

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

MASTECH HOLDINGS, INC.

(Name of Subject Company (Issuer))

MASTECH HOLDINGS, INC. (Offeror)

(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

Common Stock, \$.01 par value per share
(Title of Class of Securities)

57633B100

(CUSIP Number of Class of Securities)

D. Kevin Horner
Mastech Holdings, Inc.
1000 Commerce Drive, Suite 500
Pittsburgh, PA 15275
(412) 787-2100

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

James J. Barnes, Esquire
Cory A. Hester, Esquire
Reed Smith LLP
225 Fifth Avenue, Suite 1200, Pittsburgh, PA 15222
(412) 288-7164

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$ 3,344,000	\$ 383.23

* Estimated for purposes of calculating the amount of the filing fee only. This amount assumes the purchase of 608,000 shares of common stock, \$.01 par value per share, at the maximum tender offer price of \$5.50 per share in cash.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$383.23

Filing Party: Mastech Holdings, Inc.

Form of Registration No.: SC TO-I

Date Filed: February 7, 2012

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission (the "SEC") by Mastech Holdings, Inc., a Pennsylvania corporation ("Mastech" or the "Company"), on February 7, 2012, as amended by Amendment No. 1 to the Schedule TO, filed by Mastech with the SEC on February 17, 2012 ("Amendment No. 1"), in connection with the Company's offer to purchase up to 608,000 shares of its common stock, \$0.01 par value per share, at a price not greater than \$5.50 nor less than \$4.65 per share, to the seller in cash, less any applicable withholding taxes and without interest.

The Tender Offer Statement on Schedule TO, as amended by Amendment No. 1 and this Amendment No. 2, is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended. Only those items amended are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO and Amendment No. 1 remain unchanged, and this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO and Amendment No. 1. You should read this Amendment No. 2 together with the Schedule TO, Amendment No. 1, the offer to purchase, dated February 7, 2012, and the related letter of transmittal.

Item 11. Additional Information.

"Item 11. Additional Information" to the Schedule TO is hereby amended and supplemented by adding the following information to the end thereof:

On March 8, 2012, Mastech issued a press release announcing the preliminary results of its Offer, which expired at 5:00 p.m., New York City time, on Wednesday, March 7, 2012. A copy of the press release is filed as Exhibit (a)(5)(C) to this Amendment No. 2 and is hereby incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit to the exhibit index:

(a)(5)(C) Press Release, dated March 8, 2012

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ JOHN J. CRONIN, JR.

John J. Cronin, Jr.
Chief Financial Officer

March 8, 2012

EXHIBIT INDEX

- (a)(1)(A)* Offer to Purchase, dated February 7, 2012
- (a)(1)(B)* Letter of Transmittal
- (a)(1)(C)* Notice of Guaranteed Delivery
- (a)(1)(D)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 7, 2012
- (a)(1)(E)* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 7, 2012
- (a)(1)(F)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
- (a)(2)-(4) Not applicable
- (a)(5)(A)* Letter to Shareholders from the President and Chief Executive Officer, dated February 7, 2012
- (a)(5)(B)* Press Release, dated February 7, 2012
- (a)(5)(C) Press Release, dated March 8, 2012
- (b)(1) First Amended and Restated Loan Agreement, dated August 31, 2011, by and among Mastech Holdings, Inc., Mastech, Inc., RPOworldwide, Inc., Mastech Trademark Systems, Inc., Curastat, Inc., Mastech Healthcare, Inc. and PNC Bank, National Association (incorporated herein by reference to Exhibit 10.1 to Mastech's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 2, 2011).
- (d)(1) Mastech Holdings, Inc. Stock Incentive Plan (incorporated herein by reference to Exhibit 10.4 to Mastech's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 1, 2008).

* Incorporated by reference to the relevant exhibit to the Tender Offer Statement on Schedule TO filed by Mastech Holdings, Inc. with the Securities and Exchange Commission on February 7, 2012.



FOR IMMEDIATE RELEASE:

Mastech Holdings, Inc. Announces Preliminary Results of its Tender Offer

PITTSBURGH, PA – March 8, 2012 – Mastech Holdings, Inc. (NYSE Amex: MHH – News), a national provider of Information Technology and Specialized Healthcare staffing services, announced the preliminary results of its modified Dutch auction tender offer, which expired at 5:00 pm, New York City time, on Wednesday, March 7, 2012.

Based on the preliminary count by BNY Mellon Shareowner Services, the depository for the tender offer, a total of 429,886 shares of Mastech's common stock were properly tendered and not properly withdrawn at or below the purchase price of \$5.50 per share, including 17,286 shares that were tendered through notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer, and based on the preliminary count by the depository, Mastech expects to acquire approximately 429,886 shares of its common stock at a price of \$5.50 per share, for an aggregate cost of approximately \$2,364,373, excluding fees and expenses relating to the tender offer. These shares represent approximately 12 percent of the shares of common stock outstanding as of February 6, 2012, the last trading day before the commencement of the tender offer.

The number of shares to be purchased and the purchase price are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the depository and is based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the five trading day settlement period. The final number of shares to be purchased and the final purchase price will be announced following the expiration of the guaranteed delivery period and completion by the depository of the confirmation process. Payment for the shares accepted for purchase under the tender offer will occur promptly thereafter.

Stockholders who have questions or would like additional information about the tender offer may contact the information agent for the tender offer, Georgeson Inc. toll-free at (866) 482-5136.

About Mastech Holdings, Inc.:

Leveraging the power of 25 years of IT experience, Mastech (NYSE Amex: MHH) provides Information Technology Staffing services in the disciplines which drive today's business operations and Specialized Healthcare Staffing services to hospitals and other healthcare facilities. More information about Mastech can be found at Mastech's website: www.mastech.com.

Forward-Looking Statements:

Certain statements contained in this release are forward-looking statements based on management's expectations, estimates, projections and assumptions. Words such as "expects," "anticipates," "plans," "believes," "scheduled," "estimates" and variations of these words and similar expressions are intended to identify forward-looking statements, which include but are not limited to projections of revenues, earnings, and cash flow. These statements are based on information currently available to the Company and it



assumes no obligation to update the forward-looking statements as circumstances change. These statements are not guarantees of future performance and involve certain risks and uncertainties, which are difficult to predict. Therefore, actual future results and trends may differ materially from what is forecast in forward-looking statements due to a variety of factors, including, without limitation, the level of market demand for its services, the highly competitive market for the types of services offered by the company, the impact of competitive factors on profit margins, market conditions that could cause the Company's customers to reduce their spending for its services, and the company's ability to create, acquire and build new lines of business, to attract and retain qualified personnel, reduce costs and conserve cash, and other risks that are described in more detail in the company's filings with the Securities and Exchange Commission including its Form 10-K for the year ended December 31, 2010.

###

For more information, contact:
Donna Kijowski
Manager, Investor Relations
Mastech Holdings, Inc.
888.330.5497