

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Kutzavitch Kevin</u>  (Last) (First) (Middle) 1000 COMMERCE DRIVE, SUITE 500  (Street) PITTSBURGH PA 15275  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mastech Holdings, Inc. [ MHH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of SEC &amp; Integrators</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2008</u>	

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$3.14 <sup>(1)</sup>	09/30/2008		A		11,560		10/01/2009	10/01/2015	Common Stock	11,560	\$0	11,560	D	
Employee Stock Option (Right to Buy)	\$7.13 <sup>(1)</sup>	09/30/2008		A		31,959		(2)	04/02/2017	Common Stock	31,959	\$0	31,959	D	

**Explanation of Responses:**

- Represents stock options acquired by the reporting person in substitution for prior grants of stock options to purchase shares of iGate Corporation common stock previously held by the reporting person. This substitution occurred pursuant to the terms of the Employee Matters Agreement, dated as of September 30, 2008, between Mastech Holdings, Inc. and iGate Corporation.
- The options vest as follows: 10,653 shares will vest on April 1, 2009, 10,653 shares will vest on April 1, 2010 and 10,653 shares will vest on April 1, 2011.

/s/ Eric L. Billings, attorney-in-fact 10/02/2008

\*\* 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.