer and Chief Financial Officer*

Index to Exhibits

10.1	Form of Restricted Stock Award Agreement.*
10.2	Form of Non-Qualified Stock Option Agreement.*
10.3	Form of Incentive Stock Option Agreement.*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a).
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Indicates a management contract or compensatory plan, contract or arrangement in which a director or executive officers participate.

EXHIBIT 10.1

inTEST CORPORATION

Restricted Stock Award Agreement for

____

We are pleased to advise you that inTEST Corporation (the "Company") hereby grants to you under the inTEST Corporation _______ Stock Plan (the "Plan"), an award of restricted stock with respect to _____________ shares of Common Stock of the Company, subject to your signing this Agreement and the provisions hereof. This award is subject in all respects to the applicable provisions of the Plan, a complete copy of which has been furnished to you and receipt of which you acknowledge by acceptance of the award. Such provisions are incorporated herein by reference and made a part hereof (including all defined terms).

1. **Issuance of Shares.** Upon your execution and delivery of this Agreement and one or more instruments of transfer relating to all shares issuable pursuant to this Agreement (the "Shares"), you will be issued _______________ Shares of Common Stock as of _________________ (the "Grant Date"), subject to the terms, conditions and restrictions of this Agreement and the Plan. Such Shares shall be registered in your name, but the Company shall retain custody of any certificates issued for such Shares pending the vesting or forfeiture thereof. Upon the vesting of any such Shares, the Company shall deliver to you the certificates for such Shares.

2. **Vesting.**

(i) Shares of Common Stock issued to you under this Agreement shall vest according to the following schedule:

____.

(ii) In the event that you become entitled to a fractional Share, such fractional Share shall not vest unless and until the participant becomes entitled to such number of fractional Shares as shall be equal in sum to a whole Share;

3. **Conditions to Vesting.** As a condition to the vesting of Shares, all of the following conditions must be fully satisfied on the applicable vesting date:

(i) You must have been in the continuous employ of the Company, or continuously engaged to provide services to the Company, through and including the date of vesting, and no event shall have occurred which, with due notice or lapse of time, or both, would entitle the Company to terminate your employment or engagement with the Company.

(ii) You must not be in breach or default of any obligation to the Company, whether or not contained in any agreement with the Company or imposed by law.

4. **Death, Disability or Change of Control.** Shares of Common Stock issued under this Agreement shall become immediately and fully vested in the event: (A) you die; (B) you incur a Disability; or (C) a Change of Control occurs; *provided*, *however*, that you satisfy the requirements of Section 3 of this Agreement. For purposes of this Agreement, the term "Disability" shall mean a condition of total mental or physical incapacity for further performance of a person's duty with the Company that the Committee determines, on the basis of competent medical evidence, is likely to be permanent and constitutes a "disability" within the meaning of section 22(e)(3) of the Internal Revenue Code. The term "Change of Control" is defined in the Plan.

5. **Transferability**. The Shares of Common Stock issued to you under this Agreement shall not be transferable by you prior to the date such Shares become vested under the terms of this Agreement and the Plan.

6. **Restrictive Legend.** Certificates for the Shares with respect to which the vesting requirements have not been met shall be inscribed with the following legend:

> "The shares of stock evidenced by this certificate are subject to the terms and restrictions of a Restricted Stock Award Agreement. They are subject to forfeiture under the terms of that Agreement if they are transferred, sold, pledged, given, hypothecated, or otherwise disposed of, other than through death or disability. A copy of that Agreement is available from the Secretary of inTEST Corporation upon request."

7. **Removal of Restrictive Legend.** When the vesting requirements on any Shares have not been met, the Company shall cause a replacement stock certificate for those Shares, without the legend referred to in Section 6, to be issued and delivered to you, as soon as practicable.

8. **No Right to Employment.** Neither the award of Shares pursuant to this Agreement nor any provision of this Agreement shall be construed (i) to give you any right to continued employment with the Company or (ii) as an amendment to your employment agreement with the Company.

9. **Forfeiture**. Shares of Common Stock issued to you under this Agreement not previously vested hereunder shall be forfeited as of the date your employment by, or engagement to provide services to, the Company and all affiliates thereof terminates. Following such a forfeiture, you shall have no rights whatsoever with respect to the Shares of Common Stock forfeited.

10. **Voting, Dividend and Tender Offer Rights**. You shall have all voting, dividend and tender offer rights with respect to Shares of Common Stock issued to you under this Agreement whether or not such Shares are vested or unvested. Cash dividends shall be distributed to you. Stock dividends shall be issued to you and shall become vested under the same terms and conditions as the Shares under the award of restricted stock to which they pertain.

