UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 13, 2017

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** **(Address of Principal Executive Offices)**	**15108** **(Zip Code)**

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

(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))

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. ☐

EXPLANATORY NOTE

On July 19, 2017, Mastech Digital, Inc. (the "Company") filed a Current Report on Form 8-K (the "Original Form 8-K") reporting, among other items, that on July 13, 2017 the Company, through its wholly-owned subsidiaries Mastech InfoTrellis, Inc., Mastech InfoTrellis Digital, Ltd., Mastech Digital Data, Inc. and Mastech Digital Private Limited, completed its acquisition of substantially all of the assets comprising the business of InfoTrellis Inc., InfoTrellis, Inc., and 2291496 Ontario Inc. (the "Seller Parties") involving consulting services in the areas of master data management, data integration and big data (the "Acquired Business"), including all outstanding shares of InfoTrellis India Private Limited, and the assumption of certain liabilities relating to the Acquired Business.

This Amendment No. 1 to Current Report on Form 8-K is being filed solely to include the financial statements and financial information required under Item 9.01, which statements and information were excluded from the Original Form 8-K in reliance on paragraphs (a)(4) and (b)(2) of Item 9.01 of Form 8-K. Except as stated in this Explanatory Note, no other information contained in the Original Form 8-K is changed.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The audited combined carve-out financial statements of the Acquired Business as of and for the fiscal years ended June 30, 2016 and 2015, are filed herewith as Exhibit 99.2 and are incorporated herein by reference. The unaudited combined carve-out financial statements of the Acquired Business as of March 31, 2017 and for the nine months ended March 31, 2017 and 2016, are filed herewith as Exhibit 99.3 and are incorporated herein by reference.

(b) Pro Forma Financial Information

The required unaudited pro forma condensed consolidated financial information of the Company and the Acquired Business for the fiscal year ended December 31, 2016 and as of and for the three months ended March 31, 2017, are filed herewith as Exhibit 99.4 and are incorporated herein by reference.

(d) Exhibits.

Exhibit No.	Description
2.1	Asset Purchase Agreement, dated July 7, 2017, by and among Mahmood Abbas, Zahid Naeem, Sachin Wadhwa, Infotrellis Inc. and Mastech InfoTrellis Digital, Ltd, (incorporated by reference to Exhibit 2.1 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 13, 2017)*
2.2	Asset Purchase Agreement, dated July 7, 2017, by and among Mahmood Abbas, Zahid Naeem, Sachin Wadhwa, Infotrellis Inc. and Mastech InfoTrellis, Inc. (incorporated by reference to Exhibit 2.2 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 13, 2017)*

2.3	Share Purchase Agreement, dated July 7, 2017, by and amongst Mastech Digital Data, Inc., 2291496 Ontario Inc., InfoTrellis India Private Limited, Mastech Digital Private Limited and Kumaran Sasikanthan (incorporated by reference to Exhibit 2.3 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 13, 2017)*
10.1	Credit Agreement, dated July 13, 2017, by and among Mastech Digital, Inc., certain subsidiaries of Mastech Digital, Inc., PNC Bank, National Association, as administrative agent, swing loan lender and issuing lender, PNC Capital Markets LLC, as sole lead arranger and sole bookrunner, and certain financial institutions party thereto as lenders (incorporated by reference to Exhibit 10.1 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 19, 2017)
10.2	Pledge Agreement, dated July 13, 2017, made by Mastech Digital, Inc. and certain subsidiaries of Mastech Digital, Inc. (incorporated by reference to Exhibit 10.1 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 19, 2017)
10.3	Securities Purchase Agreement, dated July 7, 2017, by and between Mastech Digital, Inc. and Ashok Trivedi, as trustee of the Ashok K. Trivedi Revocable Trust (incorporated by reference to Exhibit 10.1 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 13, 2017)
10.4	Securities Purchase Agreement, dated July 7, 2017, by and between Mastech Digital, Inc. and Sunil Wadhwani, as trustee of The Revocable Declaration of Trust of Sunil Wadhwani (incorporated by reference to Exhibit 10.2 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 13, 2017)
23.1	Consent of Grant Thornton LLP, the Seller Parties' independent registered public accounting firm
99.1	Press Release of Mastech Digital, Inc., dated July 13, 2017 (incorporated by reference to Exhibit 10.1 to Mastech Digital, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 19, 2017)
99.2	Audited combined carve-out financial statements of the Acquired Business as of and for the fiscal years ended June 30, 2016 and 2015
99.3	Unaudited combined carve-out financial statements of the Acquired Business as of March 31, 2017 and for the nine months ended March 31, 2017 and 2016
99.4	Unaudited pro forma condensed consolidated financial information of the Company and the Acquired Business for the fiscal year ended December 31, 2016 and as of and for the three months ended March 31, 2017

* Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules and exhibits to these agreements have not been filed. Mastech Digital, Inc. hereby agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

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
Name:	John J. Cronin
Title:	Chief Financial Officer

September 27, 2017

Exhibit 23.1

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our report dated April 27, 2017, with respect to the June 30, 2016 and June 30, 2015 combined carve out financial statements of the Consulting Businesses of the InfoTrellis Group of Companies included in the Current Report of Mastech Digital, Inc. on Form 8-K filed on September 27, 2017. We consent to the incorporation by reference of said report in the Registration Statement of Mastech Digital, Inc. on Form S-8 (File No. 333-212413).

