
**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): September 2, 2015

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.)

**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))
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Item 7.01 Regulation FD Disclosure.

On September 2, 2015, Mastech Holdings, Inc. gave a presentation at the Sidoti & Company, LLC 2015 Emerging Growth Conference. A copy of the presentation is being furnished as Exhibit 99.1 hereto, and the statements contained therein are incorporated by reference herein.

The information in this Item 7.01, including the information in Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for any purpose, including for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or any other filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filing, except to the extent set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation at Sidoti & Company, LLC 2015 Emerging Growth Conference on September 2, 2015

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

September 2, 2015

EXHIBIT INDEX

Exhibit
No.

Description

99.1 Presentation at Sidoti & Company, LLC 2015 Emerging Growth Conference on September 2, 2015



2015 Emerging Growth Conference

September 2, 2015

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NYSE MKT: MHH

Certain statements contained in this presentation 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, 2014.



COMPANY PROFILE

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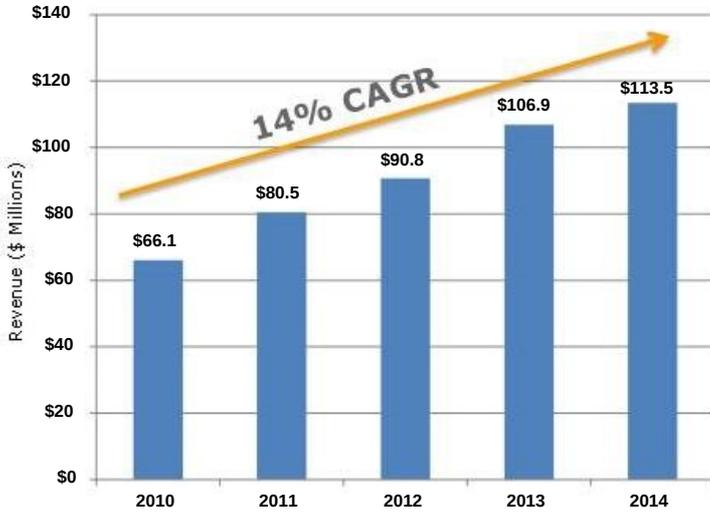
National Provider of IT Staffing Services in the U.S.A.

Ticker: MHH
2014 Revenue: \$113.5MM
Headquarters: Pittsburgh, PA
Year Founded: 1986
Employees & Consultants: 1,200

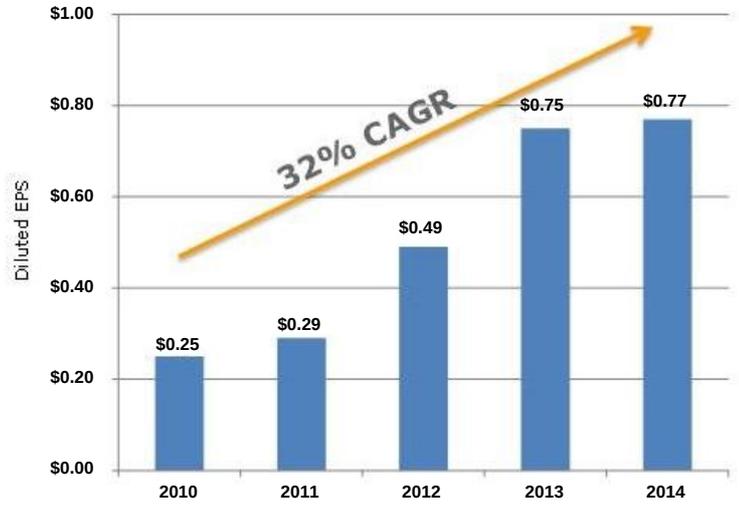
**14.5% Compound Annual
Organic Revenue Growth
2010 -2014**

