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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

November 5, 2021
Date of Report (Date of earliest event reported)

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

Delaware	**1-36117**	**22-2370659**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

804 East Gate Drive, Suite 200, Mt. Laurel, New Jersey 08054
(Address of Principal Executive Offices, including zip code)

(856) 505-8800
(Registrant's Telephone Number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Trading Symbol**	**Name of Each Exchange on Which Registered**
Common Stock, par value $0.01 per share	INTT	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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

Item 2.02. Results of Operations and Financial Condition

On November 5, 2021, inTEST Corporation (the "Company") issued a press release, held a webcast conference call (as previously announced) and posted the conference call presentation to its website regarding its financial results for the third quarter ended September 30, 2021. The Company's press release is furnished as Exhibit 99.1, the conference call presentation is furnished as Exhibit 99.2 and the textual representation of the conference call is furnished as Exhibit 99.3 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

Exhibit No.	Description
99.1	2021 Third Quarter Results Press Release dated November 5, 2021.
99.2	2021 Third Quarter Results Conference Call Presentation dated November 5, 2021.
99.3	Textual representation of conference call of November 5, 2021.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

inTEST CORPORATION

By: /s/ Duncan Gilmour.
Duncan Gilmour
Chief Financial Officer, Treasurer and Secretary

Date: November 9, 2021

EXHIBIT 99.1

inTEST Corporation

NEWS RELEASE

804 East Gate Drive, Suite 200, Mt. Laurel, NJ 08054

FOR IMMEDIATE RELEASE

inTEST Reports 46% Revenue Growth and Advances 5-Point Strategy in Third Quarter 2021

- *Net revenue increased 46% over prior-year period to $21.1 million due to strength of semiconductor and industrial markets; multimarket revenue grew 22% sequentially*
- *Solid margins resulted in earnings per diluted share of $0.20, in line with guidance*
- *Generated strong cash from operations of $4.3 million in the quarter and $8.1 million year-to-date*
- *Advancing growth strategy with two acquisitions completed subsequent to quarter end; expected to be more than $0.05 accretive to diluted earnings per share in the first year*
- *Increased financial flexibility with new credit facility and enhanced capital structure with low-cost term borrowing following quarter end*

Mt. Laurel, NJ - November 5, 2021 - inTEST Corporation (NYSE American: INTT), a global supplier of innovative test and process solutions for use in manufacturing and testing across a wide range of markets, including automotive, defense/aerospace, industrial, life sciences, semiconductor and telecommunications, today announced financial results for the quarter ended September 30, 2021.

"We delivered solid third quarter results that we believe demonstrate that we are successfully executing on our 5-Point Strategy, which is focused on driving growth and diversifying our markets and customer base. Multimarket revenue grew 22% sequentially and while our semiconductor business declined sequentially, it remains at historically high levels. Our strong margins and net income were in our expected range even as we continue to manage the ongoing challenges of supply chain constraints. Of note, we continued to generate strong cash flow in the quarter and improved our financial flexibility subsequent to quarter end with a new credit facility that will support our long-term strategy," commented Nick Grant, President and CEO.

Mr. Grant added, "Following the end of the third quarter, we successfully closed two acquisitions in support of our 5-Point Strategy. Each adds to our product platform offerings and technical expertise, while expanding our customer base to adjacent, high-growth markets. Importantly, we believe we can scale these businesses with targeted investments and benefit from secular tailwinds in the life sciences markets.

"While acquisitions will continue to be a key element of our 5-Point Strategy, we are also focused on driving organic growth. We believe our new product development efforts combined with a robust pipeline of new customer opportunities provide catalysts for further differentiation of our business and growth in revenue and profitability over the long-term."

Third Quarter 2021 Revenue

($ in 000s)	**Three Months Ended**									
					Change				**Change**	
	9/30/2021		**6/30/2021**		**$**	**%**	**9/30/2020**		**$**	**%**
Net Revenue										
Multimarket (1)	$ 7,488	35.4%	$ 6,143	28.2%	$ 1,345	21.9%	$ 7,056	48.9%	$ 432	6.1%
Semi Market (2)	13,656	64.6%	15,677	71.8%	(2,021)	-12.9%	7,387	51.1%	6,269	84.9%
	$ 21,144	100.0%	$ 21,820	100.0%	$ (676)	-3.1%	$ 14,443	100.0%	$ 6,701	46.4%

(1) Multimarket: These amounts include all net revenue from markets other than the semiconductor market.
(2) Semi Market: These amounts include all net revenue from the semiconductor market.

The increase in multimarket revenue reflects the ongoing, broad-based recovery within industrial sectors. The Company also has benefited from new product introductions and the reopening of trade shows, which has resulted in new customer opportunities and wins. The electric vehicle market continues to gain traction with a variety of applications for inTEST's induction heating technology.

Semi market revenue remained robust as global demand for semiconductors continues to drive investment in the industry.

The Company's top 5 customers represented approximately 36% of third quarter net revenue with the largest customer representing approximately 14%.

Third Quarter 2021 Operating Results

	Three Months Ended						
($ in 000s)			Change			Change	
	9/30/2021	**6/30/2021**	**$**	**%**	**9/30/2020**	**$**	**%**
Gross profit	$ 10,395	$ 10,962	$ (567)	-5.2%	$ 6,450	$ 3,945	61.2%
Gross margin	49.2%	50.2%			44.7%		
Operating income	$ 2,549	$ 3,035	$ (486)	-16.0%	$ 427	$ 2,122	497.0%
Operating margin	12.1%	13.9%			3.0%		
Net earnings (GAAP)	$ 2,175	$ 2,609	$ (434)	-16.6%	$ 458	$ 1,717	374.9%
Net earnings per diluted share (GAAP)	$ 0.20	$ 0.24			$ 0.04		
Adjusted net earnings (Non-GAAP) (1)	$ 2,480	$ 2,910	$ (430)	-14.8%	$ 750	$ 1,730	230.7%
Adjusted net earnings per diluted share (Non-GAAP) (1)	$ 0.23	$ 0.27			$ 0.07		
Adjusted EBITDA (Non-GAAP) (1)	$ 3,388	$ 3,984	$ (596)	-15.0%	$ 993	$ 2,395	241.2%
Adjusted EBITDA margin (Non-GAAP) (1)	16.0%	18.3%			6.9%		

(1) Adjusted net earnings, adjusted net earnings per diluted share, adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures. Further information can be found under "Non-GAAP Financial Measures." See also the reconciliations of GAAP financial measures to non-GAAP financial measures that accompany this press release.

The sequential change in gross margin reflected higher component material costs not yet fully covered by price improvements as well as changes in product mix and less favorable absorption of fixed manufacturing costs. Year-over-year improvement in gross margin reflects higher volume and improved product mix.

Compared with the second quarter of 2021, selling expense was up $236,000, or 9%, to $2.8 million, primarily reflecting increased headcount, a return to more normal levels of travel as restrictions are lifted, and an increase in spending on new advertising initiatives. Engineering and product development expense remained relatively unchanged compared with the trailing period.

General and administrative expense decreased $149,000, or 4%, compared with the second quarter, while restructuring and other charges decreased $146,000, or 74%, sequentially. The second quarter expense included $347,000 related to non-recurring CFO transition costs. The decrease in CFO transition related costs was partially offset by an increase in expenses related to merger and acquisition activities during the third quarter.

Balance Sheet and Cash Flow Review

Cash and cash equivalents at the end of the third quarter were $18.7 million, up $4.1 million, or 28%, from June 30, 2021. During the quarter, the Company generated $4.3 million of cash from operations.

In October 2021, inTEST executed a new five-year credit agreement that includes a $25 million non-revolving delayed draw term loan and a $10 million revolving credit facility that replaced its previous $10 million facility, which had no borrowings at the end of the third quarter of 2021. Subsequent to quarter end, the Company used $12 million of its new credit facility and $500,000 in cash for the two acquisitions announced in October, excluding acquisition costs.

Capital expenditures during the third quarter were $114,000, up from $75,000 in the second quarter.

