Mastech Holdings, Inc.

Form 4

August 28, 2013

## FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

t, .•

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Horner D. Kevin Issuer Symbol Mastech Holdings, Inc. [MHH] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_ Director 10% Owner \_X\_\_ Officer (give title . \_ Other (specify 1000 COMMERCE DRIVE, SUITE 08/26/2013 below) 500 CEO, President & Director (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
\_X\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting
Person

#### PITTSBURGH, PA 15275

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			d of	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
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	
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.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	\$ 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			CEO,				
1000 COMMERCE DRIVE, SUITE 500	X		President &				
PITTSBURGH, PA 15275			Director				

## **Signatures**

/s/ James J. Barnes, Attorney-in-fact 08/28/2013

\*\*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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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