11. **Withholding of Applicable Taxes.** It shall be a condition to the Company's obligation to deliver Common Stock to you pursuant to this Agreement that you pay, or make provision satisfactory to the Company for the payment of, any taxes (other than stock transfer taxes) the Company is obligated to collect with respect to the delivery of Common Stock under this Agreement, including any applicable federal, state, or local withholding or employment taxes.

12. **Amendment**. This Agreement may be amended, in whole or in part and in any manner not inconsistent with the provisions of the Plan, at any time and from time to time, by written agreement between the Company and you.

The undersigned hereby acknowledges this award of restricted stock on behalf of the Company.

inTEST Corporation

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

Date: _____________________

To indicate your acceptance and agreement to this Restricted Stock Award, please execute and immediately return to the Company the enclosed duplicate original of this Agreement.

ACCEPTED AND AGREED TO:

____ Date: _________________

EXHIBIT 10.2

inTEST Corporation

Non-Qualified Stock Option Agreement

inTEST Corporation, a Delaware corporation ("inTEST"), hereby grants to ____________________ (the "optionee") an option to purchase a total of ______________________ (______________) shares of the Common Stock (the "Option Shares") of inTEST, at the price and on the terms and conditions set forth herein and in all respects subject to the terms, conditions and provisions of the inTEST Corporation _________ Stock Plan applicable to options granted pursuant to the Non-Qualified Plan (the "Plan"), which terms, conditions and provisions are hereby incorporated herein by reference. Unless the context herein otherwise requires, the terms defined in the Plan shall have the same meanings herein.

1. Term of Option

This Option is granted as of _______________ (the "Date of Grant") and it may not be exercised later than the close of business on _________________ (the "Expiration Date"); however, this Option is subject to earlier termination as set forth in this Option Agreement and in the Plan.

2. Option Exercise Price

The Option exercise price ("Option Price") is ____________________________ ($____) per Option Share.

3. Exercise of Option

This Option is exercisable during its term only in accordance with the terms, conditions and provisions of the Plan and this Option Agreement as follows:

(a) *Right to Exercise*. This Option shall vest at the rate of : _______________________, provided, however, that the Optionee is in the service of inTEST or any of its Affiliates on the date of such vesting. This Option may be exercised, in whole or in part, up to the amount vested through the date of exercise to the extent not earlier exercised and otherwise in accordance with the terms, conditions and provisions of the Plan and this Option Agreement.

(b) *Method of Exercise*. When exercisable, this Option shall be exercised only upon receipt by inTEST, in form and substance acceptable to inTEST, of (i) written notice of such exercise and (ii) payment in full of the Option Price for the Option Shares to be purchased. Each such notice shall (i) specify the number of Option Shares to be purchased, and (ii) satisfy the securities law requirements set forth in the Plan.

(c) *Restrictions on Exercise*. This Option may not be exercised if the issuance of the Option Shares upon such exercise would constitute a violation of any applicable federal or state securities laws or regulations or other laws or regulations. As a condition to the exercise of this Option, inTEST may require the Optionee to make any representations and warranties to inTEST as inTEST deems necessary or appropriate under any applicable law or regulation.

4. Payment for Option Shares

The Optionee shall pay for the shares (i) in cash, (ii) by bank check payable to the order of inTEST or (iii) by such other mode of payment as inTEST may approve.

5. Transfer of Option Shares

Option Shares may not be sold, pledged, assigned, hypothecated, gifted, transferred or disposed of in any manner without compliance with all applicable federal and state securities laws and regulations, and an appropriate legend referring to any restrictions on transfer and any other restrictions imposed herein or under the Plan may be endorsed on the certificates representing Option Shares.

6. Transfer of Option

This Option may not be sold, pledged, assigned, hypothecated, gifted, transferred or disposed of in any manner, either voluntarily or involuntarily by operation of law, other than by will or by the laws of dissent or distribution, and may be exercised during the lifetime of the Optionee only by the Optionee. Subject to the foregoing, the terms of the Plan and the terms of this Option Agreement shall be binding upon the executors, administrators, heirs, successors and assigns of the Optionee.

