

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

inTEST CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

22-2370659
(I.R.S. Employer Identification No.)

804 East Gate Drive, Suite 200
Mt. Laurel, New Jersey
(Address of principal executive offices)

08054
(Zip Code)

inTEST CORPORATION FOURTH AMENDED AND RESTATED 2014 STOCK PLAN
(Full title of the plan)

Duncan Gilmour
Chief Financial Officer, Treasurer and Secretary
inTEST Corporation
804 East Gate Drive, Suite 200
Mt. Laurel, New Jersey 08054
(856) 505-8800
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy of all communications to:
Katayun I. Jaffari, Esquire
Mehrnaz Jalali, Esquire
Cozen O'Connor P.C.
1650 Market Street, Suite 2800
Philadelphia, Pennsylvania 19103
(215) 665-2000

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SECURITIES

This registration statement on Form S-8 is filed by inTEST Corporation, a Delaware corporation (the “Registrant”), to register an additional 500,000 shares of its common stock, par value \$0.01 per share, issuable under the inTEST Corporation Fourth Amended and Restated 2014 Stock Plan.

Pursuant to General Instruction E of Form S-8, the contents of the registration statements on Form S-8, File Nos. 333-197858, 333-226815 and 333-233297, filed with the Securities and Exchange Commission (the “SEC”) on August 5, 2014, August 13, 2018 and August 15, 2019, respectively, are incorporated herein by reference and made a part of this registration statement, except as amended hereby.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents listed in clauses (a) through (e) below are incorporated herein by this reference thereto, and all documents subsequently filed (other than respective filings or portions of the filings that are furnished, under applicable SEC rules, rather than filed) by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Act”), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by this reference in this Registration Statement and to be a part hereof from the date of filing of such documents:

- (a) [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 23, 2022;](#)
- (b) [The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed with the SEC on May 16, 2022;](#)
- (c) [The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, filed with the SEC on August 11, 2022;](#)
- (d) The Registrant's Current Reports on Form 8-K, filed with the SEC on [January 6, 2022](#); [March 15, 2022](#) and [June 27, 2022](#); and
- (e) [The Description of Securities filed as Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on March 23, 2020.](#)

Item 8. EXHIBITS.

The following is a list of exhibits filed with, or incorporated by reference into, this Registration Statement:

Exhibit Number	Description
3.1	<u>Certificate of Incorporation, filed as Exhibit 3.1 to the Registrant's Form 10-K for the year ended December 31, 2019, filed on March 23, 2020, incorporated herein by reference.</u>
3.2	<u>Bylaws, as amended and restated on April 23, 2018, filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 25, 2018, incorporated herein by reference.</u>
4.1	<u>Specimen Stock Certificate evidencing shares of Common Stock, filed as Exhibit 4.1 to Form 8-A/A filed on May 4, 2011, incorporated herein by reference.</u>
5.1	<u>Opinion of Cozen O'Connor P.C.</u>
23.1	<u>Consent of RSM US LLP.</u>
23.2	<u>Consent of Cozen O'Connor P.C. (contained in Exhibit No. 5.1 to this Registration Statement).</u>
24.1	<u>Power of Attorney (included on signature page of this Registration Statement).</u>
99.1	<u>inTEST Corporation Fourth Amended and Restated 2014 Stock Plan, filed as Exhibit 10.1 to Form 8-K filed on June 27, 2022, incorporated herein by reference.</u>
107	<u>Filing fee table.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Mt. Laurel, State of New Jersey, on August 12, 2022.

inTEST CORPORATION

By: /s/ Richard N. Grant, Jr.
Richard N. Grant, Jr.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby makes, constitutes and appoints Richard N. Grant, Jr. and Duncan Gilmour, and each of them, with full power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or any substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard N. Grant, Jr.</u> Richard N. Grant, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 12, 2022
<u>/s/ Duncan Gilmour</u> Duncan Gilmour	Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	August 12, 2022
<u>/s/ Joseph W. Dews IV</u> Joseph W. Dews IV	Chairman	August 12, 2022
<u>/s/ Steven J. Abrams</u> Steven J. Abrams, Esq.	Director	August 12, 2022
<u>/s/ Jeffrey A. Beck</u> Jeffrey A. Beck	Director	August 12, 2022
<u>/s/ Gerald J. Maginnis</u> Gerald J. Maginnis	Director	August 12, 2022



August 12, 2022

inTEST Corporation
804 East Gate Drive, Suite 200
Mt. Laurel, New Jersey 08054

Ladies and Gentlemen:

We have acted as counsel to inTEST Corporation, a Delaware corporation (the “Company”), in connection with the preparation of the Company’s registration statement on Form S-8, filed with the U.S. Securities and Exchange Commission (the “Commission”) on or about the date first written above (as amended from time to time, the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the registration of 500,000 shares (the “Plan Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), pursuant to the terms of the inTEST Corporation Fourth Amended and Restated 2014 Stock Plan (the “Plan”).

As counsel to the Company, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction of the Plan; the Certificate of Incorporation of the Company as currently in effect; the Bylaws of the Company as currently in effect the Registration Statement, together with the exhibits filed as part thereof or incorporated therein by reference, covering the registration of the Plan Shares under the Securities Act; and such other corporate records, certificates, other documents, and questions of law as we have considered necessary or appropriate for the purposes of this opinion.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Plan Shares have been duly authorized and when the Plan Shares have been duly issued and delivered pursuant to the terms of the Plan, and in a manner and for the consideration stated in the Registration Statement and the prospectus thereto, such Plan Shares will be validly issued, fully paid and non-assessable.

We express no opinion as to the applicability or compliance with or effect of federal law or the law of any other jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission. This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

This opinion has been prepared for your use in connection with the issuance of the Plan Shares under the Plan and speaks as of the date hereof. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify the opinions expressed herein.

One Liberty Place
215.665.2000

1650 Market Street
800.523.2900

Suite 2800
215.665.2013 Fax

Philadelphia, PA 19103
cozen.com

It is understood that this opinion is to be used only in connection with the issuance of the Plan Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Cozen O'Connor P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of inTEST Corporation of our report dated March 23, 2022, relating to the consolidated financial statements and the financial statement schedule of inTEST Corporation and its subsidiaries, appearing in the Annual Report on Form 10-K of inTEST Corporation for the year ended December 31, 2021.

/s/ RSM US LLP

Blue Bell, Pennsylvania
August 12, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

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

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule or Instruction	Amount Registered	Proposed Maximum Aggregate Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	457(c) and 457(h)	500,000 ⁽¹⁾	\$9.14 ⁽²⁾	\$4,570,000	.0000927	\$423.64 ⁽³⁾
Total Offering Amounts					\$4,570,000	–	\$423.64
Total Fee Offsets							–
Net Fee Due							\$423.64

- (1) Represents the additional shares of common stock reserved for issuance under the inTEST Corporation Fourth Amended and Restated 2014 Stock Plan (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of shares of common stock which may be issued by reason of a stock dividend, spinoff, recapitalization, stock split, or combination or exchange of shares or similar transactions.
- (2) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purpose of calculating the registration fee. The price of \$9.14 per share represents the average of the high and low sales prices of the common stock as reported on NYSE American on August 5, 2022.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is being paid only with respect to the registration of additional shares of common stock being registered pursuant to the Plan. Registration statements on Form S-8 have been filed previously on August 5, 2014 (File No. 333-197858), August 13, 2018 (File No. 333-226815) and August 15, 2019 (File No. 333-233297), respectively, covering an aggregate of 2,000,000 shares of common stock reserved for issuance pursuant to the Plan.