

HOLT ALYN R
Form SC 13D/A
August 04, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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, 7 Esterbrook Lane, Cherry Hill, NJ 08003 (856) 424-6886

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 7, 2010

(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 Rule 13d-1(e), Rule 13d-1(f), or Rule 13d-1(g), check the following box.

Note:

Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) 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.

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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

| | | | |
|---|---|--------------------------|------------------|
| 1. | Name of Reporting Persons Alyn R. Holt | | |
| 2. | Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC use only | | |
| 4. | Source of Funds (see instructions) PF | | |
| 5. | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____ | | |
| 6. | Citizen or Place of Organization U.S.A. | | |
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power | 1,267,006 |
| | 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 1,527,006 | | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/> | | |
| 13. | Percent of Class Represented by amount in Row (11) | | |

| | |
|-----|--|
| | 14.8% |
| 14. | Type of Reporting Person* IN |

CUSIP No. 461147 10 0

| | | | |
|---|---|--|--|
| 1. | Name of Reporting Persons Connie E. Holt | | |
| 2. | Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC use only | | |
| 4. | Source of Funds (see instructions) PF | | |
| 5. | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____ | | |
| 6. | Citizen or Place of Organization U.S.A. | | |
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power 150,427 | |
| | 8. | Shared Voting Power -0- | |
| | 9. | Sole Dispositive Power 150,427 | |
| | 10. | Shared Dispositive Power -0- | |
| 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) <input type="checkbox"/> | | |
| 13. | | | |

| | |
|-----|---|
| | Percent of Class Represented by amount in Row (11) 1.5% |
| 14. | Type of Reporting Person* IN |

CUSIP No. 461147 10 0

| | | | |
|---|---|--|--|
| 1. | Name of Reporting Persons Kristen Holt Thompson | | |
| 2. | Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC use only | | |
| 4. | Source of Funds (see instructions) 00 | | |
| 5. | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____ | | |
| 6. | Citizen or Place of Organization U.S.A. | | |
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power 178,598 | |
| | 8. | Shared Voting Power 260,000 | |
| | 9. | Sole Dispositive Power 178,598 | |
| | 10. | Shared Dispositive Power 260,000 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 438,598 | | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/> | | |

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|-----|---|
| 13. | Percent of Class Represented by amount in Row (11) 4.2% |
| 14. | Type of Reporting Person* IN |

CUSIP No. 461147 10 0

| | | | |
|---|---|--------------------------|---------------|
| 1. | Name of Reporting Persons Brian Thompson | | |
| 2. | Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC use only | | |
| 4. | Source of Funds (see instructions) 00 | | |
| 5. | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____ | | |
| 6. | Citizen or Place of Organization U.S.A. | | |
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power | 20,000 |
| | 8. | Shared Voting Power | -0- |
| | 9. | Sole Dispositive Power | 20,000 |
| | 10. | Shared Dispositive Power | -0- |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 20,000 | | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/> | | |

| | |
|-----|---|
| 13. | Percent of Class Represented by amount in Row (11) 0.2% |
| 14. | Type of Reporting Person* IN |

CUSIP No. 461147 10 0

| | | | |
|---|---|--------------------------|----------------|
| 1. | Name of Reporting Persons Holt Charitable Remainder Unitrust u/a Dated 5/22/00 | | |
| 2. | Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC use only | | |
| 4. | Source of Funds (see instructions) 00 | | |
| 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 | 115,000 |
| | 8. | Shared Voting Power | -0- |
| | 9. | Sole Dispositive Power | 115,000 |
| | 10. | Shared Dispositive Power | -0- |
| 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) <input type="checkbox"/> | | |

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|-----|---|
| 13. | Percent of Class Represented by amount in Row (11) 1.1% |
| 14. | Type of Reporting Person* 00 |

