

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

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) <u>503 13TH AVENUE EAST, #205</u> (Street) <u>SEATTLE WA 98102</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2018</u>	
	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	10/24/2018		P4	1,000	A	\$6.94 ⁽¹⁾	1,174,953	D	
Common Stock	11/01/2018		P4	600	A	\$6.64 ⁽²⁾	1,174,953	D	
Common Stock	11/15/2018		P4	500	A	\$6.13	1,174,953	D	
Common Stock	11/20/2018		P4	1,000	A	\$6.17 ⁽³⁾	1,174,953	D	
Common Stock	11/21/2018		P4	1,300	A	\$6.07 ⁽⁴⁾	1,174,953	D	
Common Stock	11/23/2018		P4	500	A	\$6.24	1,174,953	D	
Common Stock	12/03/2018		P4	100	A	\$6.3	1,174,953	D	
Common Stock	12/04/2018		P4	400	A	\$6.33	1,174,953	D	
Common Stock	12/06/2018		P4	1,310	A	\$6.17 ⁽⁵⁾	1,174,953	D	
Common Stock	12/07/2018		P4	700	A	\$6.33 ⁽⁶⁾	1,174,953	D	
Common Stock	12/10/2018		P4	2	A	\$6.3	1,174,953	D	
Common Stock	12/11/2018		P4	1,600	A	\$6.36 ⁽⁷⁾	1,174,953	D	
Common Stock	12/12/2018		P4	400	A	\$6.34 ⁽⁸⁾	1,174,953	D	
Common Stock	12/13/2018		P4	1,100	A	\$6.35 ⁽⁹⁾	1,174,953	D	
Common Stock	12/14/2018		P4	850	A	\$6.33 ⁽¹⁰⁾	1,174,953	D	
Common Stock	12/18/2018		P4	2,301	A	\$6.27 ⁽¹¹⁾	1,174,953	D	
Common Stock	12/19/2018		P4	4,500	A	\$6.33 ⁽¹²⁾	1,174,953	D	
Common Stock	12/20/2018		P4	3,199	A	\$6.33 ⁽¹³⁾	1,174,953	D	
Common Stock	12/21/2018		P4	1,000	A	\$6.32 ⁽¹⁴⁾	1,174,953	D	
Common Stock	12/27/2018		P4	1,058	A	\$6.28 ⁽¹⁵⁾	1,174,953	D	
Common Stock	12/31/2018		P4	891	A	\$6.3 ⁽¹⁶⁾	1,174,953	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. This purchase was executed through multiple trades at prices ranging from \$6.93 to \$6.94. 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 5.
2. This purchase was executed through multiple trades at prices ranging from \$6.61 to \$6.68. 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 5.
3. This purchase was executed through multiple trades at prices ranging from \$6.1595 to \$6.1816. 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 5.
4. This purchase was executed through multiple trades at prices ranging from \$6.0070 to \$6.12. 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 5.
5. This purchase was executed through multiple trades at prices ranging from \$6.11 to \$6.19. 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 5.
6. This purchase was executed through multiple trades at prices ranging from \$6.27 to \$6.36. 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 5.
7. This purchase was executed through multiple trades at prices ranging from \$6.34 to \$6.42. 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 5.
8. This purchase was executed through multiple trades at prices ranging from \$6.33 to \$6.36. 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 5.
9. This purchase was executed through multiple trades at prices ranging from \$6.32 to \$6.39. 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 5.
10. This purchase was executed through multiple trades at prices ranging from \$6.3241 to \$6.3358. 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 5.
11. This purchase was executed through multiple trades at prices ranging from \$6.25 to \$6.29. 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 5.
12. This purchase was executed through multiple trades at prices ranging from \$6.3099 to \$6.3556. 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 5.
13. This purchase was executed through multiple trades at prices ranging from \$6.314 to \$6.3353. 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 5.
14. This purchase was executed through multiple trades at prices ranging from \$6.3191 to \$6.3241. 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 5.
15. This purchase was executed through multiple trades at prices ranging from \$6.25 to \$6.2910. 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 5.
16. This purchase was executed through multiple trades at prices ranging from \$6.25 to \$6.3792. 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 5.

Remarks:

3 of 3 Form 5s filed for the Issuer's fiscal year ended December 31, 2018

/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.