

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>SHAW STEVEN A</u> (Last) (First) (Middle) 503 13TH AVENUE EAST, #205 (Street) SEATTLE WA 98102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mastech Digital, Inc.</u> [<u>MHH</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	04/08/2020		P		3,200	A	\$10.69 ⁽¹⁾	1,300,320	D	
Common Stock	04/08/2020		P		400	A	\$11.02 ⁽²⁾	1,300,720	I	By Rachel Lynn Shaw Trust ⁽³⁾
Common Stock	04/09/2020		P		1,180	A	\$11.93 ⁽⁴⁾	1,301,900	D	
Common Stock	04/09/2020		P		375	A	\$11.99 ⁽⁵⁾	1,302,275	I	By Rachel Lynn Shaw Trust
Common Stock	04/13/2020		P		200	A	\$11.77 ⁽⁶⁾	1,302,475	D	
Common Stock	04/13/2020		P		270	A	\$11.85 ⁽⁷⁾	1,302,745	I	By Rachel Lynn Shaw Trust
Common Stock	04/14/2020		P		400	A	\$12.78 ⁽⁸⁾	1,303,145	D	
Common Stock	04/14/2020		P		755	A	\$12.66 ⁽⁹⁾	1,303,900	I	By Rachel Lynn Shaw Trust
Common Stock	04/15/2020		P		2,400	A	\$12.94 ⁽¹⁰⁾	1,306,300	D	
Common Stock	04/16/2020		P		230	A	\$13 ⁽¹¹⁾	1,306,530	I	By Rachel Lynn Shaw Trust
Common Stock	04/17/2020		P		800	A	\$13.56 ⁽¹²⁾	1,307,330	I	By Rachel Lynn Shaw Trust
Common Stock	04/20/2020		P		290	A	\$13.63 ⁽¹³⁾	1,307,620	I	By Rachel Lynn Shaw Trust
Common Stock	04/21/2020		P		600	A	\$13.32 ⁽¹⁴⁾	1,308,220	D	

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	04/21/2020		P		780	A	\$13.35 ⁽¹⁵⁾	1,309,000	I	By Rachel Lynn Shaw Trust
Common Stock	04/22/2020		P		3,100	A	\$13.58 ⁽¹⁶⁾	1,312,100	D	
Common Stock	04/22/2020		P		3,000	A	\$13.51 ⁽¹⁷⁾	1,315,100	I	By Rachel Lynn Shaw Trust
Common Stock	04/23/2020		P		100	A	\$13.6	1,315,200	I	By Rachel Lynn Shaw Trust
Common Stock	04/27/2020		P		2,300	A	\$13.75 ⁽¹⁸⁾	1,317,500	D	
Common Stock	04/27/2020		P		800	A	\$13.78 ⁽¹⁹⁾	1,318,300	I	By Rachel Lynn Shaw Trust
Common Stock	05/15/2020		P		100	A	\$15.84	1,318,400	D	
Common Stock	07/13/2020		P		900	A	\$21.62	1,319,300	D	
Common Stock	07/27/2020		P		100	A	\$20	1,319,400	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					

Explanation of Responses:

- This purchase was executed through multiple trades at prices ranging from \$10.475 to \$10.7642. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$10.5545 to \$11.3045. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- The reporting person is the trustee and a contingent residual beneficiary of the Rachel Lynn Shaw Trust.
- This purchase was executed through multiple trades at prices ranging from \$11.50 to \$12.1186. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$11.845 to \$12.12. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$11.53 to \$12.00. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$11.53 to \$12.09. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$12.5599 to \$13.20. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$12.4245 to \$13.1071. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$12.73 to \$13.1237. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$12.9989 to \$13.0060. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- This purchase was executed through multiple trades at prices ranging from \$13.5183 to \$13.5912. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

13. This purchase was executed through multiple trades at prices ranging from \$13.56 to \$13.63. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

14. This purchase was executed through multiple trades at prices ranging from \$13.10 to \$13.3738. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

15. This purchase was executed through multiple trades at prices ranging from \$13.1850 to \$13.6381. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

16. This purchase was executed through multiple trades at prices ranging from \$13.488 to \$13.90. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

17. This purchase was executed through multiple trades at prices ranging from \$13.3607 to \$13.89. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

18. This purchase was executed through multiple trades at prices ranging from \$13.23 to \$13.98. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

19. This purchase was executed through multiple trades at prices ranging from \$13.6250 to \$13.97. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

Remarks:

2 of 2 Form 4s filed for the period from January 10, 2020 to July 27, 2020

/s/ Steven A. Shaw

09/04/2020

** Signature of Reporting Person

Date

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.

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 Number.