
**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) July 25, 2012

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 July 25, 2012, Mastech Holdings, Inc. issued a press release announcing its financial results for the second quarter ended June 30, 2012. 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 July 25, 2012.

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, Jr.

Name: John J. Cronin, Jr.

Title: Chief Financial Officer

July 25, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release From Mastech Holdings, Inc., dated July 25, 2012.



FOR IMMEDIATE RELEASE:

Mastech Holdings, Inc. Reports Second Quarter 2012 Results

PITTSBURGH, PA – July 25, 2012 – Mastech Holdings, Inc. (NYSE MKT: MHH – News), a national provider of Information Technology and Specialized Healthcare staffing services, announced today its financial results for the second quarter ended June 30, 2012.

Second Quarter Results:

Revenues for the second quarter were \$25.3 million, which represented a 14% increase over the corresponding quarter last year and approximately a 4% improvement over first quarter 2012 results. Gross profit in the second quarter 2012 totaled \$4.8 million compared to \$4.4 million in the second quarter of 2011. Consolidated net income for the second quarter 2012 totaled \$458,000, or \$0.14 per diluted share, compared to \$382,000, or \$0.10 per diluted share, in the same period last year.

Demand for our staffing services remained solid during the second quarter as we were able to grow our IT billable consultant-base by 5% and achieve sequential revenue growth for the eighth consecutive quarter in our healthcare staffing business. Overall gross margins in the second quarter showed a marked improvement over the previous quarter, but continued to be impacted negatively by emerging supply-side pricing pressures in the marketplace.

Kevin Horner, Mastech's Chief Executive Officer stated, "During the quarter we maintained top-line revenue growth while aggressively growing bottom-line earnings per share. Internally, we are committed to and focused on strengthening our recruitment capabilities and effectiveness, aimed at enhancing the value proposition that we provide to our clients. As the supply of qualified IT and healthcare professionals continues to tighten, we believe organizations with a capable, competent recruiting and delivery engine will emerge as industry leaders."

Commenting on the Company's financial position, Jack Cronin, Mastech's Chief Financial Officer, stated, "Our balance sheet remains strong with cash on hand of \$1.7 million; no outstanding debt; and access to \$15.3 million of borrowing capacity. During the first six months of 2012, our cash balances declined by \$4.1 million reflecting \$2.4 million of investment in operating working capital, in support of our revenue growth, and \$2.5 million in common stock repurchases.

In conjunction with its second quarter earnings release, Mastech will host a conference call at 9:00 A. M. EST on July 25, 2012 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 August 1, 2012.



About Mastech Holdings, Inc.:

Leveraging the power of 25 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, 2011.

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

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

	<u>June 30,</u> <u>2012</u>	<u>December 31,</u> <u>2011</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,687	\$ 5,755
Accounts receivable, net	14,054	11,925
Prepaid and other current assets	1,043	1,046
Deferred income taxes	88	177
Total current assets	<u>16,872</u>	<u>18,903</u>
Equipment, enterprise software and leasehold improvements, net	295	273
Goodwill and intangible assets, net	443	458
Deferred financing costs, net	60	74
Deferred income taxes	177	80
Total assets	<u>\$17,847</u>	<u>\$ 19,788</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,995	\$ 2,309
Accrued payroll and related costs	4,000	4,002
Deferred revenue and other liabilities	344	430
Total current liabilities	6,339	6,741
Total liabilities	6,339	6,741
Shareholders' equity:		
Common stock, par value \$0.01 per share	37	37
Additional paid-in capital	10,254	10,114
Retained earnings	4,272	3,462
Accumulated other comprehensive income	2	—
Treasury stock, at cost	(3,057)	(566)
Total shareholders' equity	<u>11,508</u>	<u>13,047</u>
Total liabilities and shareholders' equity	<u>\$17,847</u>	<u>\$ 19,788</u>

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

	<u>Three Months ended June 30,</u>		<u>Six Months ended June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Revenues	\$ 25,312	\$ 22,115	\$ 49,766	\$ 42,016
Cost of revenues	<u>20,483</u>	<u>17,677</u>	<u>40,477</u>	<u>33,734</u>
Gross profit	4,829	4,438	9,289	8,282
Selling, general and administrative expenses	<u>4,058</u>	<u>3,817</u>	<u>7,922</u>	<u>7,595</u>
Income from operations	771	621	1,367	687
Other income/(expense), net	<u>(33)</u>	<u>(7)</u>	<u>(56)</u>	<u>(14)</u>
Income before income taxes	738	614	1,311	673
Income tax expense	<u>280</u>	<u>232</u>	<u>501</u>	<u>254</u>
Net income	<u>\$ 458</u>	<u>\$ 382</u>	<u>\$ 810</u>	<u>\$ 419</u>
Earnings per share:				
Basic	<u>\$ 0.14</u>	<u>\$ 0.10</u>	<u>\$ 0.24</u>	<u>\$ 0.11</u>
Diluted	<u>\$ 0.14</u>	<u>\$ 0.10</u>	<u>\$ 0.24</u>	<u>\$ 0.11</u>
Weighted average common shares outstanding:				
Basic	<u>3,158</u>	<u>3,673</u>	<u>3,320</u>	<u>3,682</u>
Diluted	<u>3,269</u>	<u>3,755</u>	<u>3,427</u>	<u>3,777</u>