Orders and Backlog Summary

($ in 000s)	Three Months Ended									
					Change				Change	
	9/30/2021		6/30/2021		$	%	9/30/2020		$	%
Orders										
Multimarket	$ 7,783	36.8%	$ 8,573	34.1%	$ (790)	-9.2%	$ 7,164	49.7%	$ 619	8.6%
Semi Market	13,365	63.2%	16,532	65.9%	(3,167)	-19.2%	7,263	50.3%	6,102	84.0%
	$ 21,148	100.0%	$ 25,105	100.0%	$ (3,957)	-15.8%	$ 14,427	100.0%	$ 6,721	46.6%

	As of						
			Change			Change	
	9/30/2021	6/30/2021	$	%	9/30/2020	$	%
Backlog	$ 20,428	$ 20,424	$ 4	0.0%	$ 8,722	11,706	134.2%

Demand for the Company's products and solutions remains robust, while the trend of growth has moderated from recent historical highs. The Company has secured new orders in its targeted cannabis and electric vehicle markets and is making inroads in working with original equipment manufacturers ("OEMs") to support semi market demand.

Approximately 75% of the September 30, 2021 backlog is expected to convert to sales in the fourth quarter.

Executing Acquisition Strategy

On October 7, 2021, inTEST acquired substantially all of the assets of Z-Sciences Corp., a developer of ultra-cold storage solutions for the life sciences cold chain market. This small, tuck-in transaction enhances the Company's technology, adds new talent, and provides a low-cost entry into this fast growing, fragmented market.

On October 28, 2021, inTEST expanded its process technology offerings with the acquisition of Videology Imaging Solutions ("Videology"), a global designer, developer and manufacturer of OEM digital streaming and image capturing solutions. Videology's trailing twelve-month revenue as of the end of September 2021 was approximately $10 million and provided comparable gross margins with inTEST. The Company expects the acquisition to be approximately $0.05 accretive to diluted earnings per share in the first year, which is net of one-time acquisition related expenses of approximately $0.03 per diluted share that are expected to be recognized in the fourth quarter of 2021.

Both acquired businesses will be integrated into inTEST's Thermal segment.

Fourth Quarter 2021 Outlook

inTEST's guidance for the fourth quarter of 2021 includes both GAAP and non-GAAP financial measures. A reconciliation between these GAAP and non-GAAP financial measures accompanies this release.

The Company expects fourth quarter 2021 results, which will include the results of Z-Sciences and Videology for a portion of the quarter, to be in the following ranges:

	Low	High
Net revenue	$21.5 million	$22.5 million
Gross margin	Consistent with prior quarter	
Net earnings per diluted share (GAAP)	$0.10	$0.14
Adjusted net earnings per diluted share (Non-GAAP)	$0.14	$0.18

The foregoing guidance is based on management's current views with respect to operating and market conditions and customers' forecasts. Actual results may differ materially from what is provided here today as a result of, among other things, the factors described under "Forward-Looking Statements" below.

Conference Call and Webcast

The Company will host a conference call and webcast today at 8:30 am ET. During the conference call, management will review the financial and operating results and discuss inTEST's corporate strategy and outlook. A question and answer session will follow.

To listen to the live call, dial (201) 689-8263. In addition, the webcast and slide presentation may be found at: https://ir.intest.com/.

A telephonic replay will be available from 11:30 am ET on the day of the call through Friday, November 12, 2021.

To listen to the archived call, dial (412) 317-6671 and enter replay pin number 13723740 or access the webcast replay via the Company's website. A transcript will also be posted to the website once available.

About inTEST Corporation

inTEST Corporation is a global supplier of innovative test and process solutions for use in manufacturing and testing across a wide range of markets including automotive, defense/aerospace, industrial, life sciences, semiconductor and telecommunications. Backed by decades of engineering expertise and a culture of operational excellence, inTEST solves difficult thermal, mechanical and electronic challenges for customers worldwide while generating strong cash flow and profits. inTEST's strategy leverages these strengths to grow organically and with acquisitions through the addition of innovative technologies, deeper and broader geographic reach and market expansion. For more information visit www.intest.com.

Non-GAAP Financial Measures

In addition to disclosing results that are determined in accordance with GAAP, we also disclose non-GAAP financial measures. These non-GAAP financial measures consist of adjusted net earnings (loss), adjusted net earnings (loss) per diluted share, adjusted EBITDA, and adjusted EBITDA margin. Adjusted net earnings (loss) is derived by adding acquired intangible amortization, adjusted for the related income tax expense (benefit), to net earnings (loss). Adjusted net earnings (loss) per diluted share is derived by dividing adjusted net earnings (loss) by diluted weighted average shares outstanding. Adjusted EBITDA is derived by adding acquired intangible amortization, interest expense, income tax expense, depreciation, and stock-based compensation expense to net earnings (loss). Adjusted EBITDA margin is derived by dividing adjusted EBITDA by net revenue. These results are provided as a complement to the results provided in accordance with GAAP. Adjusted net earnings (loss) and adjusted net earnings (loss) per diluted share are non-GAAP financial measures presented to provide investors with meaningful, supplemental information regarding our baseline performance before acquired intangible amortization charges as this expense may not be indicative of our current core business or future outlook. Adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures presented primarily as a measure of liquidity as they exclude non-cash charges for acquired intangible amortization, depreciation and stock-based compensation. In addition, adjusted EBITDA and adjusted EBITDA margin also exclude the impact of interest income or expense and income tax expense or benefit, as these expenses may not be indicative of our current core business or future outlook. These measures may be useful to an investor in evaluating the underlying operating performance of our business. The non-GAAP financial measures presented in this press release are used by management to make operational decisions, to forecast future operational results, and for comparison with our business plan, historical operating results and the operating results of our peers. Reconciliations from net earnings (loss) and net earnings (loss) per diluted share to adjusted net earnings (loss) and adjusted net earnings (loss) per diluted share and from net earnings (loss) to adjusted EBITDA and adjusted EBITDA margin, are contained in the tables below. The non-GAAP financial measures discussed in this press release may not be comparable to similarly titled measures used by other companies. The presentation of non-GAAP financial measures is not meant to be considered in isolation, as a substitute for, or superior to, financial measures or information provided in accordance with GAAP.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. These statements do not convey historical information but relate to predicted or potential future events and financial results, such as statements of our plans, strategies and intentions, or our future performance or goals, that are based upon management's current expectations. Our forward-looking statements can often be identified by the use of forward-looking terminology such as “believes,” “expects,” “intends,” “may,” “will,” “should,” “plans,” “projects,” “forecasts,” “outlook,” “anticipates” or similar terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements.

Such risks and uncertainties include, but are not limited to, any mentioned in this press release as well as our ability to realize the potential benefits of acquisitions or dispositions and the successful integration of any acquired operations; our ability to grow our presence in the life sciences, industrial and international markets; the success of our strategy to diversify our business by entering markets outside the semi market; the impact of the COVID-19 pandemic on our business, liquidity, financial condition and results of operations; indications of a change in the market cycles in the Semi Market or other markets we serve; changes in business conditions and general economic conditions both domestically and globally; changes in the demand for semiconductors; our ability to borrow funds or raise capital to finance potential acquisitions; changes in the rates and timing of capital expenditures by our customers; and other risk factors set forth from time to time in our Securities and Exchange Commission filings, including, but not limited to, our annual report on Form 10-K for the year ended December 31, 2020. Any forward-looking statement made by us in this press release is based only on information currently available to us and speaks to circumstances only as of the date on which it is made. We undertake no obligation to update the information in this press release to reflect events or circumstances after the date hereof or to reflect the occurrence of anticipated or unanticipated events.

Contacts:

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Chief Financial Officer and Treasurer
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– financial tables follow –

inTEST CORPORATION
Consolidated Statements of Operations
(In thousands, except share and per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	**2020**	**2021**	**2020**
Net revenue	$ 21,144	$ 14,443	$ 62,520	$ 38,948
Cost of revenue	10,749	7,993	31,642	21,564
Gross margin	10,395	6,450	30,878	17,384
Operating expenses:				
Selling expense	2,841	1,747	7,849	5,560
Engineering and product development expense	1,334	1,316	4,012	3,825
General and administrative expense	3,620	2,799	10,550	8,525
Restructuring and other charges	51	161	303	207
Total operating expenses	7,846	6,023	22,714	18,117
Operating income (loss)	2,549	427	8,164	(733)
Other income (loss)	(17)	6	2	(44)
Earnings (loss) before income tax expense (benefit)	2,532	433	8,166	(777)
Income tax expense (benefit)	357	(25)	1,170	(262)
Net earnings (loss)	$ 2,175	$ 458	$ 6,996	$ (515)
Net earnings (loss) per common share - basic	$ 0.21	$ 0.04	$ 0.67	$ (0.05)
Weighted average common shares outstanding - basic	10,496,188	10,269,995	10,422,851	10,247,779
Net earnings (loss) per common share - diluted	$ 0.20	$ 0.04	$ 0.65	$ (0.05)
Weighted average common shares and common share equivalents outstanding - diluted	10,792,290	10,287,562	10,694,351	10,247,779

inTEST CORPORATION
Consolidated Balance Sheets
(In thousands, except share and per share data)