- **Leading U.S. IT Staffing Service Provider**
- **100% U.S. IT Staffing Services**
- **29 Years of Staffing Experience**
- **Certified Minority-Owned Business**
- **936 U.S.-based IT Consultants**
- **Powerful, Integrated U.S. and India-based Recruiting Teams**
- **Strong base of National Retail and Wholesale Clients**
- **End Market Diversity**
- **Strong Industry Fundamentals**
- **Acquired Hudson Global's U.S. IT Staffing Business in June 2015 with a revenue run-rate of \$30 million**

Revenue

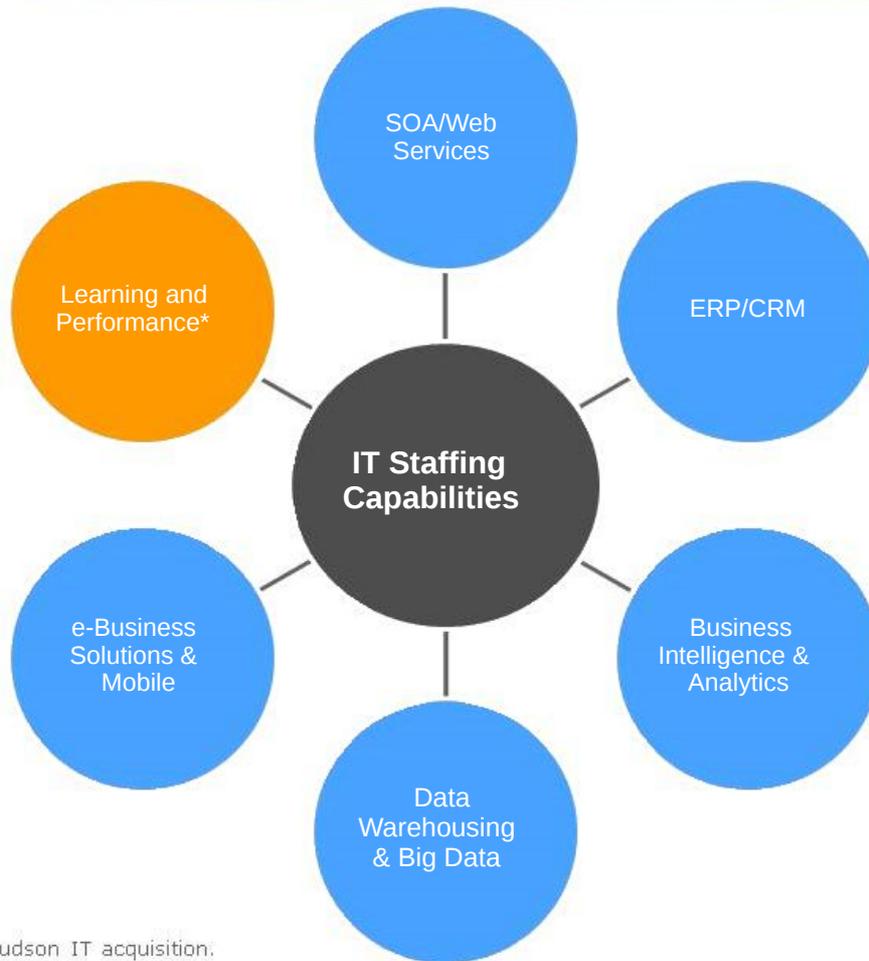


Diluted EPS



Consultants on Billing





*Added through Hudson IT acquisition.

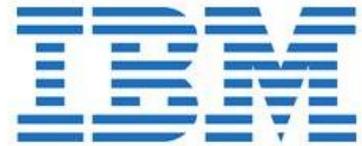
 **accenture**
High performance. Delivered.

