

Mastech Digital, Inc.  
Form 8-K  
April 25, 2018

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): April 20, 2018**

**MASTECH DIGITAL, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Pennsylvania**  
**(State or Other Jurisdiction of Incorporation)**

**001-34099**  
**(Commission)**

**26-2753540**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**1305 Cherrington Parkway, Suite 400**

**Moon Township, PA**  
**(Address of Principal Executive Offices)**

**15108**  
**(Zip Code)**

**(412) 787-2100**

**(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On April 20, 2018, Mastech Digital, Inc. (the Company ) entered into a Second Amendment (the Second Amendment ) to its Credit Agreement, dated as of July 13, 2017 and amended by that certain First Amendment dated as of November 14, 2017 (the Credit Agreement ), by and among the Company, certain of its subsidiaries (collectively with the Company, the Company Entities ), PNC Bank, National Association, as administrative agent, swing loan lender and issuing lender, PNC Capital Markets LLC, as sole lead arranger and sole bookrunner, and certain financial institutions party thereto as lenders. The Second Amendment amends the Credit Agreement by, among other things, (i) reducing the aggregate commitment amount of the revolving credit facility to the Company Entities (the Revolving Credit Facility ) from \$27.5 million to \$22.5 million, which amount is subject to increase to an aggregate commitment amount not exceeding \$32.5 million upon satisfaction of certain conditions; (ii) increasing the aggregate commitment amount of the swing loan subfacility under the Revolving Credit Facility from \$3.0 million to \$5.0 million; and (iii) amending the financial covenant in the Credit Agreement related to the Company s leverage ratio (as defined in the Credit Agreement) by increasing the maximum permitted leverage ratio for each of the fiscal quarters ending on or prior to September 30, 2019.

The foregoing summary of the Second Amendment does not purport to be complete and is qualified in its entirety by reference to the Second Amendment and the Credit Agreement. The Second Amendment is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit

No.	Description
10.1	<u>Second Amendment to Credit Agreement, dated as of April 20, 2018, by and among Mastech Digital, Inc., PNC Bank, National Association, and certain other financial institutions party thereto as lenders, and PNC Bank, National Association, in its capacity as administrative agent for the lenders thereto</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MASTECH DIGITAL, INC.

By: /s/ John J. Cronin  
Name: John J. Cronin  
Title: Chief Financial Officer

April 25, 2018