
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 16, 2018

MASTECH DIGITAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania

(State or Other Jurisdiction of Incorporation)

001-34099
(Commission
File Number)

26-2753540
(IRS Employer
Identification No.)

1305 Cherrington Parkway, Suite 400
Moon Township, PA
(Address of Principal Executive Offices)

15108
(Zip Code)

(412) 787-2100

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As further described in Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting of Shareholders (the “Annual Meeting”) of Mastech Digital, Inc. (the “Company”) held on May 16, 2018, the Company’s shareholders approved a second amendment (the “Second Amendment”) to the Company’s Stock Incentive Plan, as amended (the “Plan”), to increase the number of shares of common stock of the Company that may be issued pursuant to the Plan by 400,000 shares.

A copy of the Second Amendment, as proposed at the Annual Meeting, was included as Exhibit A to the Company’s proxy statement for the Annual Meeting (the “Proxy Statement”), which Proxy Statement was filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 13, 2018, and is available at the SEC’s website at www.sec.gov, and a copy of the Plan, as amended and in effect prior to shareholder approval of the Second Amendment at the Annual Meeting, was included as Exhibit B to the Proxy Statement. The terms and conditions of the Plan, as amended, and information pertaining to certain participants in the Plan, as amended, are described in detail in the Proxy Statement.

The foregoing description of the Second Amendment is qualified in its entirety by the terms of the Second Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 16, 2018, the Company held its Annual Meeting. The Company solicited proxies for the Annual Meeting pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. At the Annual Meeting, the shareholders of the Company: (1) elected the two nominees for Class I director, (2) approved the Second Amendment to increase the number of shares of common stock of the Company that may be issued pursuant to the Plan by 400,000 shares and (3) approved the compensation of the Company’s named executive officers. Notwithstanding the vote required by the Company’s bylaws, Proposal 3 (an advisory vote on named executive officer compensation) is an advisory vote only and is not binding on the Company.

The final results of the votes regarding each proposal are set forth below.

Proposal 1 — Election to the Company’s Board of Directors of two (2) Class I directors to serve for three-year terms or until their respective successors shall have been elected and qualified:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Sunil Wadhvani	4,238,342	239,421	0
Gerhard Watzinger	4,394,463	83,300	0

Proposal 2 — Approval of an amendment to the Plan to increase the number of shares of common stock of the Company that may be issued pursuant to the Plan by 400,000 shares:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
4,197,441	276,857	3,465	0

Proposal 3 — A non-binding advisory vote on the compensation of the named executive officers of the Company.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
4,462,184	13,033	2,546	0

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Second Amendment to Mastech Digital, Inc. Stock Incentive Plan (as amended and restated)</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MASTECH DIGITAL, INC.

By: /s/ John J. Cronin

Name: John J. Cronin

Title: Chief Financial Officer

May 18, 2018

**SECOND AMENDMENT TO
MASTECH DIGITAL, INC.
STOCK INCENTIVE PLAN
(AS AMENDED AND RESTATED)**

RECITALS

WHEREAS, Mastech Digital, Inc., a Pennsylvania corporation (the “Company”), maintains the Mastech Digital, Inc. Stock Incentive Plan, as amended (the “Plan”);

WHEREAS, the Plan was originally effective as of October 1, 2008, was amended and restated effective as of May 14, 2014, and was further amended on May 18, 2016;

WHEREAS, Section 17 of the Plan provides that the Board of Directors (the “Board”) of the Company may amend the Plan subject to certain limitations;

WHEREAS, the Plan currently authorizes the issuance of up to 1,400,000 shares of common stock, par value \$.01 per share, of the Company (“Stock”) and the Board has resolved that it is in the best interest of the Company and its shareholders to amend the Plan to increase the number of shares of Stock that may be issued pursuant to the Plan by 400,000 shares; and

WHEREAS, the requisite shareholders of the Company have approved the foregoing amendment.

NOW, THEREFORE, the Plan is amended in the following respects:

AMENDMENT

1. The first sentence of Section 5 of the Plan shall be deleted in its entirety and replaced with the following:

“Shares Subject to the Plan. The number of shares of Stock which may be issued pursuant to the Plan shall be 1,800,000 shares, subject to adjustment as provided in Section 14.”

2. Except as set forth in this amendment, the Plan shall be unaffected hereby and shall remain in full force and effect.

* * *

[SIGNATURE PAGE FOLLOWS]

The undersigned hereby certifies that the foregoing amendment to the Plan was duly approved and adopted and has executed this amendment to the Plan as of May 16, 2018.

MASTECH DIGITAL, INC.

By: /s/ John J. Cronin

Name: John J. Cronin

Title: Chief Financial Officer