 **KPMG**

 **CGI**

 **Deloitte.**

 **ORACLE®**

 **IBM**

 **leidos**

 **SAIC®**



ArcelorMittal



KAISER PERMANENTE®



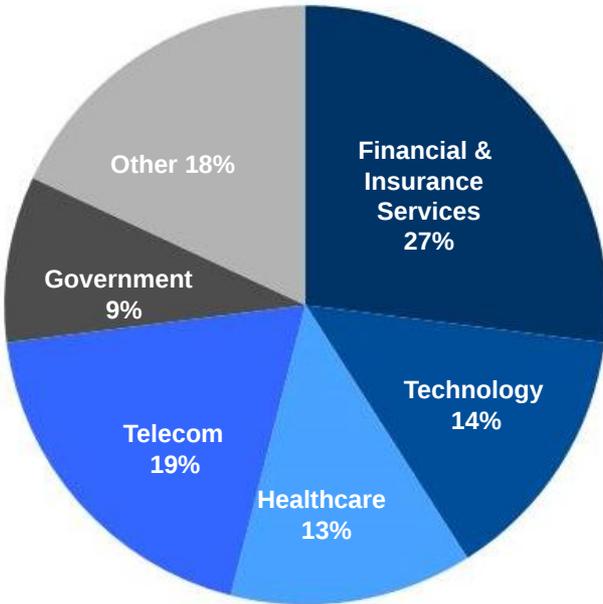
FRANKLIN TEMPLETON
INVESTMENTS

MITSUBISHI

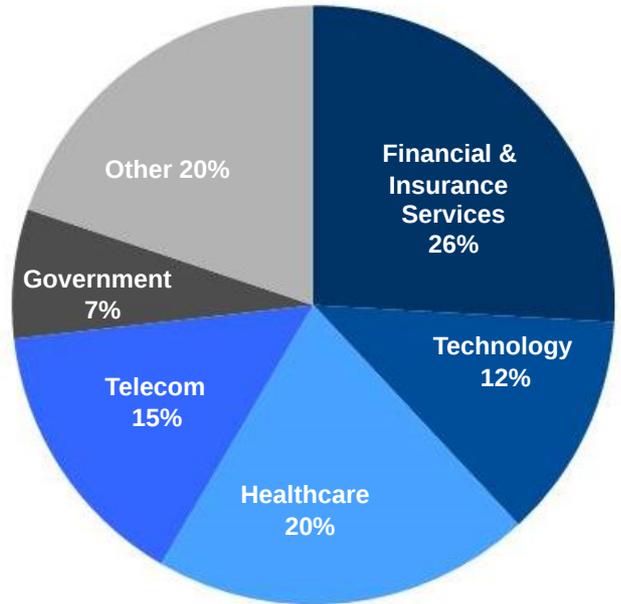


GENERAL DYNAMICS

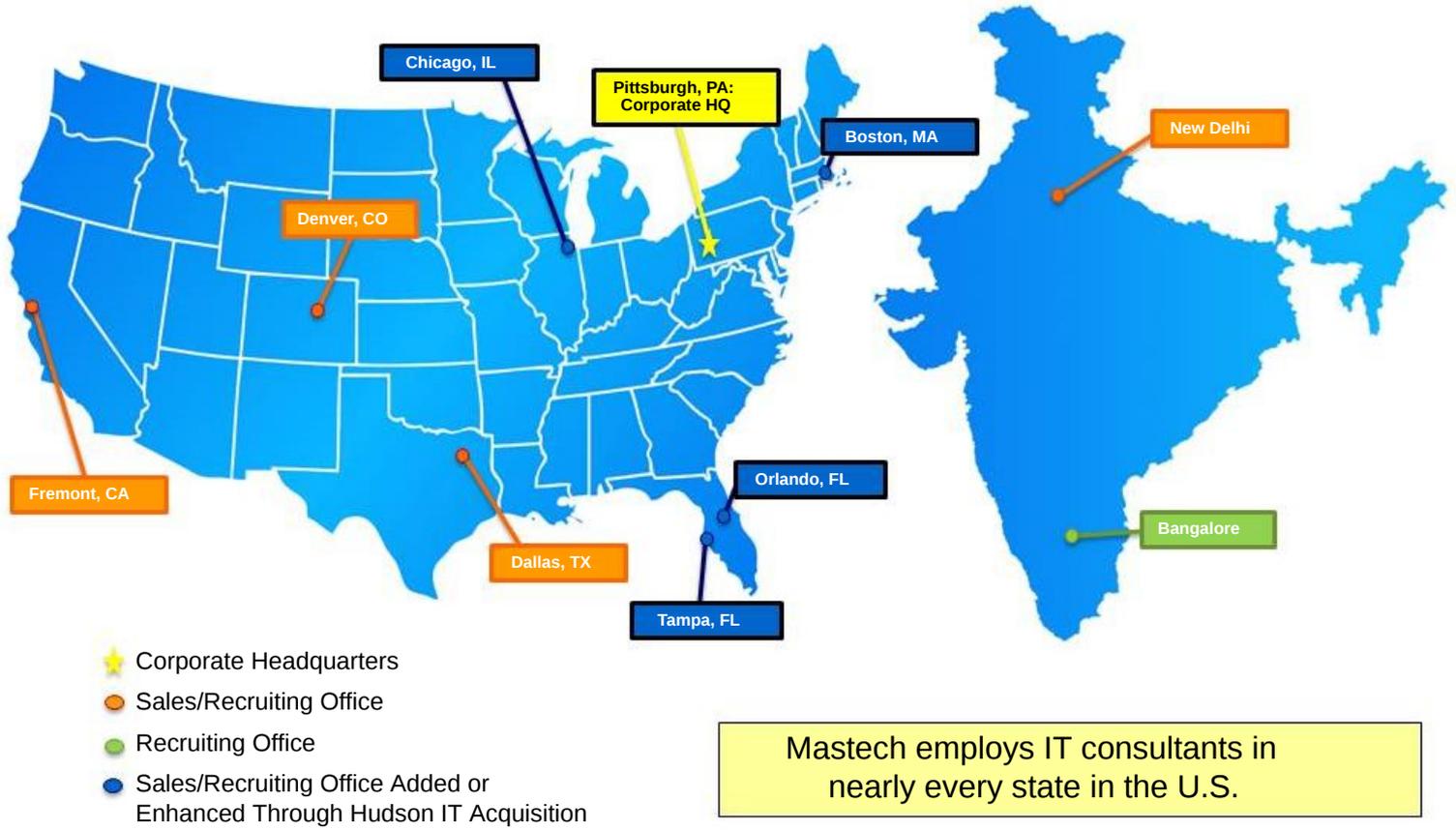
2014 Actual



2014 Pro Forma with Hudson IT Acquisition



- Mastech provides IT Staffing services to a diverse set of end markets.
- The acquisition of Hudson IT in June 2015 included relationships with several strong healthcare, financial and insurances services, industrial and consumer companies.



Mastech employs IT consultants in nearly every state in the U.S.





HUDSON IT ACQUISITION

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**Hudson IT**a **mastech** business

Transaction Summary

- Target: IT Staffing Division of Hudson Global (Nasdaq:HSO)
- Closed Date: June 16, 2015
- Purchase Price: \$17 Million Cash
- Revenue Run-Rate: \$30 Million

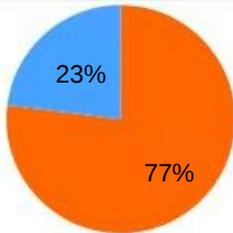
**Increases Mastech's
Revenue Run-Rate by
Nearly 30%**

- **Immediately accretive** to earnings
- Adds acquisition growth aspect to overall growth story
- Impressive **retail client** relationships
- **200+** billable consultants
- Significantly enhances Mastech's retail channel
- **New markets** in Florida and Massachusetts
- Expanded presence in Chicago
- Talented management, sales and recruiting talent
- **Leverage** strengths of both organizations for growth
 - Mastech's offshore, low cost recruiting model
 - Hudson's retail relationship selling skills



