

INTEST CORP
Form 10-K/A
May 08, 2006

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

FORM 10-K/A
Amendment No. 2

(Mark One)

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

For the fiscal year ended December 31, 2005 or

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

For the transition period from _____ to _____

Commission File Number 0-22529

inTEST Corporation

(Exact name of registrant as specified in its charter)

Delaware

22-2370659

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

7 Esterbrook Lane
Cherry Hill, New Jersey 08003

(Address of principal executive offices, including zip code)

(856) 424-6886

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes / / No //

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes / / No //

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of

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the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. /X/

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One): Large accelerated filer / / Accelerated filer / / Non-accelerated filer /X/

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes / / No /X/

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold on June 30, 2005 (the last business day of the Registrant's most recently completed second quarter), was: \$24,316,376.

The number of shares outstanding of the Registrant's Common Stock, as of March 31, 2006, was 9,198,241.

This Form 10-K/A is being filed to amend the Form 10-K filed by inTEST on March 31, 2006 to include the information required in Part II, Item 9B. In addition Item 15 is restated in full, as required by Rule 12b-15, to include the certifications that are filed with this Form 10-K/A, Amendment No. 2.

Item 9B. OTHER INFORMATION

Effective October 1, 2005, the annual salary of James Pelrin, GM-Temperature Management Segment, was increased to \$185,000.

Item 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) The documents filed as part of this Annual Report on Form 10-K are:
 - (i) Our consolidated financial statements and notes thereto as well as the applicable report of our independent auditors are included in Part II, Item 8 of this Annual Report on Form 10-K.
 - (ii) The following financial statement schedule should be read in conjunction with the consolidated financial statements set forth in Part II, Item 8 of this Annual Report on Form 10-K:

Schedule II -- Valuation and Qualifying Accounts

- (iii) The exhibits required by Item 601 of Regulation S-K are included under Item 15(c) of this Annual Report on Form 10-K.
- (b) Exhibits required by Item 601 of Regulation S-K:

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| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
|-----------------------|--|
| 3.1 | Certificate of Incorporation. (1) |
| 3.2 | By Laws. (1) |
| 10.1 | Lease Agreement between First Industrial, L.P. and the Company, dated June 6, 2000. (2) |
| 10.2 | First Amendment to Lease between First Industrial, L.P. and the Company dated October 2, 2000. (9) |
| 10.3 | Lease between SPHOS, Inc. and Temptronic Corporation (a subsidiary of the Company), dated December 27, 2000. (3) |
| 10.4 | Lease between The Irvine Company and the Company dated September 15, 2004 (4) |
| 10.5 | Change of Control Agreement dated April 17, 2001 between the Company and Robert E. Matthiessen. (5)(*) |
| 10.6 | Change of Control Agreement dated April 17, 2001 between the Company and Hugh T. Regan, Jr. (5)(*) |
| 10.7 | inTEST Corporation Amended and Restated 1997 Stock Plan. (6)(*) |
| 10.8 | Form of Restricted Stock Grant. (7)(*) |
| 10.9 | Form of Stock Option Grant - Director. (7)(*) |
| 10.10 | Form of Stock Option Grant - Officer. (7)(*) |
| 10.11 | Compensatory Arrangements of Executive Officers and Directors. (9)(*) |
| 14 | Code of Ethics (8) |
| 21 | Subsidiaries of the Company. (9) |
| 23 | Consent of KPMG LLP. (9) |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a). (9) |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a). (9) |
| 31.3 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) with respect to Form 10-K/A. (10) |
| 31.4 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) with respect to Form 10-K/A.(10) |
| 31.5 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) with respect to Form 10-K/A. |
| 31.6 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) with respect to Form 10-K/A. |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (9) |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (9) |
| (1) | Previously filed by the Company as an exhibit to the Company's Registration Statement on Form S-1, File No. 333-26457 filed May 2, 1997, and incorporated herein by reference. |
| (2) | Previously filed by the Company as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2000, File No. 000-22529, filed August 14, 2000, and incorporated herein by reference. |

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- (3) Previously filed by the Company as an exhibit to the Company's Form 10-K for the year ended December 31, 2000, File No. 000-22529, filed March 30, 2001, and incorporated herein by reference.
 - (4) Previously filed by the Company as an exhibit to the Company's Form 8-K dated September 15, 2004, File No. 000-22529, filed October 6, 2004, and incorporated herein by reference.
 - (5) Previously filed by the Company as an exhibit to the Company's Form 10-Q for the quarter ended March 31, 2001, File No. 000-22529, filed May 15, 2001, and incorporated herein by reference.
 - (6) Previously filed by the Company as an exhibit to the Company's Form 10-Q for the quarter ended June 30, 2002, File No. 000-22529, filed August 14, 2002, and incorporated herein by reference.
 - (7) Previously filed by the Company as an exhibit to the Company's Form 10-K for the year ended December 31, 2004, File No. 000-22529, filed March 31, 2005, and incorporated herein by reference.
 - (8) Previously filed by the Company as an exhibit to the Company's Form 10-K for the year ended December 31, 2003, File No. 000-22529, filed March 30, 2004, and incorporated herein by reference.
 - (9) Previously filed by the Company as an exhibit to the Company's Form 10-K for the year ended December 31, 2005, File No. 000-22529, filed March 31, 2006, and incorporated herein by reference.
 - (10) Previously filed by the Company as an exhibit to the Company's Form 10-K/A for the year ended December 31, 2005, File No. 000-22529, filed May 1, 2006, and incorporated herein by reference.
 - (*) Indicates a management contract or compensatory plan, contract or arrangement in which a director or executive officers participate.
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Signature

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

inTEST CORPORATION

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

Date: May 8, 2006

Index to Exhibits

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