7. Termination of Options

This Option shall expire as set forth above and may not be exercised later than the Expiration Date. Notwithstanding the foregoing, this Option may not be exercised after the first to occur of the following:

(i) the date set by the Board of Directors to be an accelerated expiration date after a finding by the Board of Directors of inTEST (the "Board of Directors") that a change in the financial accounting treatment for options from that in effect on the date the Plan was adopted materially adversely affects inTEST or, in the determination of the Board of Directors, may materially adversely affect inTEST in the foreseeable future, provided the Board of Directors may take whatever action, including acceleration of any exercise provisions, it deems necessary should it make the determination referred to above;

(ii) expiration of one (1) year from the date the Optionee's service with inTEST (or any of its Affiliates) terminates for any reason, other than for cause, in which case this Option shall expire immediately; or

(iii) in the event of a "Change in Control" (as defined in the Plan), the expiration date of any Option which has vested may be accelerated to a date not earlier than thirty (30) days after notice of such acceleration is given to the Optionee, and any Option which has not vested may be terminated.

8. Amendment of Option

inTEST has the right to amend this Option, subject to the Optionee's consent if such amendment is not favorable to the Optionee, except that the consent of the Optionee shall not be required for any amendment made pursuant to the Plan.

9. Amendment of the Plan

Subject to certain restrictions contained in the Plan, the Board of Directors of inTEST may amend the Plan from time to time in such manner as it may deem advisable.

10. Continued Service

The grant of this Option shall not be construed to imply or constitute evidence of any agreement, express or implied, on the part of inTEST to continue the service of the Optionee with inTEST or any of its Affiliates.

11. Withholding of Taxes

If required by inTEST, the Optionee shall, as a condition to the exercise of the Option and the issuance of Option Shares or the transfer of the Option Shares, remit to inTEST the amount of any federal, state or local taxes, including FICA taxes and other employment taxes, required to be withheld or paid under applicable law. To the extent that such taxes are not collected upon the exercise of the Option, inTEST may withhold a portion of the Option Shares or take whatever other action it deems necessary to collect all required taxes due upon the exercise of the Option or transfer of the Option Shares.

12. Entire Agreement

This Option Agreement, together with the Plan, represents the entire agreement between the parties.

13. Governing Law

This Option Agreement shall be construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, inTEST executes this Option Agreement as of the day and year set forth above.

inTEST Corporation

By: ________________________________

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

* *

ACKNOWLEDGMENT

The Optionee acknowledges receipt of a copy of the Plan and a copy of the Prospectus covering the Option Shares to be issued pursuant to the Plan, copies of which are attached hereto, and Optionee represents that he or she has read and is familiar with the terms, conditions and provisions thereof and hereby accepts the Option granted _______________ subject to all the terms, conditions and provisions thereof. The Optionee hereby agrees to accept as binding, conclusive and final, all decisions or interpretations of the Board of Directors or the Committee upon any questions arising under the Plan.

Date: ____________________ ____

Name:

Address:

* *

NOTICE OF EXERCISE OF STOCK OPTION

To: inTEST Corporation
804 East Gate Drive, Suite 200
Mt. Laurel, NJ 08054
Attn: Chief Financial Officer

______________, 20___

In accordance with Section 4 of the Non-Qualified Stock Option Agreement dated as of ______________________ (the "Option"), I hereby irrevocably elect to exercise the Option to purchase ______________ Option Shares of the Common Stock of inTEST Corporation (the "Corporation") at the exercise price of ____________________________ ($____) per Option Share and deliver herewith a bank check payable to the order of the Corporation for the aggregate exercise price of $_________________.

Signature*: ________________________________
Name*:
Address:

Phone:
SS #:

* The signature and name should correspond exactly with the name on the first page of the Option.

inTEST Corporation

Incentive Stock Option Agreement

inTEST Corporation, a Delaware corporation ("inTEST"), hereby grants to __________________ (the "Optionee") an option to purchase a total of ___________________ (_________) shares of the Common Stock (the "Option Shares") of inTEST, at the price and on the terms and conditions set forth herein and in all respects subject to the terms, conditions and provisions of the inTEST Corporation _______ Stock Plan (the "Plan") applicable to incentive options, which terms, conditions and provisions are hereby incorporated herein by reference. Unless the context herein otherwise requires, the terms defined in the Plan shall have the same meanings herein.

1. Nature of Option

This Option is intended to be an incentive stock option within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code").

2. Term of Option

This Option is granted as of _______________ (the "Date of Grant") and it may not be exercised later than the close of business on _________________ (the "Expiration Date"); however, this Option is subject to earlier termination as set forth in this Option Agreement and in the Plan.

3. Option Exercise Price

The Option exercise price ("Option Price") is ____________________________ ($____) per Option Share.

