

Mastech Holdings, Inc.
Form 4
August 28, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Horner D. Kevin

(Last) (First) (Middle)

1000 COMMERCE DRIVE, SUITE
500

(Street)

PITTSBURGH, PA 15275

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Mastech Holdings, Inc. [MHH]

3. Date of Earliest Transaction
(Month/Day/Year)

08/26/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

CEO, President & Director

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/26/2013		M	V Amount (A) or (D) Price 1,000 A \$ 0.01	16,000	D	
Common Stock	08/26/2013		S	1,000 D \$ 11.1	15,000	D	
Common Stock	08/26/2013		M	1,000 A \$ 0.01	16,000	D	
Common Stock	08/26/2013		S	1,000 D \$ 11.1	15,000	D	
Common Stock	08/26/2013		M	1,000 A \$ 0.01	16,000	D	

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Common Stock	08/26/2013	S	1,000	D	\$ 11.1	15,000	D
Common Stock	08/26/2013	M	1,000	A	\$ 0.01	16,000	D
Common Stock	08/26/2013	S	1,000	D	\$ 11.1	15,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 0.01	08/26/2013		M	1,000	<u>(1)</u> 10/15/2018	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 0.01	08/26/2013		M	1,000	<u>(1)</u> 10/15/2018	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 0.01	08/26/2013		M	1,000	<u>(1)</u> 10/15/2018	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 0.01	08/26/2013		M	1,000	<u>(1)</u> 10/15/2018	Common Stock	1,000

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Horner D. Kevin 1000 COMMERCE DRIVE, SUITE 500 PITTSBURGH, PA 15275	X		CEO, President & Director	

Signatures

/s/ James J. Barnes, Attorney-in-fact	08/28/2013
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**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 2,500 shares vested on October 15, 2009. The remaining options vested in twelve equal quarterly installments of 625 beginning on January 15, 2010, and through October 15, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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