/s/ GRANT THORNTON

Markham, Canada	Chartered Professional Accountants
September 27, 2017	Licensed Public Accountants

Grant Thornton

Combined carve out financial statements
(Expressed in U.S. dollars)

Consulting businesses of the InfoTrellis Group of Companies

June 30, 2016 and June 30, 2015

Contents

Grant Thornton

Independent Auditor's Report

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To the Board of Directors of
2291496 Ontario Inc.

We have audited the accompanying combined carve-out financial statements of the consulting business of InfoTrellis Inc., a Canadian entity, InfoTrellis, Inc., a Delaware entity and InfoTrellis India Private Limited, an Indian company, (collectively "InfoTrellis Group of Companies" or the "Company") which comprise the combined carve-out balance sheets as of June 30, 2016 and 2015, and the related combined carve-out statements of operations and comprehensive income, equity and cash flows for the years then ended and the related notes to the combined carve-out financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these combined carve-out financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the combined carve-out financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these combined carve-out financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined carve-out financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined carve-out financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined carve-out financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the combined carve-out financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined carve-out financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the combined carve-out financial statements present fairly, in all material respects, the financial position of the consulting businesses of the InfoTrellis Group of Companies as of June 30, 2016 and 2015 and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Grant Thornton LLP

Markham, Canada
April 27, 2017

Chartered Professional Accountants
Licensed Public Accountants

Combined Carve-Out Balance Sheets of the Consulting Businesses of the InfoTrellis Group of Companies

(Expressed in U.S. Dollars)

June 30	2016	2015
Assets		
Current		
Cash	**$ 2,413,064**	$ 4,757,575
Term deposit	**302,097**	2,802
Accounts receivable	**6,659,848**	4,558,681
Prepaid and other expenses	**97,991**	115,497
	9,473,000	9,434,555
Property and equipment (Note 3)	**132,595**	129,794
Other assets	**118,361**	96,876
	$ 9,723,956	$ 9,661,225

	2016	2015
Liabilities		
Current		
Accounts payable	**$ 656,665**	$ 563,336
Accrued liabilities (Note 4)	**2,600,260**	6,526,991
Income taxes payable	**1,321,440**	506,686
	4,578,365	7,597,013
Advances from related party (Note 6)	**31,690**	31,685
Derivative stock option liability (Note 7)	**305,122**	126,741
	4,915,177	7,755,439
Equity of the Consulting Business		
Retained earnings	**4,731,756**	1,853,335
Additional paid in capital	**77,023**	52,451
	4,808,779	1,905,786
	$ 9,723,956	$ 9,661,225

Commitments (Note 8)
Subsequent event (Note 9)

On behalf of the Board

_______________ Director _______________ Director

See accompanying notes to the financial statements.

Combined Carve-Out Statements of Operations and Comprehensive Income of the Consulting Businesses of the InfoTrellis Group of Companies

(Expressed in U.S. Dollars)

Year ended June 30	2016	2015
Consulting revenue	**$19,944,107**	$17,314,217
Expense reimbursement	**1,954,650**	2,104,219
	21,898,757	19,418,436
Expenses		
Salaries and wages	**8,665,954**	11,553,828
Subcontractor	**5,751,463**	5,093,792
Travel and accommodation	**395,819**	378,636
Stock-based compensation	**202,953**	113,629
Rent	**187,992**	135,543
Professional fees	**134,441**	83,909
General and administration	**114,924**	106,618
Interest and bank charges	**22,362**	24,398
Depreciation	**78,345**	69,542
Insurance	**36,650**	19,313
Telephone	**31,687**	32,974
Advertising and promotion	**25,072**	29,605
Meals and entertainment	**2,230**	836
Server hosting	**1,086**	-
Foreign exchange	**(150,569)**	(229,328)
	15,500,409	17,413,295
Net income before income taxes	**6,398,348**	2,005,141
Income tax expense (Note 5)	**1,770,036**	749,799
Net income and comprehensive income	**$ 4,628,312**	$ 1,255,342

See accompanying notes to the financial statements.

Combined Carve-Out Statements of Equity of the Consulting Businesses of the InfoTrellis Group of Companies

(Expressed in U.S. Dollars)
Years ended June 30, 2016 and June 30, 2015

	Additional Paid-in Capital	Equity in Consulting Business	Total Equity in Consulting Business
Balance, June 30, 2014	$ 33,820	$ 1,607,007	$ 1,640,827
Stock-based compensation	18,631	-	18,631
Distribution – net deficit of product business	-	(1,009,014)	(1,009,014)
Net income	-	1,255,342	1,255,342
Balance, June 30, 2015	52,451	1,853,335	1,905,786
Stock-based compensation	24,572	-	24,572
Distribution – net deficit of product business	-	(1,749,891)	(1,749,891)
Net income	-	4,628,312	4,628,312
Balance, June 30, 2016	**$ 77,023**	**$ 4,731,756**	**$ 4,808,779**

See accompanying notes to the financial statements.

Combined Carve-Out Statements of Cash Flows of the Consulting Businesses of the InfoTrellis Group of Companies

(Expressed in U.S. Dollars)

Year ended June 30	**2016**	2015
Increase (decrease) in cash		
Operating		
Net income	**$ 4,628,312**	$ 1,255,342
Depreciation	**78,345**	69,542
Stock-based compensation	**202,953**	113,629
Changes in assets and liabilities		
Term deposit	**(299,295)**	(2,802)
Accounts receivable	**(1,926,130)**	(146,330)
Prepaid and other expenses	**69,163**	63,923
Other assets	**(21,484)**	(19,963)
Accounts payable	**(134,324)**	(764,806)
Accrued liabilities	**(3,926,731)**	2,057,728
Income taxes payable	**818,781**	138,594
	(510,410)	2,764,857
Investing activities		
Purchase of property and equipment	**(81,148)**	(101,045)
Financing activities		
Distribution of net deficit of product business	**(1,749,891)**	(1,009,014)
Due to related party	**5**	-
	(1,749,886)	(1,009,014)
Effect of exchange rates on cash	**(3,067)**	(11,627)
Net (decrease) increase in cash	**(2,344,511)**	1,666,425
Cash, beginning of year	**4,757,575**	3,091,150
Cash, end of year	**$ 2,413,064**	$ 4,757,575

See accompanying notes to the financial statements.

