

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Gupta Vivek</u>  (Last) (First) (Middle) C/O MASTECH DIGITAL, INC. 1305 CHERRINGTON PKWY, BLDG 210, STE 400  (Street) MOON TOWNSHIP PA 15108  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mastech Digital, Inc. [ MHH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/01/2020		M		4,087	A	\$3.63	4,087	D	
Common Stock	06/01/2020		S		4,087	D	\$18.6967 <sup>(1)</sup>	0	D	
Common Stock	06/02/2020		M		9,570	A	\$3.63	9,570	D	
Common Stock	06/02/2020		S		9,570	D	\$19.0782 <sup>(2)</sup>	0	D	
Common Stock	06/02/2020		M		342	A	\$3.63	342	D	
Common Stock	06/02/2020		S		342	D	\$19.5695 <sup>(3)</sup>	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$3.63	06/01/2020		M		4,087	(4)	03/01/2026	Common Stock	4,087	\$0.00	363,649 <sup>(5)</sup>	D	
Employee Stock Option (Right to Buy)	\$3.63	06/02/2020		M		9,570	(4)	03/01/2026	Common Stock	9,570	\$0.00	354,079 <sup>(5)</sup>	D	
Employee Stock Option (Right to Buy)	\$3.63	06/02/2020		M		342	(4)	03/01/2026	Common Stock	342	\$0.00	353,737 <sup>(5)</sup>	D	

**Explanation of Responses:**

- The prices reported in Column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$18.53 to \$18.87 inclusive. The reporting person undertakes to provide to Mastech Digital, Inc., any security holder of Mastech Digital, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- The prices reported in Column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$18.51 to \$19.50 inclusive. The reporting person undertakes to provide to Mastech Digital, Inc., any security holder of Mastech Digital, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The prices reported in Column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$19.55 to \$19.59 inclusive. The reporting person undertakes to provide to Mastech Digital, Inc., any security holder of Mastech Digital, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- 50,000 shares vested on March 1, 2017 and thereafter vest in equal 50,000 share installments through July 26, 2021.
- This amount has been adjusted pursuant to a stock split declared by Mastech Digital, Inc. on July 24, 2018.

**Remarks:**

/s/ James J. Barnes, attorney in fact 06/03/2020

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

\* 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).

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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