	September 30, 2021 (Unaudited)	December 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 18,743	$ 10,277
Trade accounts receivable, net of allowance for doubtful accounts of $211 and $212, respectively	12,232	8,435
Inventories	9,359	7,476
Prepaid expenses and other current assets	798	776
Total current assets	41,132	26,964
Property and equipment:		
Machinery and equipment	5,414	5,356
Leasehold improvements	2,908	2,636
Gross property and equipment	8,322	7,992
Less: accumulated depreciation	(5,925)	(5,642)
Net property and equipment	2,397	2,350
Right-of-use assets, net	5,819	6,387
Goodwill	13,738	13,738
Intangible assets, net	11,503	12,421
Restricted certificates of deposit	100	140
Other assets	40	30
Total assets	$ 74,729	$ 62,030
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 3,849	$ 2,424
Accrued wages and benefits	2,881	1,944
Accrued professional fees	827	776
Customer deposits and deferred revenue	2,082	396
Accrued sales commissions	836	472
Current portion of operating lease liabilities	1,207	1,215
Domestic and foreign income taxes payable	1,121	825
Other current liabilities	741	804
Total current liabilities	13,544	8,856
Operating lease liabilities, net of current portion	5,332	6,050
Deferred tax liabilities	1,701	1,922
Other liabilities	436	450
Total liabilities	21,013	17,278
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; 10,819,294 and 10,562,200 shares issued, respectively	108	106
Additional paid-in capital	28,962	26,851
Retained earnings	24,106	17,110
Accumulated other comprehensive earnings	744	889
Treasury stock, at cost; 33,077 shares	(204)	(204)
Total stockholders' equity	53,716	44,752
Total liabilities and stockholders' equity	$ 74,729	$ 62,030

inTEST CORPORATION
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2021	**2020**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net earnings (loss)	$ 6,996	$ (515)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Depreciation and amortization	2,166	2,378
Provision for excess and obsolete inventory	154	410
Foreign exchange loss	36	33
Amortization of deferred compensation related to stock-based awards	1,094	480
Loss on disposal of property and equipment	20	56
Deferred income tax benefit	(221)	(81)
Changes in assets and liabilities:		
Trade accounts receivable	(3,874)	(237)
Inventories	(2,051)	(146)
Prepaid expenses and other current assets	(26)	95
Restricted certificates of deposit	40	-
Other assets	(10)	(5)
Accounts payable	1,425	215
Accrued wages and benefits	942	18
Accrued professional fees	52	47
Customer deposits and deferred revenue	1,697	936
Accrued sales commissions	366	(2)
Operating lease liabilities	(918)	(977)
Domestic and foreign income taxes payable	302	(240)
Other current liabilities	(60)	(60)
Other liabilities	(7)	(5)
Net cash provided by operating activities	8,123	2,400
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(577)	(520)
Net cash used in investing activities	(577)	(520)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from stock options exercised	1,019	-
Repurchases of common stock	-	(74)
Proceeds from Paycheck Protection Program loans	-	2,829
Repayments of Paycheck Protection Program loans	-	(2,829)
Proceeds from revolving credit facility	-	2,800
Repayments of revolving credit facility	-	(2,800)
Net cash provided by (used in) financing activities	1,019	(74)
Effects of exchange rates on cash	(99)	55
Net cash provided by all activities	8,466	1,861
Cash and cash equivalents at beginning of period	10,277	7,612
Cash and cash equivalents at end of period	$ 18,743	$ 9,473
Cash payments for:		
Domestic and foreign income taxes	$ 1,053	$ 58

inTEST CORPORATION
Reconciliation of Non-GAAP Financial Measures
(In thousands, except per share and percentage data)
(Unaudited)

Reconciliation of Net Earnings (Loss) (GAAP) to Adjusted Net Earnings (Loss) (Non-GAAP) and Net Earnings (Loss) Per Share – Diluted (GAAP) to Adjusted Net Earnings (Loss) Per Share – Diluted (Non-GAAP):

	Three Months Ended		
	9/30/2021	**9/30/2020**	**6/30/2021**
Net earnings (GAAP)	$ 2,175	$ 458	$ 2,609
Acquired intangible amortization	309	307	305
Tax adjustments	(4)	(15)	(4)
Adjusted net earnings (Non-GAAP)	$ 2,480	$ 750	$ 2,910
Diluted weighted average shares outstanding	10,792	10,288	10,765
Net earnings per share – diluted:			
Net earnings (GAAP)	$ 0.20	$ 0.04	$ 0.24
Acquired intangible amortization	0.03	0.03	0.03
Tax adjustments	-	-	-
Adjusted net earnings per share – diluted (Non-GAAP)	$ 0.23	$ 0.07	$ 0.27

Reconciliation of Net Earnings (Loss) (GAAP) to Adjusted EBITDA (Non-GAAP) and Adjusted EBITDA Margin (Non-GAAP):

	Three Months Ended		
	9/30/2021	**9/30/2020**	**6/30/2021**
Net earnings (GAAP)	$ 2,175	$ 458	$ 2,609
Acquired intangible amortization	309	307	305
Interest expense	4	4	2
Income tax expense (benefit)	357	(25)	447
Depreciation	172	164	167
Non-cash stock-based compensation	371	85	454
Adjusted EBITDA (Non-GAAP)	$ 3,388	$ 993	$ 3,984
Net revenue	21,144	14,443	21,820
Adjusted EBITDA margin (Non-GAAP)	16.0%	6.9%	18.3%

Reconciliation of Fourth Quarter 2021 Estimated Net Earnings Per Share – Diluted (GAAP) to Estimated Adjusted Net Earnings Per Share – Diluted (Non-GAAP):

	Low	**High**
Estimated net earnings per share – diluted (GAAP)	$ 0.10	$ 0.14
Estimated acquired intangible amortization	0.04	0.04
Estimated tax adjustments	-	-
Estimated adjusted net earnings per share – diluted (Non-GAAP)	$ 0.14	$ 0.18

###

EXHIBIT 99.2

inTEST Corporation

Innovative Test & Process Solutions

Q3 2021 Financial Results
Conference Call Presentation
November 5, 2021

Nick Grant
President and CEO

Duncan Gilmour
CFO and Treasurer

Forward-Looking Statements

This presentation includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. These statements do not convey historical information but relate to predicted or potential future events and financial results, such as statements of our plans, strategies and intentions, or our future performance or goals, that are based upon management's current expectations. Our forward-looking statements can often be identified by the use of forward-looking terminology such as "believes," "expects," "intends," "may," "will," "should," "plans," "projects," "forecasts," "outlook," "anticipates" or similar terminology. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements.

Such risks and uncertainties include, but are not limited to, any mentioned in this presentation as well as our ability to realize the potential benefits of acquisitions or dispositions and the successful integration of any acquired operations; our ability to grow our presence in the life sciences, industrial and international markets; the success of our strategy to diversify our business by entering markets outside the semi market; the impact of the COVID-19 pandemic on our business, liquidity, financial condition and results of operations; indications of a change in the market cycles in the Semi Market or other markets we serve; changes in business conditions and general economic conditions both domestically and globally; changes in the demand for semiconductors; our ability to borrow funds or raise capital to finance potential acquisitions; changes in the rates and timing of capital expenditures by our customers; and other risk factors set forth from time to time in our Securities and Exchange Commission filings, including, but not limited to, our annual report on Form 10-K for the year ended December 31, 2020. Any forward-looking statement made by us in this presentation is based only on information currently available to us and speaks to circumstances only as of the date on which it is made. We undertake no obligation to update the information in this presentation to reflect events or circumstances after the date hereof or to reflect the occurrence of anticipated or unanticipated events.