1. Description of business and basis of presentation

2291496 Ontario Inc. was incorporated under the Business Corporation Act of Ontario on July 8, 2011. Subsequent to the year end on December 5, 2016, 2291496 Ontario Inc. entered into an agreement (the “Agreement”) to sell 100% of its outstanding capital stock and its wholly owned subsidiaries InfoTrellis, Inc., InfoTrellis India Private Limited and 100% of the outstanding capital stock of InfoTrellis Inc., a company under common control (collectively the “InfoTrellis Group of Companies” or “the Company”), excluding the business assets and liabilities related to the product development activities to Mastech, Inc. for $39,050,000 in cash adjusted for the difference between net working capital and target working capital at closing. Mastech Inc. would also pay an additional sum of $15,950,000 in deferred consideration over a two year period, contingent upon the achievement of certain earnings before interest and taxes (“EBIT”) targets of the Company’s business post-closing. In essence, the Company has entered into an agreement to sell the consulting businesses of its three subsidiaries. The combined carve-out financial statements comprise the consulting businesses of the InfoTrellis Group of Companies.

The Company’s principal business activity is strategic consulting and tactical expertise to help clients define and deploy Master Data Management (MDM) primarily in the United States and Canada. The Company’s employed professionals are placed with client organizations for a defined period of time based on a client’s specific business need.

The accompanying combined carve-out financial statements have been prepared on a “carve-out” basis from the Company’s accounts and reflect the historical accounts directly attributable, together with allocations of shared costs and expenses from the consulting and product businesses. The combined carve-out financial statements include allocations that management believes are reasonable and appropriate in the circumstance, since certain shared costs were not historically segregated (Note 2 – Allocation of indirect expenses). These allocations may not be indicative of the actual costs that would have been incurred during the periods presented had the Company historically operated as a separate, stand-alone entity.

The combined carve-out financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The accumulated deficit of the product business has been reflected as a distribution in the opening equity of the consulting business as at June 30, 2014. In addition, the net deficit of the product business for the years ended June 30, 2015 and June 30, 2016 have been shown as distributions in the combined carve-out statements of equity of the consulting business.

Basis of presentation

The combined carve-out financial statements and accompanying notes have been prepared in accordance with US GAAP.

Use of estimates

The preparation of combined carve-out financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the combined carve-out financial statements and accompanying notes. Actual results could differ from those estimates. On an on-going basis, the Company evaluates its estimates and assumptions.

The most significant estimates made in preparing the accompanying combined carve-out financial statements include stock-based compensation.

2. Summary of significant accounting policies

Revenue recognition

Revenue is derived from consulting services, subscription, perpetual licensing of software and expense reimbursement. Revenue is recognized when all four revenue recognition criteria have been met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been performed:
- The fee is fixed or determinable; and
- Collection is probable.

Consulting revenue is performed on a time-and-materials basis and is recognized when earned and billable as per the agreement.

Maintenance and support fees are recognized on a straight-line basis over the term of the contracts which is usually for a period of 12 months.

Subscription fees are recognized on a straight-line basis over the term of the contracts.

Advanced billings to clients in excess of revenue earned are recorded as deferred revenue until the revenue recognition criteria are met. Reimbursements of out-of-pocket expenses are included in revenue with corresponding costs incurred by the Company included in their respective expense account.

Accounts receivable

The Company's accounts receivable are composed of billed and unbilled receivables from direct customers. Collateral is not required for accounts receivable. The Company maintains an allowance for potential credit losses as considered necessary. The Company performs ongoing reviews of all customers that have breached their payment terms or for whom information has become available indicating a risk of non-recoverability. The Company records an allowance for bad debts for specific customers identified as well as an allowance based on its historical collection experience. The Company's evaluation of the allowance for potential credit losses requires the use of estimates and the actual results may differ from these estimates. At June 30, 2016 and June 30, 2015, there were no allowance for potential credit losses.

Cash and cash equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid instruments purchased with a maturity of three months or less to be cash and cash equivalents. The Company does not have any cash equivalents as of June 30, 2016 or June 30, 2015.

Leases

The Company lease buildings under operating leases for original terms ranging from three to five years. Certain leases contain renewal options for periods up to five years.

2. Summary of significant accounting policies (continued)

Foreign currency

The functional currency of InfoTellis Inc., InfoTrellis, Inc. and InfoTrellis India Private Limited is the U.S. dollars. Assets and liabilities denominated in a foreign currency are translated to U.S. dollars at the exchange rate on the balance sheet dates, June 30, 2015 and June 30, 2016. Revenues, costs, and expenses are translated using an average rate for the years ended June 30, 2016 and June 30, 2015. Realized and unrealized foreign currency transaction gains and losses are included in the statement of operations for years ended June 30, 2015 and June 30, 2016.

The resulting translation adjustments are recorded as a component of comprehensive income in the combined carve out comprehensive income included in shareholders' equity.