Strengths:

- National presence
- 100% IT Staffing focus
- Centralized, low-cost recruiting model (India-based)
- Low operating cost structure
- Ability to effectively compete in Vendor Management Systems (VMS) environment
- Adept at H1-B recruiting process

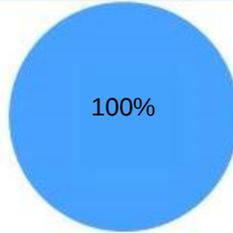


■ Wholesale ■ Retail



Strengths:

- Impressive list of direct Fortune 100 clients
- 100% IT Staffing focus
- Retail relationship selling skills
- Highly experienced, U.S.-based sales and recruiting talent
- Direct presence in attractive U.S. markets
- Strong retail margins

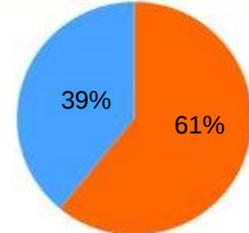


■ Retail



Combined Synergies:

- Greater national scale
- Leverage Mastech's low-cost recruiting engine with Hudson IT's retail customers
- Take advantage of VMS opportunities within Hudson IT's client base
- Drive growth in new markets for Mastech
- Greater focus for Hudson IT as part of Mastech



■ Wholesale ■ Retail

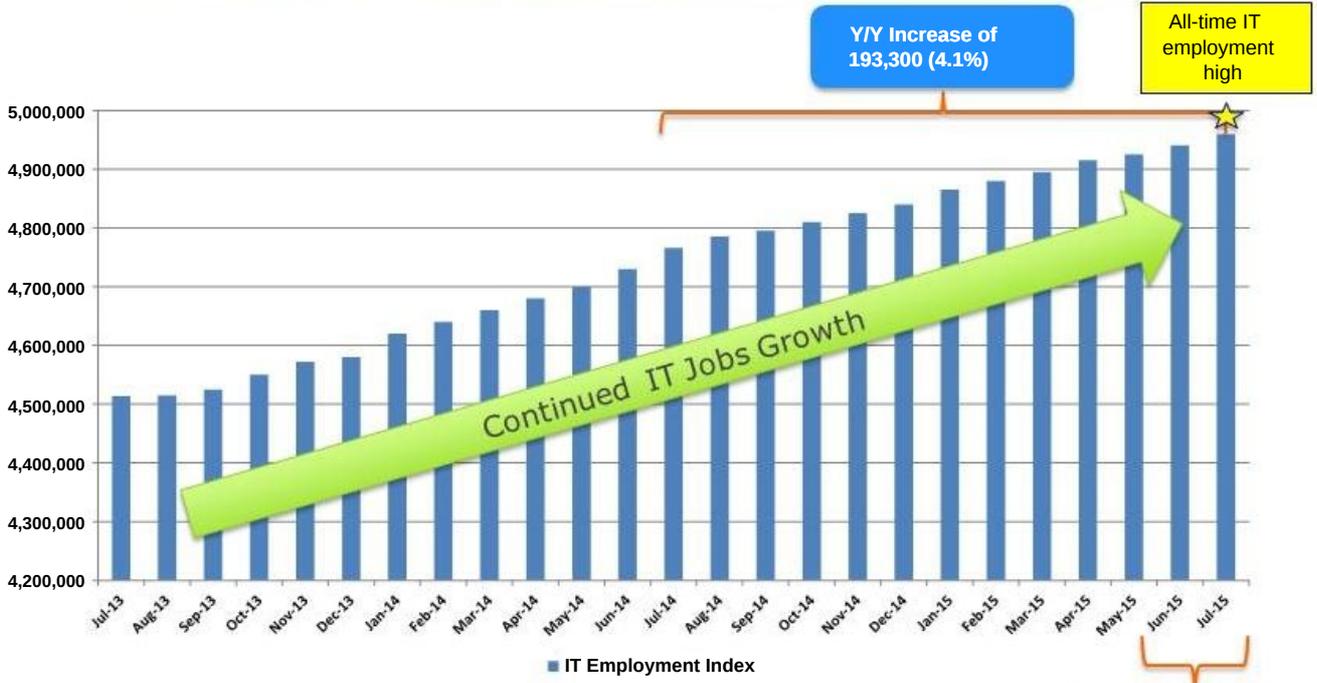
- Funded \$17 million acquisition of Hudson IT through cash on hand and borrowings under Mastech's credit facility
- Net Debt of \$13.4 million at June 30, 2015
- Extended revolving credit facility to June 2018
- \$9 million term loan (\$1.8 million/year principal payments) with an expiration date of June 2020
- Additional available borrowing capacity of approximately \$8.3 million under Mastech's revolving credit line
- Attractive borrowing rates on acquisition financing