CUSIP No. 461147 10 0

| | | | |
|---|---|---|--|
| 1. | Name of Reporting Persons Alyn R. Holt Year 2001 Irrevocable Agreement of Trust u/a Dated 10/22/01 | | |
| 2. | Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC use only | | |
| 4. | Source of Funds (see instructions) 00 | | |
| 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 24,000 | |
| | 8. | Shared Voting Power -0- | |
| | 9. | Sole Dispositive Power 24,000 | |
| | 10. | Shared Dispositive Power -0- | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 24,000 | | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/> | | |

| | |
|-----|---|
| 13. | Percent of Class Represented by amount in Row (11) 0.2% |
| 14. | Type of Reporting Person* 00 |

CUSIP No. 461147 10 0

| | | | |
|---|---|--------------------------|----------------|
| 1. | Name of Reporting Persons 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3. | SEC use only | | |
| 4. | Source of Funds (see instructions) 00 | | |
| 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 | 260,000 |
| | 8. | Shared Voting Power | -0- |
| | 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) <input type="checkbox"/> | | |

| | |
|-----|---|
| 13. | Percent of Class Represented by amount in Row (11) 2.5% |
| 14. | Type of Reporting Person* 00 |

[Schedule 13D/A](#)
[Amendment No. 2](#)

The information in this Amendment No. 2 to Schedule 13D (this "Second Amendment") supplements and amends, but is not a complete restatement of, Schedule 13D and Amendment No. 1 to the Schedule 13D (collectively, the "Schedule 13D") filed by the Reporting Persons with the U.S. Securities and Exchange Commission (the "SEC") on May 7, 2010 and May 27, 2010, respectively, relating to the common stock, par value \$0.01 per share (the "Common Stock"), of inTEST Corporation. This Second Amendment should be read in conjunction with, and is qualified in its entirety by reference to, the Schedule 13D. Capitalized terms used in this Second Amendment but not otherwise defined have the meaning ascribed to them in the Schedule 13D. In order to reflect information previously disclosed on Exhibit 99.3 of the Schedule 13D as filed on May 27, 2010, Items 2.a, 4.a and 6 of the Schedule 13D are amended and restated as set forth below. Additionally, certain information which was included previously in the Schedule 13D which is no longer current is updated as of the date of filing of this Amendment No. 2.

Item 2. Identity and Background

- a. This Schedule 13D is being filed by Alyn R. Holt, Connie E. Holt, Kristen Holt Thompson, Brian Thompson (collectively, the "Holt Family Members"), the Holt Charitable Remainder Unitrust u/a Dated 5/22/00 (the "2000 Trust"), the Alyn R. Holt Year 2001 Irrevocable Agreement of Trust u/a Dated 10/22/01 (the "2001 Trust"), and the Alyn R. Holt Trust fbo Kristen Holt Thompson u/a Dated 4/14/03 (the "2003 Trust"); the 2000 Trust, the 2001 Trust and the 2003 Trust, collectively, the Holt Trusts; and the Holt Family Members and the Holt Trusts, collectively the Reporting Persons).

Each of the Reporting Persons beneficially owns shares of the Stock and has entered into pre-arranged stock trading plans (also referred to as "Trading Plans") for the sale of the shares owned by each of them. Under the Trading Plans, the sellers have specified a program for selling shares at certain prices and at certain times. Such sales will commence when the trading price of the stock reaches \$8.00 per share. At the time the Trading Plans were entered into, the stock was trading around \$3.50 per share and had recently traded as high as \$3.97 per share. As of the date of filing this Amendment No. 2, the stock has been trading around \$3.25 per share and has traded as high as \$4.15 per share. Additional sales will be triggered by higher trading prices, provided that, if prior to September 25, 2010, the trading price per share of the Common Stock has not exceeded \$8.00 per share, then the trigger price for all shares under the Trading Plans will be \$8.00 per share.