Property and equipment

Property and equipment are recorded at cost. Depreciation is provided annually at rates calculated to write off the assets over their estimated useful lives as follows:

Motor vehicles	30% diminishing balance
Furniture and equipment	20% diminishing balance
Computer software	100% diminishing balance
Computer equipment	45 % - 55% diminishing balance

Advertising costs

Advertising costs are expensed as incurred and amounted to $25,072 in 2016 and $29,605 in 2015.

Stock-based compensation

The Company accounts for stock-based compensation under FASB ASC Topic 718, "Stock Compensation" ("ASC Topic 718"), which require the Company to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award using an option pricing model. The Company recognizes that cost recognized over the period during which an employee is required to provide service in exchange for the award.

Stock options granted in Canadian dollars to employees in India and US are classified as derivative financial liabilities and measured at fair value until the instrument is extinguished or exercised. Any gain or loss arising from the revaluation of these options is recognized as part of the stock-based compensation.

2. Summary of significant accounting policies (continued)

Income taxes

Income taxes are recorded in accordance with FASB ASC Topic 740, “Income Taxes” (“ASC Topic 740”), which utilizes a balance sheet approach to provide for income taxes. Under this method, the Company recognizes deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of the Company’s assets and liabilities. The impact on deferred taxes of changes in tax rates and laws, if any, are applied to the years during which temporary differences are expected to be settled and are reflected in the combined carve-out financial statements in the period of enactment.

The accounting for uncertainty in income taxes requires a more likely than not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. The Company records a liability for the difference between the (i) benefit recognized and measured for financial statement purposes and (ii) the tax position taken or expected to be taken on the Company’s tax return. To the extent that the Company’s assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. Our evaluation was performed for the tax years ended June 30, 2015 and 2016, which remain subject to examination by major tax jurisdictions as of June 30, 2016. The Company has elected to record any interest or penalties associated with uncertain tax positions as interest expense. Interest and penalties expenses amounted to $24,656 and $26,167 for the years ended June 30, 2016 and 2015, respectively.

Fair value of financial instruments

ASC Topic 820, “Fair Value Measurements and Disclosures” establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1 – defined as observable inputs such as quoted prices in active markets;
Level 2 – defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
Level 3 – defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The fair value of the Company’s cash, term deposit, accounts receivable, accounts payable and shareholder loan, approximate their carrying amount because of the short-term nature of these instruments. The Company’s derivative stock liability is measured at fair value and is a Level 3 financial instrument.

2. Summary of significant accounting policies (continued)

New accounting pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers. The objective of this guidance is to establish the principles to report useful information to users of combined carve-out financial statements about the nature, timing and uncertainty of revenue from contracts with customers. The FASB has continued to issue ASUs to clarify and provide implementation guidance related to Revenue from Contracts with Customers, including ASU 2016-08 , Revenue from Contract with Customers: Principal versus Agent Considerations , ASU 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing , ASU 2016-12, Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients and ASU 2016-20, Revenue from Contracts with Customers: Technical Correction and Improvements. These amendments address a number of areas, including the entity’s identification of its performance obligations in a contract, collectability, non-cash consideration, presentation of sales tax and an entity’s evaluation of the nature of its promise to grant a license of intellectual property and whether or not that revenue is recognized over time or at a point in time. These standards are effective for the interim and annual reporting periods beginning after December 31, 2017. The new standard permits two methods of adoption: retrospectively to each prior period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). The Company is currently evaluating the impacts of adoption and the implementation approach to be used.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Subtopic 842-10). Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) on the commencement date: a) lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and b) right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. The amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The Company is currently evaluating the impacts of adoption of this guidance.

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718). Under the new guidance, all excess tax benefits and tax deficiencies will be recognized in the income statement as they occur. This will replace the current guidance, which requires tax benefits that exceed compensation cost (windfalls) to be recognized in equity, and tax deficiencies (shortfalls) to be recognized in equity to the extent of previously recognized windfalls. It will also eliminate the need to maintain a “windfall pool,” and will remove the requirement to delay recognizing a windfall until it reduces current taxes payable. The new guidance will also change the cash flow presentation of excess tax benefits, classifying them as operating inflows, consistent with other cash flows related to income taxes. The amendments in this guidance are effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. The Company is evaluating the impact of the adoption of this guidance on its combined carve-out financial statements.

(Expressed in U.S. Dollars)

2. Summary of significant accounting policies (continued)

New accounting pronouncements (continued)

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts. This update addresses eight specific cash flow issues with the objective of reducing the existing diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments in this guidance are effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. The Company is evaluating the impact of the adoption of this guidance on its combined carve-out financial statements.

Allocation of Indirect Expenses

The Company has allocated expenses to the product business of $711,939 and $404,119 for the years ended June 30, 2016 and 2015, respectively. These allocated costs are primarily related to corporate general and administrative expenses, employee related costs including retirement plan and other benefits, and overhead-related costs. Included in the allocations are information technology usage fees, legal services, accounting and finance services, human resources, marketing and contract support, facility and other corporate and infrastructural services. The costs associated with these services and support functions have been allocated to product development division using the most meaningful respective allocation methodologies which were primarily based on proportionate headcount.

3. Property and equipment

As of June 30, 2016 and 2015, property and equipment, net were as follows

	2016	2015
Motor vehicles	**$ 82,791**	$ 82,791
Furniture and equipment	**43,686**	31,869
Computer software	**27,671**	26,339
Computer equipment	**324,641**	247,755
	478,789	388,754
Less: accumulated depreciation	**(346,194)**	(258,960)
Property and equipment	**$ 132,595**	$ 129,794

Depreciation expense of $78,345 was recorded in 2016 (2015 - $69,542).

