

Mastech Holdings, Inc.
 Form 4/A
 November 08, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cronin John J.

(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)
 11/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/06/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO, Sec & Treasurer

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	11/04/2013		S	791	D \$ 15.61	51,675	D
Common Stock	11/04/2013		M	1,000	A \$ 2.95	52,675	D
Common Stock	11/04/2013		S	1,000	D \$ 15.9	51,675	D
Common Stock	11/05/2013		M	100	A \$ 2.95	51,775	D
Common Stock	11/05/2013		S	100	D \$ 17.1	51,675	D

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Common Stock	11/05/2013	M	1,000	A	\$ 2.95	52,675	D
Common Stock	11/05/2013	S	1,000	D	\$ 16.9	51,675	D

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

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(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
Employee Stock Option (Right to Buy)	\$ 2.95	11/04/2013		M	1,000	<u>(1)</u> 12/18/2019	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 2.95	11/05/2013		M	100	<u>(1)</u> 12/18/2019	Common Stock	100
Employee Stock Option (Right to Buy)	\$ 2.95	11/05/2013		M	1,000	<u>(1)</u> 12/18/2019	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cronin John J.
1000 COMMERCE DRIVE
SUITE 500
PITTSBURGH, PA 15275

CFO, Sec & Treasurer

Signatures

/s/ John Cronin

11/08/2013

**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).

6,250 shares became exercisable on December 18, 2010, which was the first anniversary of the grant date, and thereafter, the remaining (1) shares vest equally on a quarterly basis through December 18, 2013. This amendment is filed to reflect that the exercise price of such options is \$2.95, adjusted from \$4.95, due to an equitable adjustment pursuant to Mastech Holdings, Inc. Stock Incentive Plan.

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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