

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person* <u>SHAW STEVEN A</u> (Last) (First) (Middle) 503 13TH AVENUE EAST, #205 (Street) SEATTLE WA 98102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mastech Digital, Inc. [MHH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	01/04/2019		P4	200	A	\$6.79 ⁽¹⁾	1,276,773	D	
Common Stock	01/07/2019		P4	1,204	A	\$6.7 ⁽²⁾	1,276,773	D	
Common Stock	01/10/2019		P4	1,700	A	\$6.51 ⁽³⁾	1,276,773	D	
Common Stock	01/11/2019		P4	1,200	A	\$6.51 ⁽⁴⁾	1,276,773	D	
Common Stock	01/14/2019		P4	200	A	\$6.89	1,276,773	D	
Common Stock	01/15/2019		P4	400	A	\$6.61 ⁽⁵⁾	1,276,773	D	
Common Stock	01/16/2019		P4	500	A	\$6.79 ⁽⁶⁾	1,276,773	D	
Common Stock	01/18/2019		P4	1,000	A	\$7.18 ⁽⁷⁾	1,276,773	D	
Common Stock	01/23/2019		P4	850	A	\$7.58 ⁽⁸⁾	1,276,773	D	
Common Stock	01/28/2019		P4	2,215	A	\$8.17 ⁽⁹⁾	1,276,773	D	
Common Stock	01/29/2019		P4	900	A	\$8.06 ⁽¹⁰⁾	1,276,773	D	
Common Stock	01/31/2019		P4	800	A	\$7.77 ⁽¹¹⁾	1,276,773	D	
Common Stock	02/08/2019		P4	400	A	\$7.21 ⁽¹²⁾	1,276,773	D	
Common Stock	02/11/2019		P4	800	A	\$7.22 ⁽¹³⁾	1,276,773	D	
Common Stock	02/22/2019		P4	237	A	\$6.76	1,276,773	D	
Common Stock	03/08/2019		P4	500	A	\$6.73	1,276,773	D	
Common Stock	03/12/2019		P4	500	A	\$6.73	1,276,773	D	
Common Stock	03/20/2019		P4	580	A	\$6.51	1,276,773	D	
Common Stock	03/21/2019		P4	500	A	\$6.35	1,276,773	D	
Common Stock	03/26/2019		P4	7	A	\$5.99 ⁽¹⁴⁾	1,276,773	D	
Common Stock	03/28/2019		P4	500	A	\$6.26	1,276,773	D	
Common Stock	04/04/2019		P4	100	A	\$5.95	1,276,773	D	
Common Stock	04/22/2019		P4	400	A	\$6.05	1,276,773	D	
Common Stock	05/07/2019		P4	258	A	\$5.05	1,276,773	D	
Common Stock	05/09/2019		P4	100	A	\$5.05	1,276,773	D	
Common Stock	05/10/2019		P4	500	A	\$5.11	1,276,773	D	
Common Stock	05/13/2019		P4	3,501	A	\$5.03 ⁽¹⁵⁾	1,276,773	D	
Common Stock	05/14/2019		P4	1,000	A	\$5.08	1,276,773	D	
Common Stock	05/16/2019		P4	100	A	\$5.28	1,276,773	D	
Common Stock	05/17/2019		P4	2,300	A	\$5.36 ⁽¹⁶⁾	1,276,773	D	

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. This purchase was executed through multiple trades at prices ranging from \$6.7577 to \$6.8262. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
2. This purchase was executed through multiple trades at prices ranging from \$6.35 to \$6.8469. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
3. This purchase was executed through multiple trades at prices ranging from \$6.4483 to \$6.549. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
4. This purchase was executed through multiple trades at prices ranging from \$6.445 to \$6.55. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
5. This purchase was executed through multiple trades at prices ranging from \$6.56 to \$6.65. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
6. This purchase was executed through multiple trades at prices ranging from \$6.777 to \$6.7999. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
7. This purchase was executed through multiple trades at prices ranging from \$6.90 to \$7.2352. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
8. This purchase was executed through multiple trades at prices ranging from \$7.5021 to \$7.629. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
9. This purchase was executed through multiple trades at prices ranging from \$8.00 to \$8.3299. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
10. This purchase was executed through multiple trades at prices ranging from \$8.00 to \$8.1816. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
11. This purchase was executed through multiple trades at prices ranging from \$7.65 to \$7.7710. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
12. This purchase was executed through multiple trades at prices ranging from \$7.20 to \$7.2199. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
13. This purchase was executed through multiple trades at prices ranging from \$7.1821 to \$7.3169. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
14. This purchase was executed through multiple trades at prices ranging from \$5.97 to \$6.01. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
15. This purchase was executed through multiple trades at prices ranging from \$4.9615 to \$5.0661. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.
16. This purchase was executed through multiple trades at prices ranging from \$5.21 to \$5.4867. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 5.

Remarks:

1 of 3 Form 5s filed for the Issuer's fiscal year ended December 31, 2019

/s/ Steven A. Shaw

09/04/2020

** 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.

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