(Expressed in U.S. Dollars)

4. Accrued liabilities

Accrued liabilities consist of the following:

	2016	2015
Salaries, bonus and payroll taxes	$ 2,431,673	$ 6,402,970
Interest and other accruals	112,752	88,096
Employee benefit obligation – consulting business of InfoTrellis India Private Limited	55,835	35,925
	$ 2,600,260	$ 6,526,991

Employee benefit plans

InfoTrellis India Private Limited ("InfoTrellis India")
InfoTrellis India has employee benefit plans in the form of certain statutory and welfare schemes covering substantially all of its employees.

Provident Fund
Employees receive benefits from a provident fund, which is a defined contribution plan. Both the employee and the Company make monthly contributions to the regional provident fund equal to a specified percentage of the covered employee's salary. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. The Company has no further obligations under the plan beyond its monthly contributions. The contributions are charged to the income statement of the year when the contributions to the respective funds are due and there are no other obligations other than the contribution payable. Total contributions made in respect of this plan for years ended June 30, 2016 and 2015 are $73,651 and $47,331 respectively.

Gratuity
The Company provides for gratuity in accordance with the payment of Gratuity Act, 1972, a defined benefit retirement plan ("the Plan") covering all employees. The Plan, subject to the provisions of the above Act, provides a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial period. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

(Expressed in U.S. Dollars)

4. Accrued liabilities (continued)

The reconciliation of the beginning and ending balance of the projected benefit obligation and the paid value of plan assets for the years ended June 30, 2016 and 2015, and the accumulated benefit obligation at June 30, 2016 and 2015 is as follows:

	2016	2015
Change in benefit obligation		
Obligation at the beginning of the year	**$ 37,921**	$ 24,417
Service cost	**14,984**	9,371
Interest cost	**2,930**	2,137
Benefits paid	**-**	-
Actuarial loss/(gain)	**-**	-
Obligation at the end of the year	**$ 55,835**	$ 35,925
Benefit obligation current	**$ -**	$ 1,729
Benefit obligation Non-current	**-**	34,196
Accumulated benefit obligation	**$ -**	$ 35,925
Changes in plan assets		
Fair value of plan assets at the beginning of the year	**$ -**	$ -
Expected returns on plan assets	**-**	-
Employer contributions	**44,192**	-
Plan assets at the end of the year	**$ 44,192**	$ -
Fair value of plan assets at the end of the year	**$ 44,192**	$ -
Present value of defined benefit obligation	**(55,835)**	(35,925)
Liability recognised in the balance sheet	**$ (11,643)**	$ (35,925)

Net gratuity cost for the years ended June 30, 2016 and 2015 comprise the following components:

	2016	2015
Service cost	**$ 14,984**	$ 9,371
Interest cost	**2,930**	2,137
Expected return on plan assets	**-**	-
Net actuarial loss/(gain)	**-**	-
Net gratuity cost	**$ 17,914**	$ 11,508

(Expressed in U.S. Dollars)

4. Accrued liabilities (continued)

The weighted average actuarial assumptions used in accounting for the benefit obligations and net gratuity cost under the Gratuity Plan as of June 30, 2016 and 2015 are given below:

	2016	2015
Discount rate	**8.75%**	8.75%
Salary escalation rate	**12.00%**	12.00%
Employee turnover	**15.00%**	15.00%
Estimated return on plan assets	**7.50%**	N/A

The discount rate as on the valuation date is based on the market yields of high quality corporate bond, of a term that matches the term of the liability and applicable to the period over which the obligation is to be settled. The Group assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The mortality rates used are as published by one of the leading life insurance companies in India.

Plan asset allocation

	June 30, 2016	
Particulars of investments	Target allocation	Actual allocation
Government securities	1% - 100%	100.00%
Corporate bonds	40% - 100%	0.00%
Fixed deposits	1% - 60%	0.00%
Other	1% - 60%	0.00%

Plan assets

June 30, 2016

	Total	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs (Level 2)
Government securities	$ 44,192	$ -	44,192

The fair values of the government securities are measured based on market quotes. Corporate bonds are valued based on market quotes as of the balance sheet date. Fixed deposits are valued by its face value and other funds are valued at their market prices as of the balance sheet date.

The Company expects to contribute $54,777 and $44,488 to its gratuity plans during the fiscal years ending June 30, 2017 and 2018 respectively.

(Expressed in U.S. Dollars)

4. Accrued liabilities (continued)

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid during:

2017	$ 2,815
2018	4,059
2019	5,458
2020	6,106
2021	7,202
Thereafter	30,676
	$ 56,316

The expected benefits are based on the same assumptions as are used to measure the Group's benefit obligations as of June 30, 2016.

5. Income taxes

Income tax provision

The product business is part of the operations of InfoTrellis Inc., InfoTrellis, Inc. and InfoTrellis India Private Limited and are therefore included in the income tax returns for each of the entities. The tax provisions have been prepared on a standalone basis as if the consulting business is a separate entity under common ownership. As a result, the consulting business makes no direct payment of income taxes in each of the subsidiaries.

The provision for income taxes is as follows:

	2016	2015
Canada – federal and provincial	**$ 1,462,043**	$ 686,602
U.S. – federal and state	**103,423**	63,197
India	**204,570**	-
	$ 1,770,036	$ 749,799

For the year ended June 30, 2016, the provision for income taxes has been increased by $575,000 (2015 - $435,000) reflecting the tax benefit of the losses of the product business. As a result, the distribution of the net deficit of the product business has been reduced by these amounts for the year ended June 30, 2015 and June 30, 2016.