Non-GAAP Financial Measures

In addition to disclosing results that are determined in accordance with GAAP, we also disclose non-GAAP financial measures. These non-GAAP financial measures consist of adjusted net earnings (loss), adjusted net earnings (loss) per diluted share, adjusted EBITDA, adjusted EBITDA margin, and free cash flow. Adjusted net earnings (loss) is derived by adding acquired intangible amortization, adjusted for the related income tax expense (benefit), to net earnings (loss). Adjusted net earnings (loss) per diluted share is derived by dividing adjusted net earnings (loss) by diluted weighted average shares outstanding. Adjusted EBITDA is derived by adding acquired intangible amortization, interest expense, income tax expense, depreciation, and stock-based compensation expense to net earnings (loss). Adjusted EBITDA margin is derived by dividing adjusted EBITDA by net revenue. Free cash flow is derived by subtracting capital expenditures from net cash provided by operations. These results are provided as a complement to the results provided in accordance with GAAP. Adjusted net earnings (loss) and adjusted net earnings (loss) per diluted share are non-GAAP financial measures presented to provide investors with meaningful, supplemental information regarding our baseline performance before acquired intangible amortization charges as this expense may not be indicative of our current core business or future outlook. Adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures presented primarily as a measure of liquidity as they exclude non-cash charges for acquired intangible amortization, depreciation and stock-based compensation. In addition, adjusted EBITDA and adjusted EBITDA margin also exclude the impact of interest income or expense and income tax expense or benefit, as these expenses may not be indicative of our current core business or future outlook. Free cash flow is a liquidity measure that reflects the cash generated by the business, after the purchases of technology, capabilities and assets, that can then be used for, among other things, strategic acquisitions, investments in the business, and funding ongoing operations. These measures may be useful to an investor in evaluating the underlying operating performance of our business. The non-GAAP financial measures presented in this presentation are used by management to make operational decisions, to forecast future operational results, and for comparison with our business plan, historical operating results and the operating results of our peers. Reconciliations from net earnings (loss) and net earnings (loss) per diluted share to adjusted net earnings (loss) and adjusted net earnings (loss) per diluted share and from net earnings (loss) to adjusted EBITDA and adjusted EBITDA margin, and net cash provided by operations to free cash flow, are contained in this slide presentation. The non-GAAP financial measures discussed in this presentation may not be comparable to similarly titled measures used by other companies. The presentation of non-GAAP financial measures is not meant to be considered in isolation, as a substitute for, or superior to, financial measures or information provided in accordance with GAAP.

Q3 2021: Advancing 5-Point Strategy

Driving profitable growth and diversifying markets and customer base

- Achieved solid results despite supply chain challenges
- Net revenue of $21.1 million up 46% over prior-year period due to strength of semiconductor and industrial markets
- Solid margins result in earnings per diluted share of $0.20, in line with guidance
- Generated strong cash from operations of $4.3 million in the quarter and $8.1 million year-to-date

Successful closed Z-Sciences and Videology acquisitions *(sequential to quarter close)*

- Adds to product platform offerings
- Enhances technical expertise
- Expands customer base to adjacent and high-growth markets
- Scalability with targeted investments and benefit from secular tailwinds in the life sciences markets

5-Point Strategy

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Z-Sciences Advances Core Growth Strategies

Z-Sciences Corp. develops and sells high-performance biomedical refrigerators and freezers that meet versatile applications, including ultra-cold storage solutions for biological sample banks, blood safety, vaccine safety, medical supplies and reagent safety.

Strategic Rationale

- **Buy versus make decision for fast penetration and better return on capital**
- **Access to ultra-cold storage technology; gain a presence in the medical cold chain market**
- **Expansion into Life Sciences industry (Pharma/Bio-Pharma)**
- **Adding engineering know-how and customer base**
- **Ultra cold storage market estimated at ~$500 million with CAGR >7%**
  Target niche addressable market est. at $200 million[1]

- Based in Montreal
- Products: ASPs of ~$5,000 to ~$20,000
- Manufacturing: outsourced to low-cost region

Ultra Low Freezers (-86°C)

Bio Freezers (-40°C)

Sample Security Refrigerators (+4°C)

[1] *Market data based on reports from Global Market Insights, The Insight Partners, and GIR.*

Videology Expands Process Technology Offerings

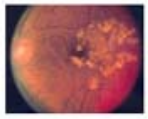
Videology Imaging Solutions designs and manufactures industrial-grade circuit board mounted digital imaging solutions and related devices, systems and software for OEM custom solutions.

Strategic Rationale

- **Low-cost entrance and significant growth potential in large, fragmented space:** ***SAM >$5B with >10% CAGR[1]***
- **Process technology that enhances automation capabilities**
- **Drives further market diversification into Life Sciences and Industrial**
- **Expands global presence** ***(~40% of revenue from Europe)***
- **Leverage existing infrastructure; potential technology synergies**
- **$0.05 per diluted share accretive in year one** ***(net of acquisition expenses of $0.03)***

- Headquartered in Greenville, RI
- European operations in Eindhoven, NL
- Total employees: ~40
- TTM Revenue: ~$10 million

Example Applications



Ophthalmology markets for fundus cameras (taking an image to examine the inner eye)

Handheld Spectrometer used to classify materials or substances in scientific labs

Used to inspect pipes of all diameters from large Oil and Gas pipes to smaller Fiber Optic applications or Medical/Intra-Oral Endoscopes

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[1] *Market data based on report from IC Insights and Verified Market Research.*

Revenue

($ in millions)

Q3 revenue up $6.7 million, or 46%, YoY

Multimarket:

- Ongoing, broad-based recovery within industrial sectors
- Benefited from new product introductions and the opening of trade shows
- EV market continues to gain traction

Semi Market:

- Continued strong global demand for semiconductors

NOTE: Components may not add up to totals due to rounding.

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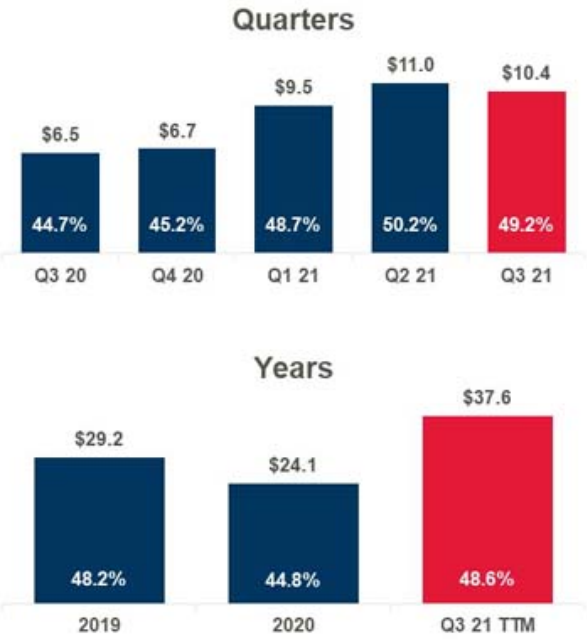
Gross Profit and Margin

($ in millions)



Q3 gross profit increased $3.9 million YoY

- 450 basis point margin expansion
- Reflects higher volume, benefits of restructuring and improved product mix

Sequential margin impacts:

- Higher component material costs not yet fully covered by price improvements
- Changes in product mix
- Less favorable absorption of fixed manufacturing costs

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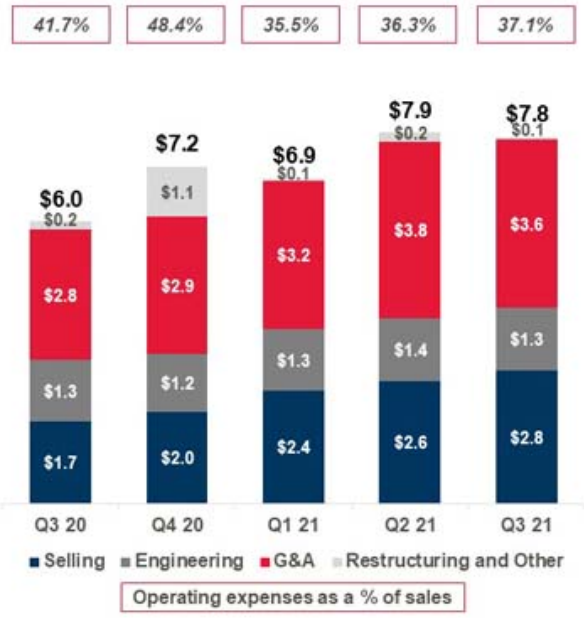
Operating Expenses

($ in millions)



Effectively managing costs while investing for growth *(Q2 vs Q3)*

- Investing in people and marketing to support 5-Point Strategy
- ~$300 thousand in expenses related to M&A activities
- More than offset by non-recurring CFO transition costs incurred in Q2 21

Expecting operating expenses of $9.0 million to $9.2 million in Q4 21

- Includes ~$400 thousand of amortization related to acquisitions (~$100 thousand incremental)
- ~$700 to $800 thousand of incremental operating expenses from acquired businesses
- ~$600 thousand of deal costs (~$300 thousand incremental sequentially)

NOTE: Components may not add up to totals due to rounding.

