

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 or Price (A) or (D)		
Common Stock	11/02/2018		M		3,000 A \$ 1.18	28,684 <sup>(1)</sup>	D
Common Stock	11/02/2018		S		3,000 D \$ 6.68	25,684 <sup>(1)</sup>	D
Common Stock	11/05/2018		M		3,000 A \$ 1.18	28,684 <sup>(1)</sup>	D
Common Stock	11/05/2018		S		3,000 D \$ 6.42	25,684 <sup>(1)</sup>	D
Common Stock	11/06/2018		M		2,750 A \$ 1.18	28,434 <sup>(1)</sup>	D

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Common Stock      11/06/2018      S      2,750      D      \$ 6.37      28,684 <sup>(1)</sup>      D

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

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

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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	<sup>(2)</sup> 12/09/2018	Common Stock	3,000
Employee Stock Option	\$ 1.18	11/05/2018		M	3,000	<sup>(2)</sup> 12/09/2018	Common Stock	3,000
Employee Stock Option	\$ 1.18	11/06/2018		M	2,750	<sup>(2)</sup> 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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