

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

FORM 8-A/A
AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

inTEST Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of incorporation or organization)

22-2370659

(I.R.S. Employer Identification Number)

**804 East Gate Drive, Suite 200,
Mt. Laurel, New Jersey**

(Address of principal executive offices)

08054

(Zip Code)

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

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock, par value \$0.01 per share

Nasdaq Capital Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates: **000-22529**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-A/A (the "Amendment"), amends our Form 8-A, originally filed with the Securities and Exchange Commission (the "SEC"), on May 6, 1997 (the "Original Filing"). We are filing this Amendment to include our current Specimen Stock Certificate, which reflects minor changes by our transfer agent primarily due to the merger of our initial transfer agent. This Specimen Stock Certificate is included as Exhibit 4.1 to this Amendment and incorporated herein by reference. In addition, we are also amending Item 1 to correspond with disclosures being made in a Registration Statement on Form S-3 that is being filed immediately after this Form 8-A/A.

Item 1. Description of Registrant's Securities to be Registered.

Common Stock

Our Board of Directors has the authority to issue up to 20,000,000 shares of common stock, par value \$0.01 per share. Holders of our common stock are entitled to one vote per share, to receive dividends when and if declared by our Board of Directors and to share ratably in the assets of the Company legally available for distribution to our stockholders in the event of liquidation. Holders of our common stock have no preemptive, subscription, redemption or conversion rights. All outstanding shares of our common stock are, and the shares to be sold hereby will be, upon issuance and payment therefor, duly authorized, fully paid and nonassessable. The holders of our common stock do not have cumulative voting rights. An election of directors by our stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote on the election. All other matters, assuming a quorum is present and unless otherwise provided by law, shall be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock which are present in person or by proxy and entitled to vote thereon. The issuance of common stock may have the effect of delaying, deferring or preventing a change of control of the Company. Our common stock is listed on the NASDAQ Capital Market under the symbol "INTT." The transfer agent and registrar for our common stock is Computershare Investor Services.

The rights, preferences and privileges of holders of our common stock will be subject to the rights of the holders of any series of our preferred stock that our Board of Directors may issue in the future. Under the terms of our certificate of incorporation, our Board of Directors has the authority, without further action by our stockholders and subject to the limits imposed by the Delaware General Corporation Law (the "DGCL"), to issue up to 5,000,000 shares of preferred stock, par value \$0.01 per share, in one or more series, none of which are outstanding. Prior to the issuance of shares of any series of undesignated preferred stock, our Board of Directors will adopt resolutions and file a Certificate of Designations with the Secretary of State of the State of Delaware. Subject to limitations prescribed by the DGCL, our certificate of incorporation and our bylaws, our Board of Directors is authorized to fix the number of shares constituting each series of our preferred stock and the voting rights, if any, the designations, preferences and relative, participating, optional or other special rights, and, qualifications, or restrictions of such series. Each series of our preferred stock will, when issued, be fully paid and nonassessable and will not have, or be subject to, any preemptive or similar rights. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change of control of the Company.

Item 2. Exhibits

Exhibit Number	Description
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- | | |
|-----|---|
| 3.1 | Certificate of Incorporation. Copy of the Company's Certificate of Incorporation is incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed on May 2, 1997. |
| 3.2 | Amended and Restated Bylaws. Copy of the Company's Amended and Restated Bylaws is incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on November 5, 2007. |
| 4.1 | Specimen Stock Certificate (filed herein). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

inTEST CORPORATION
(Registrant)

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

Date: May 4, 2011

INDEX TO EXHIBITS

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on November 5, 2007.

4.1 Specimen Stock Certificate (filed herein).

COMMON STOCK

COMMON STOCK

PAR VALUE \$0.01

THIS CERTIFICATE IS TRANSFERABLE IN
CANTON, MA AND NEW YORK, NY

[inTEST Logo]

Certificate Number

Shares

inTEST Corporation

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

CUSIP 461147 10 0
SEE REVERSE FOR CERTAIN DEFINITIONS

IS THE OWNER OF

**FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK,
\$0.01 PAR VALUE PER SHARE OF**

inTEST Corporation (hereinafter called the "Corporation"), transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this certificate properly endorsed. The Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class or series thereof, and the qualifications, limitations or restrictions of such preferences and/or rights. This certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

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

DATED <<Month Day, Year>>

[SEAL]

COUNTERSIGNED AND REGISTERED:
COMPUTERSHARE TRUST COMPANY, N.A.
TRANSFER AGENT AND REGISTRAR

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

By _____
AUTHORIZED SIGNATURE

inTEST Corporation

THE CORPORATION WILL FURNISH TO ANY STOCKHOLDER UPON REQUEST AND WITHOUT CHARGE A FULL STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE CORPORATION OR SERIES THEREOF AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. IF THE CORPORATION IS AUTHORIZED TO ISSUE ANY CLASS OF PREFERRED SHARES IN SERIES, THE CORPORATION WILL FURNISH THE DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS, PREFERENCES AND LIMITATIONS OF EACH SUCH SERIES, SO FAR AS THE SAME HAVE BEEN FIXED. SUCH REQUESTS MAY BE MADE TO THE CORPORATION OR TO ITS TRANSFER AGENT.

THE BOARD OF DIRECTORS OF THE CORPORATION IS AUTHORIZED BY RESOLUTION OR RESOLUTIONS FROM TIME TO TIME ADOPTED TO PROVIDE FOR THE ISSUANCE OF PREFERRED STOCK, IN SERIES, AND TO FIX AND STATE THE VOTING RIGHTS IF ANY, THE DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS AND QUALIFICATIONS, OR RESTRICTIONS OF SUCH SERIES. THE CORPORATION WILL FURNISH TO ANY STOCKHOLDER UPON REQUEST AND WITHOUT CHARGE A FULL DESCRIPTION OF EACH CLASS OF STOCK IN ANY SERIES THEREOF.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common

UNITED STATES MIN. ACT.

Custodian

TEN COM	as tenants in common	UNIF TRF MIN ACT _____	Custodian _____
		(Cust)	(Minor)
TEN ENT	-as tenants by the entireties	under Uniform Transfers to Minors Act _____	(State)
JT TEN	-as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT _____	Custodian(until age) _____
		(Cust)	(Minor)
		under Uniform Transfers to Minors Act _____	(State)

Additional abbreviations may also be used though not in the above list.

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

For value received, _____ hereby sell, assign and transfer unto _____

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIPCODE, OF ASSIGNEE)

_____ Shares
 of the Common Stock represented by this Certificate, and do hereby irrevocably constitute and appoint

_____, Attorney,
 to transfer the said Shares on the books of the Corporation with full power of substitution.

Dated: _____ 20 ____

Signature: _____

Signature: _____

Signature(s) Guaranteed: Medallion Guarantee Stamp
 THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE
 GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan
 Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED
 SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO
 S.E.C. RULE 17Ad-15.

Notice: The signature to this assignment must correspond with the name of the stockholder(s) as written upon the face of this Certificate, in every particular, without alteration or enlargement, or any change whatever.