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Profitability in Line with Expectations

- Focused on strengthening earnings power
- Strong cash generation
- Adjusted EPS reflects ~$300 thousand of acquired intangible amortization
- Expect effective tax rate in 2021 to range from 14% to 16%[1]

Earnings per Diluted Share[2]

Adjusted EBITDA and Margin[2]

Quarters

Years

[1] *Tax rate expectation provided November 5, 2021*
[2] *Adjusted Net Earnings per diluted share and Adjusted EBITDA are non-GAAP financial measures. Further information can be found under "Non-GAAP Financial Measures." See also the reconciliations of GAAP financial measures to non-GAAP financial measures that accompany this presentation.*

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Capital Structure and Cash Flow

($ in millions)

Capitalization	9/30/21	12/31/20
Cash and cash equivalents	$ 18.7	$ 10.3
Total debt	-	-
Total net debt	-	-
Shareholders' equity	53.7	44.8
Total capitalization	**$ 53.7**	**$ 44.8**

Cash Flow	Three Months Ended		YTD
	9/30/21	9/30/20	9/30/21
Net cash provided by operating activities (GAAP)	$ 4.3	$ 2.3	$ 8.1
Capital expenditures	(0.1)	(0.3)	(0.6)
Free cash flow (FCF)[1] (Non-GAAP)	**$ 4.1**	**$ 2.0**	**$ 7.5**

Executed new five-year credit agreement in October 2021

- Includes $25 million non-revolving delayed draw term loan and $10 million revolving credit facility
- New agreement replaced previous $10 million line of credit facility

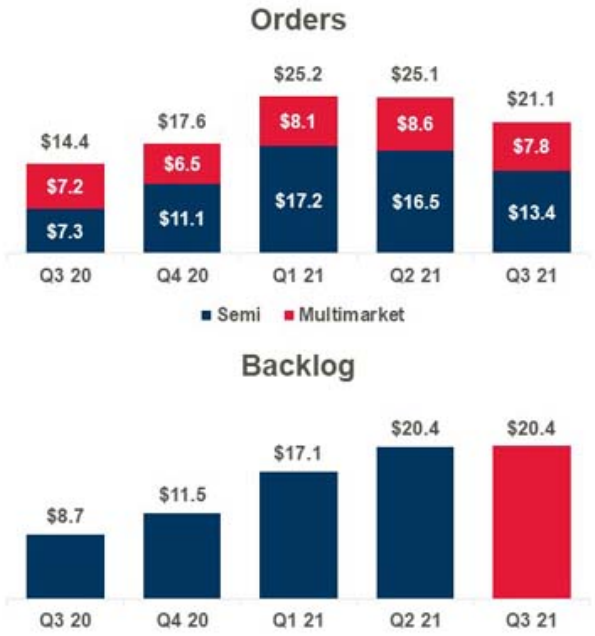
Subsequent to quarter-end, used $12 million of new credit facility and $0.5 million in cash to finance Z-Sciences and Videology acquisitions

NOTE: Components may not add up to totals due to rounding.

[1] Free cash flow is a non-GAAP financial measure. Further information can be found under "Non-GAAP Financial Measures."

Orders and Backlog

($ in millions)



Continued robust demand, though trends have moderated from recent historical highs

- Secured new orders in targeted EV and cannabis markets
- Focused on working with OEMs to support semi demand

Approximately 75% of September 30, 2021 backlog is expected to convert to sales in Q4 21

NOTE: Components may not add up to totals due to rounding.

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Outlook and Perspective

Focused on further market differentiation and incremental growth and profitability

- Integrating newly acquired businesses
- New product development efforts
- Robust pipeline of new customer opportunities

Fourth Quarter 2021 Outlook[1]

- Net revenue: $21.5 million to $22.5 million
- Gross margin: Consistent with prior quarter
- EPS (GAAP): $0.10 to $0.14
- Adjusted EPS (Non-GAAP): $0.14 to $0.18

[1] Guidance provided November 5, 2021. The foregoing guidance is based on management's current views with respect to operating and market conditions and customers' forecasts. Actual results may differ materially from what is provided here today as a result of, among other things, the factors described under "Forward-Looking Statements" on slide 2.

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Conference Call Playback Info

Replay Number: 412-317-6671 passcode: 13723740

Telephone replay available through November 12, 2021

Webcast / Presentation / Replay available at ir.intest.com

Transcript, when available, at ir.intest.com

Adjusted Net Income Reconciliation

($ in thousands)

	Three Months Ended				
	9/30/2021	6/30/2021	3/31/2021	12/31/2020	9/30/2020
Net earnings (GAAP)	$ 2,175	$ 2,609	$ 2,212	$ (380)	$ 458
Acquired intangible amortization	309	305	304	306	307
Tax adjustments	(4)	(4)	(4)	(2)	(15)
Adjusted net earnings (Non-GAAP)	$ 2,480	$ 2,910	$ 2,512	$ (76)	$ 750
Diluted weighted average shares outstanding	10,792	10,765	10,526	10,283	10,288
Net earnings per share – diluted:					
Net earnings (GAAP)	$ 0.20	$ 0.24	$ 0.21	$ (0.04)	$ 0.04
Acquired intangible amortization	0.03	0.03	0.03	0.03	0.03
Tax adjustments	-	-	-	-	-
Adjusted net earnings per share – diluted (Non-GAAP)	$ 0.23	$ 0.27	$ 0.24	$ (0.01)	$ 0.07

Adjusted EBITDA Reconciliation

($ in thousands)

	Three Months Ended					Twelve Months Ended		
	9/30/2021	6/30/2021	3/31/2021	12/31/2020	9/30/2020	9/30/2021	12/31/2020	12/31/2019
Net earnings (GAAP)	$ 2,175	$ 2,609	$ 2,212	$ (380)	$ 458	$ 6,616	$ (895)	$ 2,322
Acquired intangible amortization	309	305	304	306	307	1,224	1,233	1,257
Interest expense	4	2	-	4	4	10	33	-
Income tax expense	357	447	366	(74)	(25)	1,096	(336)	282
Depreciation	172	167	156	156	164	651	630	685
Non-cash stock-based compensation	371	454	269	191	85	1,285	671	884
Adjusted EBITDA (Non-GAAP)	$ 3,388	$ 3,984	$ 3,307	$ 203	$ 993	$ 10,882	$ 1,336	$ 5,430
Net revenue	$ 21,144	$ 21,820	$ 19,556	$ 14,875	$ 14,443	$ 77,395	$ 53,823	$ 60,660
Adjusted EBITDA margin (Non-GAAP)	16.0%	18.3%	16.9%	1.4%	6.9%	14.1%	2.5%	9.0%

Estimated Q4 2021 Adjusted EPS Reconciliation

($ in thousands)

	Low	High
Estimated net earnings per share – diluted (GAAP)	$0.10	$0.14
Estimated acquired intangible amortization	0.04	0.04
Estimated tax adjustments	-	-
Estimated adjusted net earnings per share – diluted (Non-GAAP)	$0.14	$0.18

inTEST Corporation

Innovative Test & Process Solutions

Q3 2021 Financial Results
Conference Call Presentation
November 5, 2021

EXHIBIT 99.3

On November 5, 2021, inTEST Corporation held its quarterly conference call. The following represents a textual representation of the content of the conference call and while efforts are made to provide an accurate transcription, there may be errors, omissions or inaccuracies in this transcript. A recording of the conference call is available for one year on our website at www.intest.com.

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inTEST Corporation (NYSE American: INTT)
Third Quarter 2021 Conference Call and Webcast
November 5, 2021

Operator: Greetings, and welcome to the inTEST Corporation Third Quarter 2021 Financial Results Conference Call. [Operator Instructions] As a reminder, this conference is being recorded.

I would now like to turn the conference over to your host, Deborah Pawlowski, Investor Relations. Please go ahead.

Deborah Pawlowski: Thanks, and good morning, everyone. We certainly appreciate your time today and your interest in inTEST Corporation. Here with me are Nick Grant, our President and CEO, and Duncan Gilmour, our Chief Financial Officer and Treasurer.

You should have a copy of the third quarter 2021 financial results, which we released this morning before markets opened. If not, you can access the release as well as the slides that will accompany our conversation today at our website, www.intest.com. After our formal presentation, we will be opening the line for Q&A.

If you'll turn to **Slide 2** in the deck, I will first review the safe harbor statement. You should be aware that we may make some forward-looking statements during the formal discussions as well as during the Q&A session. These statements apply to future events that are subject to risks and uncertainties as well as other factors that could cause actual results to differ materially from what is stated here today. These risks and uncertainties and other factors are provided in the earnings release as well as with other documents filed with the Securities and Exchange Commission. These documents can be found on our website or at sec.gov.