6. Advances from related party

The advances are from 2291496 Ontario Inc., the parent company for InfoTrellis, Inc. and InfoTrellis India Private Limited. These advances are unsecured, non-interest bearing and due on demand.

7. Stock-based compensation

The Company may issue stock options to key directors, officers, employees and consultants of the Company and its affiliates under the Company's stock option plan. The Company has granted stock options in Canadian dollars to employees at exercise prices that approximate the market price of the common stock at grant date. Option awards generally vest over a period of 3 to 4 years of continuous service and the term of the option cannot exceed 10 years from the date of the grant. The awards provide for accelerated vesting if there is a change in control. The Company issues new shares as shares are required to be delivered upon exercise of outstanding stock options.

Stock options were not exercised during fiscal year ended June 30, 2016 and 2015. Stock-based compensation expense granted to the employees of InfoTrellis Inc. was $24,572 and $18,631 for the fiscal years ended June 30, 2016 and 2015 respectively and were recorded in the statement of operations.

Stock-based compensation of $178,381 and $94,998 for options in Canadian dollars granted to the employees of InfoTrellis India Private Limited and InfoTrellis, Inc. were recognized during fiscal years ended June 30, 2016 and 2015 and were recorded in the statement of operations and derivative stock option liability as follows:

Derivative Stock Option Liability	**2016**	2015
Balance, beginning of year	**$ 126,741**	$ 31,743
Stock-based compensation	**178,381**	94,998
Balance, end of year	**$ 305,122**	$ 126,741

A summary of the Company's option activity and related information for the two years ended June 30, 2016 and 2015 is as follows:

	Number of options	Weighted average price	Weighted-average remaining contractual term (in years)
Balance at June 30, 2014	396,000	$ 1.00	9.33
Options granted	141,900	1.27	9.58
Balance at June 30, 2015	537,900	1.07	9.39
Options granted	130,150	2.49	9.48
Balance at June 30, 2016	668,050	$ 1.35	9.41

(Expressed in U.S. Dollars)

7. Stock-based compensation (continued)

The following table indicates the options outstanding and options exercisable by exercise price with the weighted-average remaining contractual life for the options outstanding and the weighted-average exercise price at June 30, 2016 and 2015:

	June 30, 2016				
Exercise price	Options outstanding	Options vested	Options exercisable	Weighted-average remaining contractual life (Years)	Weighted-average grant date fair value
$1.00	507,950	370,441	290,163	7.61	$ 1.38
$2.00	87,300	23,299	13,463	8.93	1.46
$3.00	72,800	4,862	1,900	9.73	1.17
	668,050	398,602	305,526		

	June 30, 2015				
Exercise price	Options outstanding	Options vested	Options exercisable	Weighted-average remaining contractual life (Years)	Weighted-average grant date fair value
$1.00	499,250	243,434	165,350	8.58	$ 1.03
$2.00	38,650	3,558	3,800	9.63	.96
$3.00	-	-	-		
	537,900	246,992	169,150		

The Company utilizes the Black-Scholes option-pricing model to estimate the fair value of stock-based compensation at the date of grant, which requires the use of accounting judgment and financial estimates, including estimates of the expected term option holders will retain their vested stock options before exercising them, the estimated volatility of the Company's stock price over the expected term and the expected number of options that will be forfeited prior to the completion of their vesting requirements. Application of alternative assumptions could produce significantly different estimates of the fair value of stock-based compensation amounts recognized in the combined carve-out statements of operations.

The fair value of each option granted was estimated on the date of grant using the Black-Scholes option-pricing model using the following weighted-average assumptions:

	2016	2015
Expected term (in years)	**10 years**	10 years
Expected volatility	**37.18%**	37.06%
Risk-free interest rates	**1.68%**	2.24%
Forfeiture rate	**5%**	5%

(Expressed in U.S. Dollars)

8. Commitments

Leases

The Company leases facilities under operating leases that expire in 2020. The operating leases provides for increasing rents over the term of the lease. Total rent expense under these leases is recognized ratably over the lease terms. As of June 30, 2016, future minimum lease commitments under non-cancelable operating leases, which are expensed in the statements of operations, are as follows:

2017	$ 183,875
2018	180,251
2019	64,006
2020	18,361
	$ 446,493

The Company incurred rent expense of $187,992 in 2016 (2015 - $135,543).

9. Subsequent event

The Company evaluated its combined carve-out financial statements of the consulting businesses of the InfoTrellis Group of Companies through April 27, 2017, the date the financial statements were available to be issued.

