

INTEST CORP
Form SC 13D/A
June 19, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

inTEST Corporation
(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

461147 10 0
(CUSIP Number)

Hugh T. Regan, Jr., Treasurer and Chief Financial Officer
inTEST Corporation, 804 East Gate Drive, Suite 200, Mt. Laurel, NJ 08054 (856) 505-8800
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 13, 2017
(Date of Event Which Requires Filing This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box. [X]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 461147 10 0

Name of Reporting Persons

1. Estate of Alyn R. Holt

Check the appropriate box if
a member of a group (see
instructions)
2. (a) (b)

3. SEC use only

Source of Funds (see
instructions)

4. PF

Check if disclosure of legal
proceedings is required
pursuant to Items 2(d) or 2(e)
5. _____

Citizen or Place of
Organization

6. U.S.A.

7. Sole Voting Power
Number of Shares Beneficially Owned By Each Reporting Person With

8. Shared Voting Power
1,114,231

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
1,114,231

Aggregate Amount
Beneficially Owned by Each
Reporting Person

11. 1,114,231

12. Check Box if the Aggregate
Amount in Row (11)
Excludes Certain Shares (see
instructions)

Percent of Class Represented
by amount in Row (11)

13.

10.7%

Type of Reporting Person*

14.

IN

CUSIP No. 461147 10 0

Name of Reporting Persons

1. Alyn R. Holt

Check the appropriate box if a member of a group (see instructions)

2. (a) (b)

3. SEC use only

Source of Funds (see instructions)

4. PF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5. _____

Citizen or Place of Organization

6. U.S.A.

Number of Shares Beneficially Owned By Each Reporting Person With

7. Sole Voting Power
0

8. Shared Voting Power
0

9. Sole Dispositive Power
0

10. Shared Dispositive Power
0

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 0

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

13. Percent of Class Represented by amount in Row (11)

0.0%

Type of Reporting Person*

14.

IN

CUSIP No. 461147 10 0

Name of Reporting Persons

1. Connie Holt GST Exempt
Residuary Trust u/a dated
12/10/14

2. Check the appropriate box if
a member of a group (see
instructions)

(a) (b)

3. SEC use only

4. Source of Funds (see
instructions)

OO

5. Check if disclosure of legal
proceedings is required
pursuant to Items 2(d) or 2(e)

6. Citizen or Place of
Organization

New Jersey

Number of 7. Sole Voting Power
Shares -0-

Beneficially 8. Shared Voting Power
Owned By 150,427

Each 9. Sole Dispositive Power
-0-

Reporting 10. Shared Dispositive Power
Person With 150,427

11. Aggregate Amount
Beneficially Owned by Each
Reporting Person

150,427

12. Check Box if the Aggregate
Amount in Row (11)
Excludes Certain Shares (see
instructions)

[]

Percent of Class Represented
by amount in Row (11)

13.

1.4%

Type of Reporting Person*

14.

OO

CUSIP No. 461147 10 0

Name of Reporting Persons

1. Kristen Holt Thompson

Check the appropriate box if a member of a group (see

2. instructions)
(a) (b)

3. SEC use only

Source of Funds (see instructions)

4. OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5. _____

Citizen or Place of Organization

6. U.S.A.

Number of Shares Beneficially Owned By Each Reporting Person With

7. Sole Voting Power
82,169

8. Shared Voting Power
1,374,231

9. Sole Dispositive Power
82,169

10. Shared Dispositive Power
1,374,231

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 1,456,400

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

13.

Percent of Class Represented
by amount in Row (11)

14.0%

Type of Reporting Person*

14.

IN

CUSIP No. 461147 10 0

Name of Reporting Persons

1. Holt Charitable Remainder
Unitrust u/a Dated 5/22/00

Check the appropriate box if
a member of a group (see
instructions)
2. (a) (b)

3. SEC use only

Source of Funds (see
instructions)

4. OO

Check if disclosure of legal
proceedings is required
pursuant to Items 2(d) or 2(e)
5. _____

Citizen or Place of
Organization

6. New Jersey

Number of 7. Sole Voting Power
Shares -0-

Beneficially 8. Shared Voting Power
Owned By 115,000

Each 9. Sole Dispositive Power
-0-

Reporting 10. Shared Dispositive Power
Person With 115,000

11. Aggregate Amount
Beneficially Owned by Each
Reporting Person

115,000

12. Check Box if the Aggregate
Amount in Row (11)
Excludes Certain Shares (see
instructions)

Percent of Class Represented
by amount in Row (11)

13.

