
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) April 24, 2013

MASTECH HOLDINGS, 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.)

1000 Commerce Drive, Suite 500, Pittsburgh, PA
(Address of Principal Executive Offices)

15275
(Zip Code)

(412) 787-2100
(Registrant's Telephone Number, Including Area Code)

N/A
(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 (see General Instruction A.2. below):

- 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))
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Item 2.02. Results of Operations and Financial Condition.

On April 24, 2013, Mastech Holdings, Inc. (the "Company") issued a press release announcing its financial results for the first quarter ended March 31, 2013. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information contained herein and in the accompanying exhibit shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is furnished with this Form 8-K:

99.1 Press Release issued by Mastech Holdings, Inc. on April 24, 2013.

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 HOLDINGS, INC.

By: /s/ John J. Cronin

Name: John J. Cronin

Title: Chief Financial Officer

April 24, 2013

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release From Mastech Holdings, Inc., dated April 24, 2013.



FOR IMMEDIATE RELEASE:

Mastech Holdings, Inc. Reports First Quarter 2013 Results

PITTSBURGH, PA – April 24, 2013 – Mastech Holdings, Inc. (NYSE MKT: MHH), a national provider of Information Technology and Specialized Healthcare staffing services, announced today its financial results for the first quarter ended March 31, 2013.

First Quarter Results:

Revenues for the first quarter of 2013 totaled \$27.0 million, which represented a 10% increase over the corresponding quarter last year and a 2% improvement over fourth quarter 2012 results. Gross profit in the first quarter of 2013 was \$4.9 million compared to \$4.5 million in the first quarter of 2012. Consolidated net income for the first quarter 2013 totaled \$575,000 or \$0.17 per diluted share, compared to \$352,000 or \$0.10 per diluted share, during the same period last year. It is important to note that the 2013 quarter had one less billable day than last year's corresponding quarter.

Demand for our IT staffing services was solid for much of the quarter. Market conditions in the healthcare staffing business were generally steady and we were able to achieve sequential revenue growth for the eleventh consecutive quarter. Overall gross margins in the first quarter of 2013 were 18.1%, which were slightly below gross margins of 18.2% reported a year earlier.

Kevin Horner, Mastech's Chief Executive Officer stated, "We are pleased with our operational performance and the financial results that we delivered in our historically challenging first quarter. We were able to increase our IT billable consultant-base during the quarter by over 4% and grew revenues in our healthcare segment despite seasonal headwinds in our surgical nursing business. Operationally, we continued to see improvements in our recruitment performance metrics and believe that these favorable trends will translate into elevated levels of client satisfaction."

Commenting on the Company's financial position, Jack Cronin, Chief Financial Officer, stated, "Our financial position at March 31, 2013 remains strong, with short-term borrowings, net of cash balances on hand, essentially unchanged from our year-end 2012 position of \$2.0 million. Additionally, we had approximately \$13.2 million of available borrowing capacity under our existing credit facility with PNC Bank. During the quarter, cash generated from operations was sufficient to fund our continued investment in operating working capital and the other cash needs of our business.

In conjunction with its first quarter earnings release, Mastech will host a conference call at 9:00 A. M. ET on April 24, 2013 to discuss these results and to answer questions. A live webcast of this conference call will be available on the company's website, www.mastech.com. Simply click on the Investor Relations section and follow the links to the live webcast. The webcast will remain available for replay through May 1, 2013.



About Mastech Holdings, Inc.:

Leveraging the power of 26 years of IT experience, Mastech (NYSE MKT: 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, 2012.

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

MASTECH HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands)
(Unaudited)

	March 31, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	630	\$ 659
Accounts receivable, net	15,693	13,791
Prepaid and other current assets	580	788
Deferred income taxes	197	153
Total current assets	17,100	15,391
Equipment, enterprise software and leasehold improvements, net	232	249
Goodwill and intangible assets, net	426	429
Deferred financing costs, net	39	46
Non-current deposits	216	214
Deferred income taxes	124	91
Total assets	\$ 18,137	\$ 16,420
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings	\$ 2,666	\$ 2,610
Accounts payable	2,444	1,984
Accrued payroll and related costs	5,019	4,424
Deferred revenue and other liabilities	439	515
Total current liabilities	10,568	9,533
Total liabilities	10,568	9,533
Shareholders' equity:		
Common stock, par value \$0.01 per share	39	39
Additional paid-in capital	11,134	11,036
Retained earnings	(506)	(1,081)
Accumulated other comprehensive income	17	8
Treasury stock, at cost	(3,115)	(3,115)
Total shareholders' equity	7,569	6,887
Total liabilities and shareholders' equity	\$ 18,137	\$ 16,420

MASTECH HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except per share data)
(Unaudited)

	Three Months ended March 31,	
	2013	2012
Revenues	\$27,005	\$24,454
Cost of revenues	<u>22,122</u>	<u>19,994</u>
Gross profit	4,883	4,460
Selling, general and administrative expenses	<u>3,946</u>	<u>3,864</u>
Income from operations	937	596
Other income/(expense), net	<u>(13)</u>	<u>(23)</u>
Income before income taxes	924	573
Income tax expense	<u>349</u>	<u>221</u>
Net income	<u>\$ 575</u>	<u>\$ 352</u>
Earnings per share:		
Basic	<u>\$ 0.17</u>	<u>\$ 0.10</u>
Diluted	<u>\$ 0.17</u>	<u>\$ 0.10</u>
Weighted average common shares outstanding:		
Basic	<u>3,342</u>	<u>3,481</u>
Diluted	<u>3,426</u>	<u>3,582</u>