During today's call, we will also discuss some non-GAAP financial measures. We believe these will be useful in evaluating our performance. You should not consider the presentation of this additional information in isolation or as a substitute for results prepared in accordance with GAAP. We have provided reconciliation of non-GAAP measures with comparable GAAP measures in the tables that accompany today's release and in the slides.

With that, if you will turn to **Slide 3**, I will turn it over to Nick to begin. Nick?

Nick Grant: Thank you Deb and good morning, everyone.

We delivered solid third quarter results that we believe demonstrate the successful execution on our 5-Point Strategy, which is focused on driving growth, diversifying our markets and customer base while ensuring we have the right talent to execute.

In the quarter, we achieved year-over-year net revenue growth of 46% to $21.1 million as global demand for semiconductors continued to show relative strength and industrial sectors benefitted from the ongoing, broad-based recovery. Of note, our multimarket revenue grew 22% sequentially.

Like many others we continue to face supply chain constraints and inflationary pressures. We had ~$500 thousand of finished products that were unable to ship in the Qtr. due to logistic challenges. Our teams have done an excellent job managing supplier and logistics challenges to fulfill orders. We continue to implement enhanced pricing to help overcome inflation and expediting costs. The result of these efforts was reflected in our margins and profitability in the quarter, which were in our expected range.

During the quarter, we generated $4.3 million cash from operations, increasing our year-to-date total cash generated to $8.1 million. Cash on hand at the end of the quarter was nearly $19 million. And, in support of our organic and inorganic growth initiatives, we announced a couple of weeks ago that we executed a new extended and expanded credit agreement. Overall, this added liquidity allows us to capitalize on the attractive debt markets and provides additional financial flexibility to continue to pursue a robust pipeline of acquisition opportunities.

Following that announcement, we successfully executed two acquisitions post third quarter close in October: Z-Sciences and Videology Imaging Solutions. Both acquisitions arose out of our M&A funnel generation program that has been developed and refined over the last year. **Slides 4 and 5** provide a brief overview of each.

Z-Sciences was a small, tuck-in asset acquisition, which closed on October 6th and was funded with cash on hand. This acquisition is an ideal demonstration of our strategy to grow through innovative technologies with an eye towards fast growing, adjacent markets as it provided both a low-cost method for adding ultra-cold storage to our ultra-cold test solutions, and it allows us to gain a presence in a fragmented, but fast growing estimated $200 million addressable market.

Their portfolio of high-performance biomedical refrigerators and freezers are used to meet versatile applications, including ultra-cold storage solutions for biological sample banks, blood safety, vaccine safety, medical supplies, and reagent safety. Currently there is little to no overlap in customer base as their products are largely sold to research institutions, universities, pharmaceutical biotechnology manufacturers and hospitals.

While the current business has de minimis revenue, we believe we can build a scalable operation to accelerate growth in medical cold chain applications by leveraging our engineering expertise, manufacturing capabilities and financial strength with targeted investments in sales and marketing as well as product innovation.

Turning to **Slide 5** and our most recent acquisition, Videology, which we acquired last week on October 28th. The Videology acquisition is consistent with a number of our strategic initiatives, as it will help us expand our process technology solutions and diversify our reach into key targeted life sciences and industrial markets while also broadening our international footprint and customer base. Additionally, this aligns with enhancing automation capabilities, as we will look to add future product solutions with imaging data and analytical tools, invaluable functionality, and expertise as inTEST strives to embrace opportunities created by the Internet of Things and making the most of artificial intelligence-based tools.

Their product set includes industrial-grade circuit board mounted video digital cameras and related devices, systems and software used in a broad spectrum of applications. About 72% of their revenue is in the life sciences and security markets but they also serve the aerospace, machine vision, biometrics, and diagnostic imaging industries. Customers include Fortune 500 companies and government prime contractors, as well as mid-sized security, biotech, and machine-vision OEMs and integrators. The company has a design and sales facility in the Netherlands and generates about 40% of revenue from European customers. Similar to Z-Sciences' space, this too is a highly fragmented market that is large and growing.

It is important to note that this is not a camera acquisition, it is about image capture and data analysis that Videology brings. The company is similar to our other businesses in the sense that they develop highly valued engineered solutions. I want to briefly talk to a few application-specific examples to give you a sense of the technology that we are adding.

Videology supplies cameras in the ophthalmology markets to capture images of the inner eye to examine patients for refractive correction, glaucoma, and other degenerative eye diseases.

Another example is spectroscopy applications which are commonly used in chemical analysis to provide a structural fingerprint by which molecules can be identified. Videology cameras are used by a leading Fortune 500 company in their handheld and tabletop devices providing this type of analysis.

Finally, their small cameras are commonly used to inspect pipes of all diameters from large Oil and Gas pipes to smaller Fiber Optic applications. The medical applications for "Pipe" inspection include Medical/Intra-Oral Endoscopes.

What sets Videology apart from their competition is their design expertise and flexibility to work with customers on unique solutions. From a financial perspective, Videology's trailing twelve-month revenue as of the end of September 2021 was approximately $10 million and provided comparable gross margins with inTEST. We expect the acquisition to be approximately $0.05 accretive to diluted earnings per share in its first year with inTEST. This is net of one-time acquisition related expenses of approximately $0.03 per diluted share, which will be recognized in the fourth quarter of 2021. While we financed the Videology transaction with a portion of our new credit facility, we still have the financial flexibility and resources to continue to pursue a robust pipeline of acquisition opportunities.

Lastly, life sciences is a key target market for inTEST and both of these acquisitions bring technology and engineering know-how that enhances our medical offerings in that space. Importantly, with some incremental investments and operational support, we believe we can scale these businesses and benefit from secular tailwinds in the life sciences markets.

These are exciting times for inTEST as we drive change throughout the organization and build momentum by augmenting our deep industry knowledge, reputation, and expertise to develop and deliver more high quality, innovative solutions to address our customers' complex requirements.

With that, let me turn it over to Duncan to review the 3rd quarter financials in more detail. Duncan over to you.

Duncan Gilmour: Thank you, Nick. Starting on **Slide 6**, we provide some detail regarding our top line. Revenue for the third quarter was $21.1 million, a 46% increase over the same period last year and just above the mid-point of our guidance. Multimarket revenue grew 22% from the second quarter fueled by strength in the industrial market, while our Semi business remains at historically high levels despite the sequential dip. We continue to see the benefit of our ongoing innovation and development efforts as our new product designs are being well-received in our markets. We are gaining new customers and winning business from competitors.

Moving to **Slide 7**, our third quarter gross margin of 49.2% was in line with guidance and compares with 50.2% in the second quarter of 2021 and 44.7% a year ago. When compared with the second quarter, the change in gross margin reflected higher component material costs not yet fully covered by price improvements as well as changes in product mix and less favorable absorption of fixed manufacturing costs. We continue to actively manage ongoing challenges of supply chain constraints and expect to start seeing some positive impact from the price increases we have rolled out in the 2nd and 3rd quarters, although we do not expect the full benefit of this initiative will be felt until next year.

Slide 8 details our operating expenses and expectations for the fourth quarter. Selling expense grew 9% sequentially to $2.8 million in the third quarter, driven by increased headcount, a return to more normal levels of travel as restrictions are lifted, and an increase in spending on new advertising initiatives. Engineering and product development expense remained relatively unchanged compared with the trailing period.

General and administrative expense decreased 4% sequentially to $3.6 million for the third quarter. Restructuring and other charges were $51,000, down from $197,000 in the second quarter. The third quarter included an increase in expenses related to M&A activities, but this was more than offset by the $324,000 reduction quarter-to-quarter related to non-recurring CFO transition costs in the second quarter; a sequential quarter reduction in costs associated with finalizing the integration of our EMS manufacturing operations, which is now complete; and a reduction in spend on non-M&A related initiatives as focus and spending on M&A activities has ramped up.

We expect operating expenses to trend up significantly in the fourth quarter reflecting the impact of the businesses acquired in October. In addition, we expect an incremental increase in costs related to acquisition activities of approximately $300,000 and incremental amortization related to acquired intangibles of approximately $100,000.

You can see our bottom-line and Adjusted EBITDA results on **Slide 9**. We had net earnings of $2.2 million, or $0.20 per diluted share, for the third quarter, which was in line with guidance and compares with net earnings of $2.6 million, or $0.24 per diluted share, for the second quarter. We accrued income tax expense of $357,000 in the third quarter, reflecting a 14% effective tax rate. This compares with $447,000 of income tax expense accrued in the second quarter, which reflected an effective tax rate of 15%. We expect that our effective tax rate in 2021 will range from 14% to 16%.