1.1%

Type of Reporting Person*

14.

OO

CUSIP No. 461147 10 0

Name of Reporting Persons

1. Alyn R. Holt Trust fbo
Kristen Holt Thompson u/a
Dated 4/14/03

2. Check the appropriate box if
a member of a group (see
instructions)
(a) (b)

3. SEC use only

4. Source of Funds (see
instructions)

OO

5. Check if disclosure of legal
proceedings is required
pursuant to Items 2(d) or 2(e)

6. Citizen or Place of
Organization

New Jersey

- | | | |
|---|------------------------------|---------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. Sole Voting Power | -0- |
| | 8. Shared Voting Power | 260,000 |
| | 9. Sole Dispositive Power | -0- |
| | 10. Shared Dispositive Power | 260,000 |

11. Aggregate Amount
Beneficially Owned by Each
Reporting Person

260,000

12. Check Box if the Aggregate
Amount in Row (11)
Excludes Certain Shares (see
instructions)

Percent of Class Represented
by amount in Row (11)

13.

2.5%

Type of Reporting Person*

14.

OO

Schedule 13D/A
Amendment No. 8

The information in this Amendment No. 8 to Schedule 13D (this “Eighth Amendment” or this “13D/A”) amends and restates the Schedule 13D and Amendments No. 1, No. 2, No. 3, No. 4, No. 5, No. 6, and No. 7 to the Schedule 13D (collectively, the “Schedule 13D”) filed with the U.S. Securities and Exchange Commission (the “SEC”) by Alyn R. Holt and the other Reporting Persons therein described on May 7, 2010, May 27, 2010, August 4, 2010, May 24, 2011, May 25, 2012, May 31, 2013, December 22, 2016, and March 30, 2017, respectively, relating to the common stock, par value \$0.01 per share (the “Common Stock”), of inTEST Corporation. This Eighth Amendment is filed to reflect the fact that Mr. Holt is now deceased and Kristen Holt Thompson, as executor of Mr. Holt’s estate, now has beneficial ownership over the shares for which Mr. Holt previously beneficially owned, as well as the disposition of Common Stock by Ms. Holt Thompson.

Item Interest in Securities of the Issuer.

5.

a. See Items 11 and 13 on the cover page.

b. See Items 7 through 10 on the cover page.

c. See Annex A.

d. No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities reported on herein, other than the direct owner of such shares.

e. Not applicable.

Item 7. Materials to be Filed as Exhibits.

Item 7 is hereby amended and restated in its entirety to read as follows:

99.1 Power of Attorney of Kristen Holt Thompson.

99.2 Rule 10b5-1 Trading Plan between Kristen Holt Thompson and Robert W. Baird & Co., dated as of August 30, 2016.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 19, 2017

/s/ Kristen Holt Thompson
By: Kristen Holt Thompson, Executor
Estate of Alyn R. Holt

/s/ Kristen Holt Thompson
By: Kristen Holt Thompson, Trustee
Holt Charitable Remainder Unitrust u/a Dated 5/22/00

/s/ Kristen Holt Thompson
By: Kristen Holt Thompson

/s/ Kristen Holt Thompson
By: Kristen Holt Thompson, Trustee
Alyn R. Holt Trust fbo Kristen Holt Thompson u/a
Dated 4/14/03

/s/ Kristen Holt Thompson
By: Kristen Holt Thompson, Trustee
Connie Holt GST Exempt Residuary Trust u/a Dated
12/10/14

Annex A

| Transaction Date | Shares Acquired | Shares Disposed | Price Per Share | Description of Transaction |
|------------------|-----------------|-----------------|-----------------|-------------------------------------|
| June 13, 2017 | 0 | 15,000 | \$8.1997 | Sale pursuant to a Rule 10b5-1 plan |
| June 14, 2017 | 0 | 10,000 | \$7.8622 | Sale pursuant to a Rule 10b5-1 plan |
| June 15, 2017 | 0 | 15,000 | \$7.5191 | Sale pursuant to a Rule 10b5-1 plan |
| June 16, 2017 | 0 | 17,000 | \$7.1546 | Sale pursuant to a Rule 10b5-1 plan |