

Mastech Holdings, Inc.  
 Form 4/A  
 November 21, 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 \*  
 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)  
 11/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/18/2013

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)
				Code V Amount (A) or (D) Price			
Common Stock	11/14/2013		M	5,000 A \$ 2.95	25,670	D	
Common Stock	11/14/2013		S	5,000 D \$ 22.099	20,670	D	

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

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**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	11/14/2013		M	5,000	<u>(1)</u> 12/18/2019	Common Stock	5,000

**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  
Date: 11/21/2013

\*\*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) 1,875 shares vested on December 18, 2010 and, thereafter, the remaining shares vest equally on a quarterly basis through December 18, 2013. The sale transaction reported on Table I of the Form 4 filed November 18, 2013 was entered in error. This Amendment is filed to correctly reflect exercise of option occurred on November 14, 2013. This Amendment also corrects the amount of securities beneficially owned to reflect certain adjustments made in connection with a special dividend occurred in 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.