

---

---

**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) October 30, 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))
- 
-

**Item 7.01. Regulation FD Disclosure.**

On October 30, 2013, Mastech Holdings, Inc. (the "Company") issued a press release (the "Press Release") announcing the Company's Board of Directors has approved a five-for-four (25 percent) stock split and declared a special cash dividend of \$0.50 per post-split share of its common stock, par value \$0.01 (the "Common Stock"). The record date for the stock split is November 15, 2013. Shareholders of record as of such date will receive one new share of Common Stock for every four shares that they own. The distribution of the new shares will be made on November 29, 2013. The cash dividend will be paid on December 20, 2013 to shareholders of record at the close of December 9, 2013.

A copy of the Press Release is furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. The information contained in this Item 7.01 (including Exhibit 99.1 attached hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued October 30, 2013, announcing the stock split and special cash dividend.

**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

October 30, 2013

---

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued October 30, 2013, announcing the stock split and special cash dividend.



FOR IMMEDIATE RELEASE:

### **Mastech Holdings, Inc. Announces Stock Split and Special Cash Dividend**

**PITTSBURGH, PA – October 30, 2013** – Mastech Holdings, Inc. (NYSE MKT: MHH – News), a national provider of Information Technology staffing services, announced today that its Board of Directors has approved a five-for-four (25 percent) stock split and declared a special cash dividend of \$0.50 per post-split share of common stock. The record date for the stock split is November 15, 2013. Shareholders of record as of such date will receive one new share of common stock for every four shares that they own. The distribution of the new shares will be made on November 29, 2013. The cash dividend will be paid on December 20, 2013 to shareholders of record at the close of December 9, 2013.

As a result of the Board's review of the Company's current financial position, business outlook, and share trading patterns, the Board determined that both a stock split and the payment of a special dividend are in the best interest of the Company and its shareholders.

Commenting on the Board's decision to approve the stock split and declare this special dividend, Kevin Horner, Mastech's Chief Executive Officer stated, "These actions reflect our confidence about the future, the recent divestiture of the healthcare business and our commitment to return capital to our shareholders, as appropriate."

### **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. More information about Mastech can be found at Mastech's website: [www.mastech.com](http://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.

###

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