

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): December 31, 2024

MASTECH DIGITAL, 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.)

1305 Cherrington Parkway, Suite 400  
Moon Township, PA 15108  
(Address of Principal Executive Offices) (Zip Code)

(412) 787-2100  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	MHH	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Previously-Announced Director Resignations*

Effective December 31, 2024, John Ausura and Brenda Galilee each resigned as members of the Board of Directors (the “Board”) of Mastech Digital, Inc. (the “Company”), including all committees of the Board on which he or she serves. Neither decision to resign was the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. For additional details regarding Mr. Ausura and Ms. Galilee’s resignations from the Board, please see the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 16, 2024.

Upon the effectiveness of Mr. Ausura’s resignation from the Board, Arun Nayar, who serves as an independent member of the Board, assumed the responsibilities of the Chair of the Audit Committee.

Upon the effectiveness of Ms. Galilee’s resignation from the Board, Srinivas Kandula, who serves as an independent member of the Board, assumed the responsibilities of the Chair of the Compensation Committee.

**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 DIGITAL, INC.

By: /s/ John J. Cronin, Jr.

Name: John J. Cronin, Jr.

Title: Chief Financial Officer

January 7, 2025