
**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) April 23, 2014

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 April 23, 2014, Mastech Holdings, Inc. (the "Company") issued a press release announcing its financial results for the first quarter ended March 31, 2014. 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 April 23, 2014.

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

April 23, 2014

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Mastech Holdings, Inc. on April 23, 2014.



FOR IMMEDIATE RELEASE:

Mastech Holdings, Inc. Reports First Quarter 2014 Results:

- **20% Year-Over-Year Revenue Growth from Continuing Operations;**
- **58% Year-Over-Year Increase in Operating Profits from Continuing Operations;**
- **54% Year-Over-Year Increase in Diluted Earnings Per Share from Continuing Operations;**
- **3% Sequential Increase in Consultants on Billing.**

PITTSBURGH, PA – April 23, 2014 – Mastech Holdings, Inc. (NYSE MKT: MHH), a national provider of Information Technology staffing services, announced today its financial results for the first quarter ended March 31, 2014.

First Quarter Results:

Revenues from continuing operations for the first quarter of 2014 totaled \$28.7 million, which represented a 20% increase over the corresponding quarter last year. Gross profit from continuing operations in the first quarter of 2014 was \$5.2 million compared to \$4.4 million in the first quarter of 2013. Consolidated net income from continuing operations for the first quarter 2014 totaled \$869,000 or \$0.20 per diluted share, compared to \$544,000 or \$0.13 per diluted share, during the same period last year.

Demand for our IT staffing services was solid in the first quarter and largely in-line with activity levels of a quarter ago. Gross margins from continuing operations in the first quarter of 2014 were 18.2%, which equaled those reported a year earlier. Historically, gross margins in the first quarter are negatively impacted by higher payroll taxes and bench costs.

Kevin Horner, Mastech's Chief Executive Officer stated, "We are pleased to deliver strong year-over-year financial results in our traditionally challenging first quarter, as we were able to increase our billable consultant-base by approximately 3%. Operationally, we continue to strive for productivity gains in both our sales and recruitment organizations."

Commenting on the Company's financial position, Jack Cronin, Chief Financial Officer, stated, "Our financial position at March 31, 2014 remains strong, with short-term borrowings, net of cash balances on hand, of \$1.1 million and over \$15 million of available borrowing capacity under our existing credit facility. During the quarter we invested \$2.6 million in operating working capital. This level of investment was in part due to an up-tick in our Days Sales Outstanding measurement during the quarter related to billing process changes at a major client. We are confident that DSO's will revert back to more normal levels in the second quarter of 2014."



In conjunction with its first quarter earnings release, Mastech will host a conference call at 9:00 A. M. ET on April 23, 2014 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 April 30, 2014.

About Mastech Holdings, Inc.:

Leveraging the power of 27 years of IT experience, Mastech (NYSE MKT: MHH) provides Information Technology Staffing services in the disciplines which drive today's business operations. 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, 2013.

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

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

	<u>March 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 508	\$ 424
Accounts receivable, net	17,884	15,011
Prepaid and other current assets	883	822
Deferred income taxes	199	143
Total current assets	<u>19,474</u>	<u>16,400</u>
Equipment, enterprise software and leasehold improvements, net	158	174
Deferred income taxes	184	248
Deferred financing costs, net	11	19
Non-current deposits	<u>212</u>	<u>210</u>
Total assets	<u>\$ 20,039</u>	<u>\$ 17,051</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings	\$ 1,632	\$ 12
Accounts payable	1,886	2,026
Accrued payroll and related costs	5,699	5,202
Deferred revenue and other liabilities	334	351
Total current liabilities	<u>9,551</u>	<u>7,591</u>
Total liabilities	9,551	7,591
Shareholders' equity:		
Common stock, par value \$0.01 per share	50	50
Additional paid-in capital	12,323	11,924
Retained earnings	1,470	601
Accumulated other comprehensive income	48	16
Treasury stock, at cost	<u>(3,403)</u>	<u>(3,131)</u>
Total shareholders' equity	<u>10,488</u>	<u>9,460</u>
Total liabilities and shareholders' equity	<u>\$ 20,039</u>	<u>\$ 17,051</u>

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

	Three Months ended March 31,	
	2014	2013
Revenues	\$ 28,684	\$ 24,000
Cost of revenues	23,459	19,629
Gross profit	5,225	4,371
Selling, general and administrative expenses	3,831	3,488
Income from operations	1,394	883
Other income/(expense), net	8	(13)
Income from continuing operations before income taxes	1,402	870
Income tax expense	533	326
Net income from continuing operations	869	544
Net income from discontinued operations	—	31
Net Income	\$ 869	\$ 575
Earnings per share:		
Basic:		
Continuing operations	\$ 0.20	\$ 0.13
Discontinued operations	—	0.01
Total	\$ 0.20	\$ 0.14
Diluted:		
Continuing operations	\$ 0.20	\$ 0.13
Discontinued operations	—	0.01
Total	\$ 0.20	\$ 0.13
Weighted average common shares outstanding:		
Basic	4,310	4,177
Diluted	4,440	4,282