IT STAFFING INDUSTRY UPDATE

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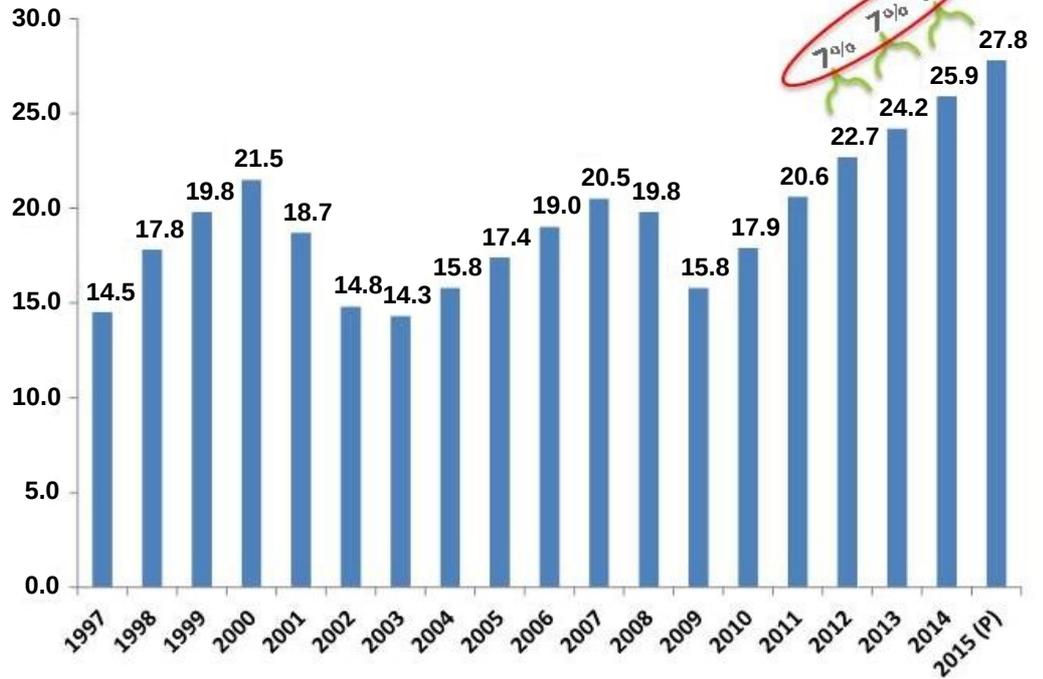


- IT jobs grew to 4,959,500 this July adding 193,000 IT workers since July 2014 representing 4.1% year-over-year growth
- U.S. temporary staffing industry growth predicted to accelerate to 6% growth in 2015 and expand another 5% in 2016 to meet demand

Increase of 15,600 (0.3%)

