

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) 12/31/2017	
	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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock			3 <sup>(1)</sup>				1,094,336 <sup>(2)</sup>	D	
Common Stock	07/10/2017		P4	25,400 <sup>(2)</sup>	A	\$3.29 <sup>(2)(3)</sup>	1,094,336	D	
Common Stock	07/11/2017		P4	14,602	A	\$3.33 <sup>(4)</sup>	1,094,336	D	
Common Stock	07/12/2017		P4	7,922	A	\$3.37 <sup>(5)</sup>	1,094,336	D	
Common Stock	07/14/2017		P4	8,000	A	\$3.81 <sup>(6)</sup>	1,094,336	D	
Common Stock	07/17/2017		P4	5,790	A	\$3.94 <sup>(7)</sup>	1,094,336	D	
Common Stock	07/18/2017		P4	3,400	A	\$4.29 <sup>(8)</sup>	1,094,336	D	
Common Stock	07/19/2017		P4	4,800	A	\$4.64 <sup>(9)</sup>	1,094,336	D	
Common Stock	07/21/2017		P4	2,000	A	\$4.47 <sup>(10)</sup>	1,094,336	D	
Common Stock	07/25/2017		P4	2,400	A	\$4.57 <sup>(11)</sup>	1,094,336	D	
Common Stock	07/26/2017		P4	9,600	A	\$4.6 <sup>(12)</sup>	1,094,336	D	
Common Stock	07/27/2017		P4	4,000	A	\$4.89 <sup>(13)</sup>	1,094,336	D	
Common Stock	07/31/2017		P4	10,200	A	\$4.71 <sup>(14)</sup>	1,094,336	D	
Common Stock	08/01/2017		P4	6,010	A	\$4.7 <sup>(15)</sup>	1,094,336	D	
Common Stock	08/02/2017		P4	3,800	A	\$4.79 <sup>(16)</sup>	1,094,336	D	
Common Stock	08/10/2017		P4	610	A	\$4.53	1,094,336	D	
Common Stock	08/11/2017		P4	800	A	\$4.53	1,094,336	D	
Common Stock	08/18/2017		P4	42	A	\$4.27	1,094,336	D	
Common Stock	08/21/2017		P4	400	A	\$4.37	1,094,336	D	
Common Stock	08/23/2017		P4	2,600	A	\$4.38 <sup>(17)</sup>	1,094,336	D	
Common Stock	08/25/2017		P4	410	A	\$4.41 <sup>(18)</sup>	1,094,336	D	
Common Stock	08/28/2017		P4	1,200	A	\$4.41	1,094,336	D	
Common Stock	08/29/2017		P4	1,200	A	\$4.44	1,094,336	D	
Common Stock	08/30/2017		P4	800	A	\$4.53	1,094,336	D	
Common Stock	09/12/2017		P4	6,000	A	\$5.14 <sup>(19)</sup>	1,094,336	D	
Common Stock	09/13/2017		P4	2,000	A	\$5.29 <sup>(20)</sup>	1,094,336	D	
Common Stock	09/15/2017		P4	2,600	A	\$5.15 <sup>(21)</sup>	1,094,336	D	
Common Stock	09/21/2017		P4	1,332	A	\$5.43 <sup>(22)</sup>	1,094,336	D	
Common Stock	09/25/2017		P4	2,400	A	\$5.75 <sup>(23)</sup>	1,094,336	D	

**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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/27/2017		P4	600	A	\$5.88	1,094,336	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:**

- On July 13, 2017, the reporting person filed an Amendment No.1 to Schedule 13G reporting ownership of more than 10% of the shares of the Issuer on July 10, 2017. Amendment No. 1 to Schedule 13G reported that the reporting person owned 924,026 shares of the Issuer's common stock, which was 10.3% of the Issuer's outstanding common stock on such date. Of the 924,026 shares, the reporting person directly owned 920,026 shares and indirectly owned 4,000 shares as the trustee of a trust for the benefit of his nephew. The number of shares reported in Amendment No. 1 to Schedule 13G has been adjusted to reflect a two-for-one stock split that was declared by the Issuer's board of directors on July 24, 2018.
- All reported numbers of shares and prices per share are adjusted to reflect a two-for-one stock split that was declared by the Issuer's board of directors on July 24, 2018.
- This purchase was executed through multiple trades at prices ranging from \$3.13 to \$3.31. 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.
- This purchase was executed through multiple trades at prices ranging from \$3.235 to \$3.3595. 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.
- This purchase was executed through multiple trades at prices ranging from \$3.30 to \$3.39995. 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.
- This purchase was executed through multiple trades at prices ranging from \$3.7225 to \$3.8875. 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.
- This purchase was executed through multiple trades at prices ranging from \$3.8697 to \$4.125. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.2287 to \$4.395. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.6175 to \$4.65995. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.40 to \$4.51495. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.54785 to \$4.585. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.5495 to \$4.62495. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.8675 to \$4.94735. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.6648 to \$4.7387. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.605 to \$4.715. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.69 to \$4.875. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.3633 to \$4.38495. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.37 to \$4.415. 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.
- This purchase was executed through multiple trades at prices ranging from \$5.00715 to \$5.29815. 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.
- This purchase was executed through multiple trades at prices ranging from \$5.27825 to \$5.29895. 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.
- This purchase was executed through multiple trades at prices ranging from \$4.96 to \$5.25. 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.
- This purchase was executed through multiple trades at prices ranging from \$5.4052 to \$5.5476. 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.
- This purchase was executed through multiple trades at prices ranging from \$5.745 to \$5.77145. 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:**

/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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