

INTEST CORP
Form SC 13G
December 22, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*
inTEST Corporation
(Name of Issuer)
Common Stock, \$.01 par value per share
(Title of Class of Securities)
46114710
(CUSIP Number)
December 12, 2008
(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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).

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1 NAMES OF REPORTING PERSONS

I.R.S. Identification Nos. of above persons (entities only)

Henry Partners, L.P. 23-2888396

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 390,000 shares

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 390,000 shares

8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

390,000 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

I.R.S. Identification Nos. of above persons (entities only)

Matthew Partners, L.P. 23-3063303

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 210,000 shares

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 210,000 shares

8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

210,000 shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

I.R.S. Identification Nos. of above persons (entities only)

Henry Investment Trust, L.P. 23-2887157

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) *

(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 600,000 shares*

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 600,000 shares*

8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 shares*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.0%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* NOTE: Henry Investment Trust, L.P. is the sole general partner of each of Henry Partners, L.P. and Matthew Partners L.P. See Item 4 of this Schedule 13G.

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Item 1.

(a) Name of Issuer:

inTEST Corporation

(b) Address of Issuer's Principal Executive Offices:

7 Esterbrook Lane
Cherry Hill, NJ 08003

Item 2.

(a) Name of Person Filing:

(1) Henry Partners, L.P.

(2) Matthew Partners, L.P.

(3) Henry Investment Trust, L.P.

(b) Address of Principal Business Office, if none, Residence:

(1) 255 South 17th Street, Suite 2608
Philadelphia, PA 19103

(2) 255 South 17th Street, Suite 2608
Philadelphia, PA 19103

(3) 255 South 17th Street, Suite 2608
Philadelphia, PA 19103

(c) Citizenship:

(1) Delaware

(2) Delaware

(3) Pennsylvania

(d) Title of Class of Securities:

Common Stock, \$.01 par value per share

(e) CUSIP Number:

46114710

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) o Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) o Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not applicable.

Item 4. Ownership

Henry Partners, L.P. and Matthew Partners, L.P. are beneficial holders, in the aggregate, of 600,000 shares of common stock of the Issuer, or approximately 6.0% of the total number of shares of common stock of the Issuer outstanding. Henry Investment Trust, L.P. (HIT) is the General Partner of each of Henry Partners, L.P. and Matthew Partners, L.P. David W. Wright is the investment manager of each of Henry Partners, L.P. and Matthew Partners, L.P. and is the President of Canine Partners, LLC, the General Partner of HIT. Investment decisions made on behalf of Henry Partners, L.P. and Matthew Partners, L.P. are made primarily through their General Partner and David W. Wright.

(a) Amount beneficially owned:

(1) 390,000

(2) 210,000

(3) 600,000 (HIT may be deemed a beneficial owner of the shares held by Henry Partners, L.P. and Matthew Partners, L.P. solely because it is the general partner of those partnerships)

(b) Percent of Class:

(1) 3.9%

(2) 2.1%

(3) 6.0%

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(c) Number of Shares as to which the person has:

i. Sole power to vote or to direct the vote:

(1) 390,000

(2) 210,000

(3) 600,000 (HIT may be deemed a beneficial owner of the shares held by Henry Partners, L.P. and Matthew Partners, L.P. solely because it is the general partner of those partnerships)

ii. Shared power to vote or to direct the vote:

(1) -0-

(2) -0-

(3) -0-

iii. Sole power to dispose or to direct the disposition of:

(1) 390,000

(2) 210,000

(3) 600,000 (HIT may be deemed a beneficial owner of the shares held by Henry Partners, L.P. and Matthew Partners, L.P. solely because it is the general partner of those partnerships)

iv. Shared power to dispose or to direct the disposition of:

(1) -0-

(2) -0-

(3) -0-

The percentages set forth in this Schedule 13G are based upon the total number of shares of the Issuer's common stock outstanding of 10,077,206 shares as reported in the Issuer's Form 10-Q report for the quarter ended September 30, 2008.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

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Item 8. Identification and Classification of Member of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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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.

HENRY PARTNERS, L.P. by its General Partner,
HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

Date: December 22, 2008

By: /s/ David W. Wright
David W. Wright,
President

MATTHEW PARTNERS, L.P. by its General
Partner,
HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

Date: December 22, 2008

By: /s/ David W. Wright
David W. Wright,
President

HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

Date: December 22, 2008

By: /s/ David W. Wright
David W. Wright,
President

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JOINT FILING AGREEMENT

The undersigned, the Reporting Persons named in this Schedule 13G (the "Schedule 13G"), hereby agree that the Schedule 13G is filed on behalf of each of them and that each Reporting Person is responsible for the timely filing of any amendments to the Schedule 13G. Each Reporting Person further agrees that each of them is responsible for the completeness and accuracy of the information concerning such Reporting Person, respectively, contained in the Schedule 13G and that each of them is not responsible for the completeness or accuracy of the information concerning the other Reporting Persons.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of the 22nd day of December, 2008.

HENRY PARTNERS, L.P., by its General Partner,
HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

By: /s/ David W. Wright
David W. Wright,
President

MATTHEW PARTNERS, L.P., by its General
Partner,
HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

By: /s/ David W. Wright
David W. Wright,
President

HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS, LLC

By: /s/ David W. Wright
David W. Wright,
President