4. Exercise of Option

This Option is exercisable during its term only in accordance with the terms, conditions and provisions of the Plan and this Option Agreement as follows:

(a) *Right to Exercise*. This Option shall vest at the rate: ________________________________, provided, however, that the Optionee is in the employ of inTEST or any of its Affiliates on such anniversary date. This Option may be exercised, in whole or in part, up to the amount vested through the date of exercise to the extent not earlier exercised and otherwise in accordance with the terms, conditions and provisions of the Plan and this Option Agreement.

(b) *Method of Exercise.* When exercisable, this Option shall be exercised only upon receipt by inTEST, in form and substance acceptable to inTEST, of (i) written notice of such exercise and (ii) payment in full of the Option Price for the Option Shares to be purchased and any additional amount described in Section 13 below. Each such notice shall (i) specify the number of Option Shares to be purchased, (ii) satisfy the securities law requirements set forth in the Plan, and (iii) contain a statement by the Optionee acknowledging that the Option will not be treated as an incentive stock option for federal income tax purposes if the Option is exercised more than three (3) months after the termination of employment, or if the Option Shares are sold or otherwise disposed of within one (1) year of exercise or two (2) years from the Date of Grant.

(c) *Restrictions on Exercise*. This Option may not be exercised if the issuance of the option Shares upon such exercise would constitute a violation of any applicable federal or state securities laws or regulations or other laws or regulations. As a condition to the exercise of this Option, inTEST may require the Optionee to make any representations and warranties to inTEST as inTEST deems necessary or appropriate under any applicable law or regulation.

5. Payment for Option Shares

The Optionee shall pay for the shares (i) in cash, (ii) by bank check payable to the order of inTEST or (iii) by such other mode of payment as inTEST may approve.

6. Transfer of Option Shares

Option Shares may not be sold, pledged, assigned, hypothecated, gifted, transferred or disposed of in any manner without compliance with all applicable federal and state securities laws and regulations, and an appropriate legend referring to any restrictions on transfer and any other restrictions imposed herein or under the Plan may be endorsed on the certificates representing Option Shares.

7. Disqualifying Disposition

The Optionee shall notify inTEST if any Option Shares received upon exercise of this Option are sold, assigned, gifted, transferred or disposed of in any manner within one (1) year of exercise or two (2) years from the Date of Grant (a "Disqualifying Disposition"). In the event of a Disqualifying Disposition, the Optionee shall, upon request of inTEST, provide inTEST with the amount of any federal, state or local taxes that inTEST is required to withhold with respect to such Disqualifying Disposition. If inTEST does not withhold income taxes from the Optionee with respect to a Disqualifying Disposition, the Optionee shall timely pay all income taxes resulting from such Disqualifying Disposition, shall provide inTEST with such information as requested by inTEST to substantiate the payment of such taxes, and shall indemnify inTEST against penalties or other damages imposed upon inTEST for failure to withhold taxes, to the extent such penalties or damages could have been reduced or offset had the Optionee paid his or her income taxes attributable to the Disqualifying Disposition or are otherwise attributable to the Optionee's failure to pay his or her taxes.

8. Transfer of Option

This Option may not be sold, pledged, assigned, hypothecated, gifted, transferred or disposed of in any manner, either voluntarily or involuntarily by operation of law, other than by will or by the laws of descent or distribution, and may be exercised during the lifetime of the Optionee only by the Optionee. Subject to the foregoing, the terms of the Plan and the terms of this Option Agreement shall be binding upon the executors, administrators, heirs, successors and assigns of the Optionee.

9. Termination of Options

This Option shall expire as set forth above and may not be exercised later than the Expiration Date. Notwithstanding the foregoing, this Option may not be exercised after the first to occur of the following:

(i) five years from the Date of Grant, if on such date the Optionee owns directly or by attribution under the Code, shares possessing more than ten percent (10%) of the total combined voting power of all classes of stock of inTEST;

(ii) the date set by the Board of Directors of inTEST (the "Board of Directors") to be an accelerated expiration date after a finding by the Board of Directors that a change in the financial accounting treatment for options from that in effect on the date the Plan was adopted materially adversely affects inTEST or, in the determination of the Board of Directors, may materially adversely affect inTEST in the foreseeable future, provided the Board of Directors may take whatever action, including acceleration of any exercise provisions, it deems necessary should it make the determination referred to above

(iii) expiration of one (1) year from the date the Optionee's employment or service with inTEST (or any of its Affiliates) terminates for any reason other than if the Optionee has been discharged from employment with inTEST for Cause (as defined in the Plan), in which case, this Option shall expire immediately; or

(iv) in the event of a "Change in Control" (as defined in the Plan), the expiration date of any Option which has vested may be accelerated to a date not earlier than thirty (30) days after notice of such acceleration is given to the Optionee, and any Option which has not vested may be terminated.