Exhibit 99.3

INFOTRELLIS GROUP OF COMPANIES
UNAUDITED COMBINED CARVE-OUT STATEMENTS OF OPERATIONS
(in USD thousands)

	Nine Months Ended March 31, 2017	Nine Months Ended March 31, 2016
Consulting revenue	$ 17,822	$ 14,664
Expense reimbursement	1,436	1,444
Total Revenues	19,258	16,108
Expenses:		
Salaries and wages	6,330	4,824
Subcontractor	4,432	3,998
Travel and accommodation	146	303
Stock-based compensation	150	177
Rent	161	136
Professional fees	224	108
General and administration	83	66
Bank charges	4	20
Depreciation	46	49
Insurance	33	29
Telephone	35	23
Advertising and promotion	69	36
Meals and entertainment	—	2
Employment recruitment	—	21
Foreign exchange	(40)	(163)
Transaction related expenses	157	—
Total Expense	11,830	9,629
Net income before income taxes	7,428	6,479
Income tax expense	2,080	1,814
Net income	$ 5,348	$ 4,665

INFOTRELLIS GROUP OF COMPANIES
UNAUDITED COMBINED CARVE-OUT BALANCE SHEETS
(in USD thousands)

	March 31, 2017	June 30, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 5,259	$ 2,413
Term deposit	—	302
Accounts receivable	5,504	6,660
Prepaid and other expenses	587	98
Total current assets	11,350	9,473
Property and equipment, net	147	133
Other assets	103	118
Total assets	$ 11,600	$ 9,724
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 762	$ 657
Accrued expenses and other current liabilities	362	2,600
Income taxes payable	1,868	1,321
Total current liabilities	2,992	4,578
Shareholder loan	30	32
Derivative stock option liability	455	305
Total liabilities	3,477	4,915
Total shareholders' equity	8,123	4,809
Total liabilities and shareholders' equity	$ 11,600	$ 9,724

INFOTRELLIS GROUP OF COMPANIES
UNAUDITED COMBINED CARVE-OUT STATEMENTS OF CASH FLOWS
(in USD thousands)

	Nine Months Ended March 31, 2017	Nine Months Ended March 31, 2016
OPERATING ACTIVITIES:		
Net income	$ 5,348	$ 4,665
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	46	49
Stock-based compensation	150	177
Working capital items:		
Term deposit	302	(140)
Accounts receivable	1,156	(1,420)
Prepaid and other expenses	(489)	(78)
Other assets	15	96
Accounts payable	105	(199)
Accrued expenses and other current liabilities	(2,238)	(6,200)
Income taxes payable	547	1,307
Net cash flows provided by operating activities	4,942	(1,743)
INVESTING ACTIVITIES:		
Purchase of property and equipment	(60)	(60)
FINANCING ACTIVITIES:		
Distribution of net deficit of product business	(2,034)	(744)
Due to related party	(2)	(2)
Net cash flows used in financing activities	(2,036)	(746)
Effect of exchange rates on cash	—	(2)
Net change in cash and cash equivalents	2,846	(2,551)
Cash and cash equivalents, beginning of period	2,413	4,757
Cash and cash equivalents, end of period	$ 5,259	$ 2,206

INFOTRELLIS GROUP OF COMPANIES
NOTES TO COMBINED CARVE-OUT FINANCIAL STATEMENTS
MARCH 31, 2017 and 2016
(unaudited)

NOTE 1 –DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

On July 7, 2017, Mastech Digital, Inc. through its wholly-owned subsidiaries Mastech InfoTrellis, Inc., Mastech InfoTrellis Digital, Ltd., Mastech Digital Data, Inc. and Mastech Digital Private Limited (collectively, the "Company"), entered into two Asset Purchase Agreements and a Share Purchase Agreement (collectively, the "Purchase Agreements") to acquire substantially all of the assets comprising the consulting services business in the areas of master data management, data integration and big data (the "Acquired Business") of InfoTrellis Inc., InfoTrellis, Inc. and 2291496 Ontario Inc., including all outstanding shares of InfoTrellis India Private Limited (collectively, "InfoTrellis"). The aforementioned transaction closed on July 13, 2017.

Under the terms of the Purchase Agreements, the Company paid at the closing of the acquisition $35.75 million in cash, less certain working capital adjustments. The Purchase Agreements also provide for contingent consideration of $19.25 million in deferred cash payments, with up to $8.25 million payable if the net income before interest and income taxes ("EBIT") of the Acquired Business for the 12-month period beginning on August 1, 2017 (the "Actual Year 1 EBIT") equals $10.0 million and up to $11.0 million payable if the EBIT of the Acquired Business for the 12-month period beginning on August 1, 2018 (the "Actual Year 2 EBIT") equals $10.7 million. The deferred amount payments are subject to adjustment under the terms of the Purchase Agreements based upon, among other items, the amount of the Actual Year 1 EBIT and the amount of the Actual Year 2 EBIT.

InfoTrellis is a Canadian-based Data Management & Analytics company headquartered in Toronto with offices in Austin, Texas and a global delivery center in Chennai, India. Prior to the closing of the acquisition, the company offered project-based consulting services to customers in the areas of Master Data Management, Data Integration and Big Data. The company has industry-wide recognition for its thought leadership and depth in data management & analytics, as well as proven global delivery expertise. Prior to the closing of the acquisition, InfoTrellis employed over 200 associates globally and had a customer-base of more than 40 blue chip customers in North America.

The financial statements have been prepared in U.S. dollars for the purpose of complying with the rules and regulations of the U.S. Securities and Exchange commission. The accompanying financial statements have been prepared on a "carve-out" basis from InfoTrellis' accounts and reflect the historical accounts directly attributable, together with allocation of shared costs and expenses, to the consulting services business. These allocations may not be indicative of the actual costs that would have been incurred during the periods presented had InfoTrellis' consulting services business historically operated as a separate, stand-alone entity from its products business (software).

InfoTrellis' consulting services business historically has been managed and operated in the normal course of business by InfoTrellis management along with the products business. While many of the customer-facing components of the consulting services business are separate, many of the back office functions were shared between the operations of the consulting services business and products business. Accordingly, certain shared costs have been allocated to the InfoTrellis consulting services business. Management believes such allocation methodologies are reasonable; however, the expenses may not be indicative of the actual expenses that would have been incurred during the periods presented had the consulting services business historically operated as a separate, stand-alone entity.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of combined carve-out financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the amounts reported in the combined carve-out financial statements and accompanying notes. Actual results could differ from those estimates. The most significant estimate made in preparing the accompanying combined carve-out financial statements related to stock-based compensation expense.