Diluted average shares outstanding were 10.8 million for the third quarter of 2021. During the third quarter we saw 3,435 option shares exercised, bringing the total for the nine months to 149,010 which has raised $1.0 million in cash proceeds this year.

Adjusted EBITDA was $3.4 million for the third quarter, compared with $4.0 million for the second quarter, and $1.0 million during the prior-year period. Beginning with the third quarter, we are reporting adjusted EBITDA, which removes the impact of stock-based compensation from EBITDA. Stock-based compensation is a non-cash expense, and, as such, does not impact our liquidity. Accordingly, we believe our adjusted EBITDA is a better performance measure to assess the strength of our cash generation than EBITDA alone. More detail on the calculation of adjusted EBITDA can be found under “Non-GAAP Financial Measures” in our earnings release.

Consolidated headcount at September 30th was 232, an increase of 10 staff from the level we had at June 30th. The increase was primarily in our Thermal segment.

I'll now turn to **Slide 10** for our capital structure and cash flow. As previously announced on October 18th we executed a new five-year credit agreement with M&T Bank, which includes a $25 million non-revolving delayed draw term loan and a $10 million revolving credit facility. This new agreement replaced our existing $10 million facility with M&T Bank, which had no borrowings at quarter-end. On October 28th, we used $12.0 million under the Term Note to finance the acquisition of Videology.

Cash and cash equivalents increased by $4.1 million sequentially to $18.7 million. We generated $4.3 million of cash from operations during the third quarter. We currently expect cash and cash equivalents to increase throughout the balance of 2021, subject to any strategic investments we may choose to make.

Accounts receivable declined $600,000 or 5% sequentially to $12.2 million at September 30th, with 53 DSO (down from 54 DSO at June 30th). Inventories grew $657,000, or 8% sequentially, to $9.4 million, primarily driven by raw material influx in our Thermal segment to support the increased multimarket demand we are seeing.

Capital expenditures during the third quarter were $114,000, down from $75,000 in the second quarter. We have no significant commitments for capital expenditures for the balance of 2021; however, depending upon changes in market demand or manufacturing and sales strategies, we may make purchases or investments, as we deem necessary and appropriate.

With that, I will now turn the call back over to Nick.

Nick Grant: Thanks, Duncan. **Slide 11**, highlights our orders and backlog. Overall, demand for our products and solutions remains strong, and we continued to secure new orders in our targeted growth markets and are making inroads in working with OEMs to embed our solutions for broader market exposure.

Orders for the third quarter were $21.1 million, a 47% increase over the same period last year and was supported by growth in both the multimarket and semi market. The year-over-year increase in multimarket orders was primarily from the automotive industry, which includes the EV market. During the recent third quarter, we received a significant follow-on order for approximately $1.0 million from one of our EV customers, which we expect to ship over the next several quarters. As a reminder, in the second quarter of 2021, we received a record order for chillers from a key automotive OEM manufacturer for approximately $1.5 million. This order is also shipping over multiple quarters beginning in Q4.

Note this trend of placing larger orders that will ship over several quarters is one we are seeing with more frequency. We expect this may, at times, result in period over period fluctuations in order levels that are not necessarily indicative of changing demand but rather reflect the timing of when these large orders were placed.

Our backlog at quarter-end was $20.4 million, approximately 75% of which is expected to convert to sales in the fourth quarter.

Please turn to **Slide 12** and I will provide an update on our near-term expectations.

We will continue to execute on our 5-Point Strategy with a focus on driving growth and diversifying our markets and customer base. Our recent acquisitions have added to our product platform offerings and technical expertise, and expanded our customer base to adjacent, high-growth markets. Integration efforts are well underway on both businesses.

As to guidance for the fourth quarter of 2021, we expect revenue to be in the range of $21.5 to $22.5 million, while gross margin is expected to be consistent with what was achieved in this third quarter. Also, we are guiding to GAAP EPS of $0.10 to $0.14 per diluted share and Adjusted Non-GAAP EPS of $0.14 to $0.18 per diluted share for the fourth quarter 2021. While we do not plan to provide specific detail around expenses each quarter, Duncan did provide our expectations for the fourth quarter operating expenses as we thought it was prudent to help our investor base understand the new run rates and costs associated with our recent acquisition activity.

Our guidance is based on our current views with respect to operating and market conditions and customers' forecasts, which are subject to change; as well as our expectations for the balance of the quarter and are subject to any strategic investments we may choose to make. Actual results may differ materially as a result of, among other things, the factors described under forward-looking statements found in the materials that accompany this conference call, including the press release and the deck.

Our M&A funnel development is still very active, and we continue to be focused on programmatic acquisitions being a key element of our 5-Point Strategy. Our team has identified a set of acquisition targets that we believe will bring differentiated or innovative technologies, provide complementary capabilities, or enable deeper and broader reach within our targeted industries and geographies. To support our focus in this area we are pleased to have added Richard Rogoff as our VP of Corporate Development at the start of the fourth quarter. Rich brings experience on the deal pursuit side and a strong operational background to support our integration activities.

We also expect to grow organically through new product development, sales channel enhancements and marketing prowess. We believe our efforts, combined with a robust pipeline of new customer opportunities, can provide further differentiation of our business and drive growth and profitability over the long-term.

We are excited about what is happening at inTEST and the path we have embarked on with our 5-Point Strategy. Before I open up the lines for Q&A, I would like to thank the entire inTEST team for delivering another truly solid quarter. The teams remain laser focused on capturing growth and driving investments that will position us well long-term.

With that, operator, let's open the lines for questions.

Operator: [Operator Instructions] Our first question comes from the line of Jaeson Schmidt with Lake Street Capital Markets.

Jaeson Schmidt: I just want to start with that Q4 guidance. Nick, I know you mentioned about $500,000 in orders that were unable to ship in Q3, but does guidance for Q4 assume you can ship to all of the demand, or is that still baking in some potential supply chain constraints?

Nick Grant: Great question. As we commented, supply chain constraints are abundant out there and what we've provided, we believe, bakes in the potential risk from the supply chain in Q4. Duncan, any comment on that?

Duncan Gilmour: I totally agree. We certainly have assumed in that number the challenges that we see from a supply chain perspective and have factored that into the numbers.

Jaeson Schmidt: I apologize if I missed it, but what sort of contribution do you expect from the acquisitions? I know you said Z-Sciences is relatively de minimis revenue, but what revenue contribution from the combined two purchases in Q4?

Duncan Gilmour: We are looking at around $1.5 million all from Videology. On Z-Sciences, there is some incremental costs associated with getting the Z-Sciences product line up and running in Q4; order of magnitude, about $0.01 to $0.015 associated with that. Videology, as I said, about $1.5 million is baked into our assumption there with no real bottom line contribution in the initial quarter. We also have the M&A-associated costs of $0.03 that we have talked about and called out.

Jaeson Schmidt: Okay. And just the last one for me, and I'll jump back into queue. Congrats on that $1 million EV order. Just curious if you could provide some color around why you think you're starting to see some of these larger orders get pulled over the finish line?

Nick Grant: It's a trend out there as customers are really working to ensure they've got a slot in the delivery pattern, if you will, given the supply chain constraints. In this case, that EV customer really is building out their production lines, and they wanted to go ahead and get all the units on the floor for that line, which we'll deliver over the next few quarters. I just think it's more risk management from the customer perspective.

Operator: Our next question comes from the line of Dick Ryan with Collier Securities.

Dick Ryan: Nick, you initiated a pretty aggressive marketing campaign in Multimarket, specifically at Ambrell going after induction heating. Can you provide an update how that's going? I know we just kicked off, I think, last quarter, but what are you seeing as far as potential customers' or existing customers' response to that campaign?

Nick Grant: You're exactly right. We launched a couple of aggressive campaigns, one at Ambrell, focused on the EV build-out and capturing as much opportunity as we can there. The second one was in the cannabis space with our iTS business. Specific to Ambrell, the program itself has generated an attractive level of qualified leads. They have got programs underway with multiple new potential customers. As you saw during your visit up there, we get these applications from these customers. We have to prove them out in our lab. From that point, it leads to implementation and production if they are satisfied with that. So, I am confident these are going to pay off here in the quarters ahead.