All such sales will be conducted in accordance with Rule 144 under the Securities Act. Rule 144 imposes a volume limitation on the sales of shares by Mr. Holt and related persons during any three month period, which limitation will be applicable to the aggregate sales under these Trading Plans. The volume limitation is currently equal to greater of (i) 1% of the total number of shares of the Company's stock outstanding (which would equal 103,152 shares based upon the number of shares outstanding as

of June 30, 2010) or (ii) the average of the weekly reported volume of trading reported by NASDAQ during the four calendar weeks preceding the sales (which would equal 228,461 shares based upon the volume of trading reported during the four calendar weeks ending on July 23, 2010). The volume limitation may increase or decrease in the future depending upon the average trading volume of the shares during the four week period prior to any sale.

The respective Trading Plans have substantially the same terms, and sales of shares under the Trading Plans will be allocated among the Reporting Persons for purposes of complying with the aggregate volume limitation under Rule 144. As a result, the Reporting Persons may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The agreement among the Reporting Persons to file this Schedule 13D jointly in accordance with Rule 13d-1(k) of the Exchange Act was filed with the Schedule 13D as Exhibit 99.1 on May 7, 2010. Each of the Reporting Persons disclaims beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of all of the shares that may be deemed to be beneficially owned by it except with respect to any shares directly owned by the respective Reporting Person or for which the Reporting Person has investment power over as trustee of any Holt Trust. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons is the beneficial owner of any shares not directly owned by the respective Reporting Person.

The foregoing is a general description of the terms and conditions of the Trading Plans and is qualified in its entirety by the full text of the Trading Plans, the form of which was filed as Exhibit 99.3 to Amendment No. 1 to the Schedule 13D on May 27, 2010.

Item 4. Purpose of Transaction

The shares were acquired by the Reporting Persons for investment purposes. The Reporting Persons do not have any plans or proposals which relate to or would result in any of the following, except as noted:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer, except that each of the Reporting Persons, as previously announced, entered into pre-arranged stock trading plans for the sale of shares owned by each of them as more fully described under Item 2.a.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Corporation, other than the understanding related to the execution by each of the Reporting Persons of the Trading Plans with Robert W. Baird & Co. Incorporated, as Broker, for execution of the sales of the shares directly owned by and, if applicable, fully vested in such Reporting Person pursuant to such Trading Plans.

Item 7. Material to be Filed as Exhibits

Exhibit 99.1 Joint Filing Agreement dated May 7, 2010, by and among the Reporting Persons*

Exhibit 99.2

Power of Attorney*

Exhibit 99.3

Form of Trading Plans**

* Indicates document previously filed as an exhibit to a Schedule 13D filed on May 7, 2010 and incorporated herein by reference.

** Indicates document previously filed as an exhibit to Amendment No. 1 to the Schedule 13D filed on May 27, 2010 and incorporated herein by reference.

This Item 7 is not being amended but is being included in this Second

Amendment for the convenience of the reader.

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: August 4, 2010

By: /s/ Hugh T. Regan, Jr.,
Attorney-in-Fact for Alyn R. Holt
Alyn R. Holt

By: /s/ Hugh T. Regan, Jr., Attorney-in-Fact for Alyn R. Holt,
Trustee of Holt Charitable Remainder Unitrust
Alyn R. Holt, Trustee
Holt Charitable Remainder Unitrust

By: /s/ Hugh T. Regan, Jr.,
Attorney-in-Fact for Connie E. Holt
Connie E. Holt

By: /s/ Hugh T. Regan, Jr., Attorney-in-Fact
for Alyn R. Holt, Trustee of Alyn R. Holt
Year 2001 Irrevocable Agreement of Trust
Alyn R. Holt, Trustee
Alyn R. Holt Year 2001 Irrevocable Agreement of
Trust

By: /s/ Hugh T. Regan, Jr.,
Attorney-in-Fact for Kristen Holt
Thompson
Kristen Holt Thompson

By: /s/ Hugh T. Regan, Jr., Attorney-in-Fact for
Kristen Holt Thompson, Trustee of
Alyn R. Holt Trust fbo Kristen Holt Thompson
Kristen Holt Thompson, Trustee
Alyn R. Holt Trust fbo Kristen Holt Thompson

By: /s/ Hugh T. Regan, Jr.,
Attorney-in-Fact for Brian Thompson
Brian Thompson