

**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): April 1, 2022

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 15108**
(Address of Principal Executive Offices) (Zip Code)

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

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	MHH	NYSE American

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.

On April 1, 2022, the board of directors (the “Board”) of Mastech Digital, Inc. (the “Company”) increased the size of the Board from six to seven members and appointed Mr. Vlad Rak as an independent member of the Board, effective April 1, 2022. Mr. Rak will serve as a Class I Director until the Company’s 2024 Annual Meeting of Shareholders and until his successor is selected and qualified. Mr. Rak will also serve on the Board’s three standing committees: (i) the Audit Committee, (ii) the Compensation Committee, and (iii) the Nominating & Corporate Governance Committee.

Mr. Rak brings to the Board over twenty-four years of technology experience including senior leadership roles at some of the world’s premier organizations, including Nike, Disney, and Merck. Currently, Mr. Rak is the Executive Vice President & Chief Technology Officer of Dick’s Sporting Goods, where he is leading technology efforts, including product management, design, and engineering.

In connection with his appointment to the Board, Mr. Rak was granted 2,675 shares of restricted stock of the Company, which shares will vest on January 30, 2023.

There are no arrangements or understandings between Mr. Rak and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Rak and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On April 5, 2022, the Company issued a press release announcing the appointment of Mr. Rak to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release from Mastech Digital, Inc., dated April 5, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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

Date: April 5, 2022

Mastech Digital Announces Appointment of New Board Member**Adds a Leader in Advanced Technologies**

PITTSBURGH, PA, April 5, 2022 / PRNewswire/ — Mastech Digital, Inc. (NYSE American: MHH), a leading provider of Digital Transformation IT Services, today announced that Mr. Vlad Rak has been appointed as an independent member of the Company's Board of Directors, effective April 1, 2022. Mr. Rak will serve on the Board's three standing committees: Audit Committee, Compensation Committee and Nominating & Corporate Governance Committee.

Commenting on Mr. Rak's appointment, Co-Chairmen Sunil Wadhwani and Ashok Trivedi stated "We are pleased to have Vlad as a new independent member of the Board. With his extensive expertise in advanced technologies, Vlad brings the right experience and insight to help Mastech Digital execute on its long-term growth strategies."

Mr. Rak brings to the Board over twenty four years of technology experience including senior leadership roles at some of the premier organizations in the world, namely Nike, Disney, and Merck. Currently, Mr. Rak is the Executive Vice President & Chief Technology Officer of Dick's Sporting Goods, where he is leading the company's technology efforts, including product management, design, and engineering.

"I'm delighted to join the Board of Directors of Mastech Digital," said Mr. Rak. "I appreciate the Board's confidence in me and I'm excited to contribute to guiding the Company's continued success at such an exhilarating time in the digital transformation services industry."

About Mastech Digital, Inc.:

Mastech Digital (NYSE American: MHH) is a leading provider of Digital Transformation IT Services. The Company offers Data Management and Analytics Solutions, Digital Learning, and IT Staffing Services with a *Digital First* approach. A minority-owned enterprise, Mastech Digital is headquartered in Pittsburgh, PA with offices across the U.S., Canada, EMEA, India and ASEAN.