

Watzinger Gerhard
Form 4
November 06, 2018

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 *
Watzinger Gerhard

(Last) (First) (Middle)

C/O MASTECH DIGITAL,
INC., 1305 CHERRINGTON
PARKWAY, BLDG 210, STE

(Street)

MOON TOWNSHIP, PA 15108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mastech Digital, Inc. [MHH]

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2018

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)

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	11/02/2018		M		3,000	A	\$ 1.18
Common Stock	11/02/2018		S		3,000	D	\$ 6.68
Common Stock	11/05/2018		M		3,000	A	\$ 1.18
Common Stock	11/05/2018		S		3,000	D	\$ 6.42
Common Stock	11/06/2018		M		2,750	A	\$ 1.18

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Common Stock 11/06/2018 S 2,750 D \$ 6.37 28,684 ⁽¹⁾ 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 (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	\$ 1.18	11/02/2018		M	3,000	⁽²⁾ 12/09/2018	Common Stock	3,000
Employee Stock Option	\$ 1.18	11/05/2018		M	3,000	⁽²⁾ 12/09/2018	Common Stock	3,000
Employee Stock Option	\$ 1.18	11/06/2018		M	2,750	⁽²⁾ 12/09/2018	Common Stock	2,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Watzinger Gerhard
C/O MASTECH DIGITAL, INC.
1305 CHERRINGTON PARKWAY, BLDG 210, STE
MOON TOWNSHIP, PA 15108

X

Signatures

/s/ James J. Barnes,
Attorney-in-Fact

11/06/2018

**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) This amount has been adjusted pursuant a stock split declared by Mastech Digital, Inc. on October 30, 2013 and a subsequent stock split declared on July 25, 2018.
- (2) A portion of the options became exercisable on December 8, 2010 and thereafter vested in equal quarterly installments through December 18, 2013.

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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