
**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 28, 2009

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

Effective April 28, 2009, the Company's Board of Directors received and accepted Steven J. Shangold's resignation from the Company's Board of Directors and as President and Chief Executive Officer. Sunil Wadhvani will serve as the Company's interim President and Chief Executive Officer effective immediately. The Board of Directors has begun a search for a permanent replacement.

In connection with his resignation, Mr. Shangold will be entitled, under the terms of his employment agreement and the Company's Severance Policy, to receive certain payments, subject to his timely execution of a general release. The severance payments include twelve months of base salary, twelve weeks of certain employee benefit coverage, payment of the cost differential between the active employee premium and the cost of elected COBRA coverage until May 2, 2010, one year of continued vesting of outstanding unvested stock options and a maximum one year extension of the exercise period for vested stock options under the Company's Stock Incentive Plan.

Mr. Wadhvani is a co-founder of Mastech and Co-Chairman of the Company's Board of Directors. Mr. Wadhvani's business experience and related party transactions are more particularly described in the Company's 2009 Proxy Statement for the fiscal year ending December 31, 2008, which was filed with the United States Securities and Exchange Commission on April 9, 2009.

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 28, 2009

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release From Mastech Holdings, Inc., dated April 28, 2009.

MASTECH HOLDINGS, INC. ANNOUNCES CEO RESIGNATION

Pittsburgh, PA – April 28, 2009 – Mastech Holdings, Inc. (NYSE Amex:MHH) (the “Company”), a national provider of Information Technology staffing services, today announced that Steven J. Shangold has resigned as President and Chief Executive Officer and as a director. Sunil Wadhvani, co-founder of Mastech and Co-Chairman of the Company’s Board of Directors, will serve as the Company’s interim Chief Executive Officer until a permanent replacement is found.

“On behalf of the Board of Directors, we want to thank Steve for his hard work and dedication to Mastech over the past seventeen years,” co-founders Sunil Wadhvani and Ashok Trivedi said. “He made many important and valuable contributions to the Company during his tenure, and was a key player for us over a long period of time. Further, Steve successfully guided the Company through its transition to an independent public company following its spin-off from iGATE. We wish him the very best in his future endeavors.”

Mr. Shangold commented, “I have been privileged to work with the dedicated and skilled professionals of Mastech and I am proud of what we have accomplished together. I believe the Company is positioned for a long and successful future.”

The Board of Directors has begun a search for a permanent replacement, and expects to complete the search within 90-days.

About Mastech Holdings, Inc.: *Leveraging the power of 20 years of IT experience, Mastech (NYSE: MHH) provides Information Technology services in the disciplines which drive today’s business operations. Clients turn to Mastech for comprehensive IT services including: IT Consulting; OneSource(tm) Co-Managed projects; and supplemental IT resources. 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, segment performance, 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.