Dick Ryan: Specifically on the Semi side, I think last call, you talked about the digestion, and we saw that in the September quarter. What's your view of Semi in Q4 and maybe going into Q1, both the back-end legacy EMS but also Ambrell's front-end opportunities?

Nick Grant: Semi got a number of positive secular trends and announced investment plans and everything else. We are very bullish on Semi going into 2022. We continue to see solid activity on the front-end side and even in our test piece on the back-end side. The temperature test chambers are instruments that we provide and there are high levels of activities there. Customers are more of our traditional test on the EMS side and are laying out their plans for 2022, which we're closely engaged with them on. We feel good heading into 2022, on Semi.

Dick Ryan: On the acquisitions, you talked about in both opportunities scaling what these companies have developed and grown to this point. Some of these are new market touch points for you. How do you have the visibility that you can scale into some of these new market opportunities?

Nick Grant: Both of these acquisitions we completed really open up some new markets for us and attractive markets. The Life Sciences space is one that we targeted as an area we wanted to go after as part of a corporate growth program, Z-Sciences was identified as a company with great technology, able to bring in an industry expert to help us penetrate this space and provides some low-cost manufacturing through an outsourced agreement. This really positions us in a different place for our iTS business, but we believe our ultra-low-temperature capabilities and know-how and our sales and marketing prowess will drive this business to the levels that we believe we can get to. Same for Videology; this is a bigger play around data capture, building out our automation capabilities and further strengthening our footprint in Life Sciences. It's not a market that I'm unfamiliar with. While my days at AMETEK, I oversaw a video capture company. I know this space, I think we'll do quite well in it.

Dick Ryan: Okay. Great. Good luck, and congratulations.

Nick Grant: Thanks, Dick.

Operator: [Operator Instructions] Our next question comes from the line of Peter Wright with Intro-act, Inc.

Peter Wright: Congratulations on what looks like $100 million-year, Nick, for your first. So, that's quite an accomplishment. My first question, for you, a two-parter is, you did signal no customer overlap and building on Dick's question, what is the go-to-market or sales strategy in Life Sciences? Is it direct? Are you working with distributors there? If you could comment on what your belief of the cross-sell of your existing product into that new market could be. How are you thinking about that from a size perspective? The second part of that question for you, Nick, is on the Z-Sciences side. Is that simply a technology acquisition, or do you have line-of-sight to first sales for that business? I have one follow-up for Duncan on the other side.

Nick Grant: These markets are not ones that we currently have a strong presence in today. So, it's about leveraging their existing distributor base that they have built up relative to Z-Sciences and adding direct sales channels investments to better get our message out there and build up a more robust supply of product in the regions out there. We'll be making investments to improve that and provide our go-to market expertise around those businesses. Videology, similar story, but they go primarily through OEMs, and this is a huge market. We believe just focusing on certain niches in this space we can really make inroads there, but it's about getting our product embedded with OEMs in that area. This is something we've launched initiatives on across our other businesses, and we believe we can execute in that space as well.

Peter Wright: Do you think that these two acquisitions are going to help sell your existing product portfolio?

Nick Grant: To be honest with you, there's not a lot of pull from our existing products into these channels. We're going to try to capture if there are any, but in reality, these vaccine freezers and refrigerators are really not using EMS type products or induction heating is also typically not in these universities and medical centers, pharmaceutical facilities, etc. If something comes up, we're going to capture it. For us, it's more about growing the opportunities, identifying the lead, and expanding the footprint for these two companies.

Peter Wright: OpEx of $9 million to $9.2 million, is that a full quarter of expenses for the two acquired businesses? The second part, if you could just check my math on the cash. You've got a $35 million line of credit, $12 million drawn, which leaves about $23 million available and about $20-ish million at the end of the year. Does that suggest about $40 million of liquidity exiting the year? My question there is, if the math is right, what is the minimum number of liquidity that you really need to be comfortable with at inTEST?

Duncan Gilmour: Let me take the first part. In terms of expenses, it's almost fully loaded. We only really have two months of Videology in there versus the three. I would estimate there's another $100,000 to $150,000 or so, to also add into that, relatively broad range, quite honestly, of the $9 million to $9.2 million. I'd look at it in that $8.5 million range when I back out the deal cost we talked about, which just to be clear, we have an aggregate of $600,000 of M&A-associated deal costs that are baked into the Q4 number; a combination of the number we call out associated specifically with Videology as well as, obviously, there's other activities that have been going on tied to Z-Sciences, etc. So, hopefully, that helps a little bit with providing some color there. On the liquidity side, yes, obviously, the cash position was around $19 million exiting the quarter. We entered into the funding facility for the $25 million delayed draw piece, while the $10 million credit facility was really just extending the time frame of our existing credit facility. We have drawn $12 million from the $25 million. The simple answer to the question, Peter, is that we're always looking for more liquidity. So, to the extent we have opportunities to further extend credit lines, etc., then obviously, we will be looking to do that. But I think we are off to a good start there in terms of the funding and the facilities that we've set up in the beginning of the fourth quarter.

Operator: Our next question comes from the line of Robert Marcin with Penn Capital.

Robert Marcin: Congratulations, guys, on another strong quarter of execution, particularly the cash flow numbers, which were exceptional. Assuming the semi-conductor business plateaus at a fairly high level for the next year or so before resuming an uptrend in the following year as it digests this year's round of heavy capital and that ramp-up capital investment. Do you think the efforts on your part to drive growth in the EMS business and the Thermal business will generate any revenue growth this year? It's been about a year now since you've been onboard and trying to change this corporate culture to more growth driven. Can you quantify if there's any revenue above replacement management from your efforts?

Nick Grant: We laid out our 5-Point strategy, and we're driving that across all businesses, but EMS is really making some great inroads. Customer penetration, expansion into new markets with their high-voltage, high-current product out there. This power management integrated circuit space is an area that we hadn't played in the past, and we're really making some good inroads there. I truly believe we've got plenty of room to grow in that business, whether or not the overall market trends are moving up or down.

Robert Marcin: Congratulations, again, on, in a different manner, two very reasonable deals that seem to have very significant longer-term opportunities. Would you be willing to give us a three-year outlook for sales for both of those businesses if you succeed?

Nick Grant: At this stage, it's a little too early to give you that forecast. Hopefully, you guys get the sense that I'm a growth guy, and identifying these companies, as you said, at very reasonable purchase prices that align with creating shareholder value. I'm confident that the markets, the opportunities, the investments we've identified, will drive that top line for both businesses. I think we'll try to go into more details on that at our Investor Day at the end of Q1 including the 5-year strategic plan expectation models, etc., during that time frame.

Robert Marcin: Did you give us a TAM for Videology? Could you give us a TAM for that? You gave us one for Z-Science.

Nick Grant: Z-Sciences, the total market is about $500 million, but our SAM, our served market, is really around $200 million. The image product space is huge. It's over $20 billion. The space that we play in with Videology is roughly $5 billion. We believe just focusing on 10% of that market, we can make some great inroads. It's moving our numbers substantially, and a lot of growth opportunity.

Robert Marcin: My last question, at times when investors are concerned or foolish about the semiconductor cycle the stock seems to sell off to stupidly low valuations. Have you guys considered having in your quiver a share repurchase program that could exploit these sudden declines in the stock?

Duncan Gilmour: We've certainly done that in the past, and we're always looking at where would it make sense to perhaps do that. We do need also to be cognizant of cash requirements and looking at our pipelines and what we want to do with that. But absolutely, it's certainly something that's on our mind.

Robert Marcin: There's enough organic and inorganic growth opportunities, we don't want you to use cash with a programmatic share repurchase program. But at times, if the stock just gets crazy cheap, it wouldn't hurt to have an availability to scarf some stock back at very low valuations, when you will have, obviously, annual dilution from your stock comp packages?

Nick Grant: Agreed, Robert. We do have an open share repurchase plan out there. We just haven't activated it.

Operator: This concludes our question-and-answer session. I would now like to turn the conference back over to Mr. Grant for any closing remarks.

Nick Grant: Thank you everyone for joining us on today's call and for your interest in inTEST.

For those of you interested, we will be participating in a few upcoming conferences. On November 18th, we will be at the virtual Ladenburg Thalmann Technology Expo; December 8 at the CEO Summit at the St. Regis in San Francisco, which is coincident with SEMICON WEST; and then on December 15th at the virtual D.A. Davidson conference.

As always, please feel free to reach out to us at any time and we look forward to talking with all of you again in early March to report our fourth quarter 2021 results. Thank you for your participation, stay safe and have a great day.

Operator: This concludes today's conference, and you may disconnect your lines at this time. Thank you for your participation.