10. Amendment of Option

inTEST has the right to amend this Option, subject to the Optionee's consent if such amendment is not favorable to the Optionee, except that the consent of the Optionee shall not be required for any amendment made pursuant to the Plan.

11. Amendment of the Plan

Subject to certain restrictions contained in the Plan, the Board of Directors of inTEST may amend the Plan from time to time in such manner as it may deem advisable.

12. Continued Employment

The grant of this Option shall not be construed to imply or constitute evidence of any agreement, express or implied, on the part of inTEST to continue the employment of the Optionee with inTEST or any of its Affiliates.

13. Withholding of Taxes

If required by inTEST, the Optionee shall, as a condition to the exercise of the Option and the

If required by inTEST, the Optionee shall, as a condition to the exercise of the Option and the issuance of Option Shares or the transfer of the Option Shares, remit to inTEST the amount of any federal, state or local taxes, including FICA taxes and other employment taxes, required to be withheld or paid under applicable law. To the extent that such taxes are not collected upon the exercise of the Option, inTEST may withhold a portion of the Option Shares or take whatever other action it deems necessary to collect all required taxes due upon the exercise of the Option or transfer of the Option Shares.

14. Entire Agreement

This Option Agreement, together with the Plan, represents the entire agreement between the parties.

15. Governing Law

This Option Agreement shall be construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, inTEST executes this Option Agreement as of the day and year set forth above.

inTEST Corporation

By:______________________________
Hugh T. Regan, Jr.
Chief Financial Officer

* *

ACKNOWLEDGMENT

The Optionee acknowledges receipt of a copy of the Plan and a copy of the Prospectus covering the Option Shares to be issued pursuant to the Plan, copies of which are attached hereto, and Optionee represents that he or she has read and is familiar with the terms, conditions and provisions thereof and hereby accepts the Option granted __________________ subject to all the terms, conditions and provisions thereof. The Optionee hereby agrees to accept as binding, conclusive and final, all decisions or interpretations of the Board of Directors or the Committee upon any questions arising under the Plan.

Date: ____________________ ____
Name:

Address:

* *

NOTICE OF EXERCISE OF STOCK OPTION

To: inTEST Corporation
7 Esterbrook Lane
Cherry Hill, NJ 08003
Attn: Chief Financial Officer

_____________, 20___

In accordance with Section 4 of the Incentive Stock Option Agreement granted as of ____________________ (the "Option"), I hereby irrevocably elect to exercise the Option to purchase ____________________ Option Shares of the Common Stock of inTEST Corporation (the "Corporation") at the exercise price of _______________________________ ($____) per Option Share and deliver herewith a bank check payable to the order of the Corporation for the aggregate exercise price of $__________________.

I agree to notify the Chief Financial Officer of the Corporation at the address set forth above, or at such other address as the Corporation may designate in the future, in the event I sell, assign, gift, transfer or otherwise dispose of any of the Option Shares within one (1) year of exercise or two (2) years from the Date of Grant (a "Disqualifying Disposition").

I understand that any Disqualifying Disposition of the Option Shares will result in the Option not qualifying as an incentive stock option with respect to such Option Shares. If requested by the Corporation, I will provide the Corporation the amount of any taxes the Corporation is required to withhold as a result of a Disqualifying Disposition of Option Shares. Furthermore, the Option must be exercised within three (3) months following the termination of my employment with the Corporation in order to maintain the incentive stock option status with respect to Option Shares issuable upon such exercise.

Signature*: ______________________________
Name*:
Address:

Phone:
SS #:

*** The signature and name should correspond exactly with the name on the first page of the Option.**

EXHIBIT 31.1

CERTIFICATION

I, Robert E. Matthiessen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of inTEST Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2016

/s/ Robert E. Matthiessen
Robert E. Matthiessen
President and Chief Executive Officer

CERTIFICATION

I, Hugh T. Regan, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of inTEST Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2016

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

EXHIBIT 32.1

inTEST CORPORATION

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of inTEST Corporation (the "Company") on Form 10-Q for the period ending March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert E. Matthiessen, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 13, 2016

/s/ Robert E. Matthiessen
Robert E. Matthiessen
President and Chief Executive Officer

EXHIBIT 32.2

inTEST CORPORATION

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of inTEST Corporation (the "Company") on Form 10-Q for the period ending March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Hugh T. Regan, Jr., Secretary, Treasurer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 13, 2016

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