

INTEST CORP
Form 8-K
October 20, 2004

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

Date of Report (Date of earliest event reported):

October 19, 2004

inTEST Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware

0-22529

22-2370659

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer of Incorporation)

7 Esterbrook Lane, Cherry Hill, New Jersey 08003

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (856) 424-6886

- 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 14d-2(b) under the Exchange Act
(17 CFR 240.13e-4(c))
-

Item 2.02.

Results of Options and Financial Condition

On October 19, 2004, the Company announced that revenues for the third quarter are expected to be approximately \$19.5 million with pre-tax earnings in the range from \$0.10 to \$0.12 per diluted share. The Company's press release is attached to this Current Report as Exhibit 99 and is incorporated by reference herein.

The information in this Item 2.02 of this Current Report on Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

Item 7.01. Regulation FD Disclosure

On October 19, 2004, the Company announced that revenues for the third quarter are expected to be approximately \$19.5 million with pretax earnings in the range of \$0.10 to \$0.12 per diluted share, and that the Company expected continued market weakness resulting in an operating loss for the fourth quarter 2004. The Company is developing cost containment strategies to bring the operating expenses inline with expected business levels. The Company will provide more specific information regarding the third and fourth quarters 2004 during its previously scheduled conference call on Wednesday, October 27, 2004. The Company's press release is attached to this Current Report as Exhibit 99 and is incorporated by reference herein.

The information in this Item 7.01 of this Current Report on Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

99 Press Release, dated October 19, 2004

SIGNATURE

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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/ Hugh T. Regan, Jr.

Hugh T. Regan, Jr.

Secretary, Treasurer and Chief Financial Officer

Date: October 19, 2004

EXHIBIT INDEX

99 Press Release, dated October 19, 2004