Source: TechServe Alliance

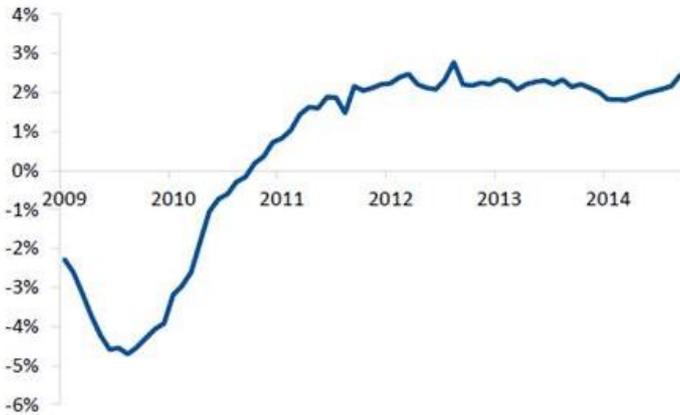
U.S. Temp. IT Staffing Revenue (\$B) (1997-2015P)



- U.S. economic growth and increased demand for corporate IT projects is driving temporary IT staffing industry revenue to all-time highs.
- IT Staffing Industry revenue projected to grow 7% per year in 2015.
- Industry experienced strong growth in 2012 +10%, 2013 +8%, and 2014 +7%.
- Severe shortage of qualified IT workers in U.S. is causing wage inflation.

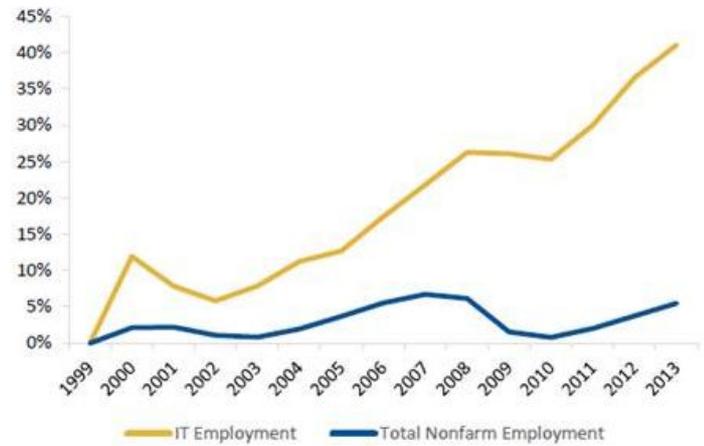
Source: Staffing Industry Analysts

Y/Y change in employment for industries served by IT staffing



- Over the past three years, employment growth in the primary markets for IT staffing have hovered around the 2%-3% range.
- As primary markets continue to grow and overall IT employment increases, demand for temporary staffing increases in kind.

Growth in IT employment vs. total nonfarm employment



- Recent demand for overall IT employment has helped fuel strong growth in the IT temporary staffing market.
- From 1999 through 2013, total IT employment grew more than 41%, versus growth of 5.5% in total nonfarm employment.

Source: U.S. Bureau of Labor Statistics and Staffing Industry Analysts



MASTECH INVESTMENT HIGHLIGHTS

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Industry Trends & Outlook

U.S. Job Market Recovery Positive for Industry

Fundamental Shift Towards Greater Utilization of Staffing Services

Large Consumers of Staffing Services Employing VMS / MSP Model

Client Focus more about Consultant Quality, Speed to Market and Value Pricing

What Differentiates Mastech

Centralized Recruiting Model; Scalable Cost Structure; Low-Cost Recruitment Engine

Strong Brand Recognition with both U.S. Citizens and H1-B Visa Professionals

Established, National Client-Base of High-Volume Consumers of IT Staffing Services

Favorable Pricing / Value Proposition for Retail & Wholesale Clients

Seasoned, Motivated and Capable Management Team



Sidoti & Company, LLC

member FINRA & SIPC

2015 Emerging Growth Conference

September 2, 2015

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