Also, certain amounts in the accompanying combined carve-out financial statements have been allocated in a way that management believes is reasonable and consistent in order to depict the historical financial position, statement of operations, and cash flows of InfoTrellis on a stand-alone basis. Actual results could differ materially from those estimates under different assumptions or conditions.

Revenue Recognition

Revenue is derived from consulting services, subscription, perpetual licensing of software and expense reimbursement. Revenue is recognized when all four of the following revenue recognition criteria have been met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been performed;
- The fee is fixed or determinable; and
- Collection is probable.

Consulting revenue is performed on a time-and-materials basis and is recognized when earned and billable as per the agreement.

Maintenance and support fees are recognized on a straight-line basis over the term of the contracts which is usually for a period of 12 months.

Subscription fees are recognized on a straight-line basis over the term of the contracts.

Advanced billings to clients in excess of revenue earned are recorded as deferred revenue until the revenue recognition criteria are met. Reimbursements of out-of-pocket expenses are included in revenue with corresponding costs incurred by InfoTrellis included in their respective expense account.

Stock-based compensation

InfoTrellis accounts for stock-based compensation under FASB ASC Topic 718, “Stock Compensation” (“ASC Topic 718”), which require InfoTrellis to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award using an option pricing model. InfoTrellis recognizes that cost recognized over the period during which an employee is required to provide service in exchange for the award.

Stock options granted in Canadian dollars to employees in India and US are classified as derivative financial liabilities and measured at fair value until the instrument is extinguished or exercised. Any gain or loss arising from the revaluation of these options is recognized as part of the stock-based compensation.

Income Taxes

Income taxes are recorded in accordance with FASB ASC Topic 740, “Income Taxes” (“ASC Topic 740”), which utilizes a balance sheet approach to provide for income taxes. Under this method, InfoTrellis recognizes deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of InfoTrellis’ assets and liabilities. The impact on deferred taxes of changes in the tax rates and laws, if any, are applied to the years during which temporary differences are expected to be settled and are reflected in the combined carve-out financial statements in the period of enactment.

The accounting for uncertainty in income taxes requires a more likely than not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. InfoTrellis records a liability for the difference between the (i) benefit recognized and measured for financial statement purposes and (ii) the tax position taken or expected to be taken on InfoTrellis' tax return. To the extent that InfoTrellis' assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheets for accounts receivable and accounts payable approximate fair value because of the immediate or short-term maturity of these financial instruments.

Accounts Receivable

InfoTrellis' accounts receivable are composed of billed and unbilled receivables from direct customers. Collateral is not required for accounts receivable. InfoTrellis maintains an allowance for potential credit losses as considered necessary. InfoTrellis performs ongoing reviews of all customers that have breached their payment terms or for whom information has become available indicating a risk of non-recoverability. InfoTrellis records an allowance for bad debts for specific customers identified as well as an allowance based on its historical collection experience. InfoTrellis' evaluation of the allowance for potential credit losses requires the use of estimates and the actual results may differ from these estimates. At March 31, 2017, there were no allowance for potential credit losses.

Property and Equipment

Property and equipment are recorded as cost. Depreciation is provided annually at rates calculated to write off the assets over their estimated useful lives as follows:

Motor vehicles	30% diminishing balance
Furniture and equipment	20% diminishing balance
Computer software	100% diminishing balance
Computer equipment	45% - 55% diminishing balance

NOTE 3 – REVENUE CONCENTRATION

InfoTrellis had two customers with revenues greater than 10% of total revenues for the nine-month period ended March 31, 2017: Zimmer Biomet, Inc. = 25.1%; and Lowe's Companies, Inc. = 13.9%. For the nine-month period ended March 31, 2016, InfoTrellis had three customers with revenue greater than 10% of revenues: Zimmer Biomet, Inc. = 27.7%; Dell Inc. = 15.7% and Lowe's Companies, Inc. = 12.4%. InfoTrellis' top ten customers represented approximately 73% and 86% of total revenues for the nine-month period ended March 31, 2017 and 2016, respectively.

NOTE 4 – INCOME TAX PROVISION

The product business is part of the operations of InfoTrellis and is included in the income tax returns for each of InfoTrellis' legal entities. For the nine-month period ended March 31, 2017 and 2016, the tax provision was prepared on a standalone basis as if the consulting business is a separate entity was as follows:

	Nine Months Ended March 31, 2017	Nine Months Ended March 31, 2016
Canada – federal and provincial	$ 1,695	$ 1,479
U.S. – federal and state	109	95
India	276	240
	$ 2,080	$ 1,814

NOTE 5 – STOCK-BASED COMPENSATION

Stock-based compensation expense related to outstanding stock option grants under InfoTrellis' Stock Option Plan for the nine-months ended March 31, 2017 and 2016 was $150,000 and $177,000, respectively.

NOTE 6 – SUBSEQUENT EVENT

On July 13, 2017, InfoTrellis completed the sale of substantially all of the assets comprising the consulting services business to the Company, as more fully described in Note 1 of the Notes to Combined Carve-Out Financial Statements herein.

Exhibit 99.4

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The unaudited pro forma condensed consolidated financial statements have been prepared to illustrate the effect of the purchase by Mastech Digital, Inc., through its wholly-owned subsidiaries Mastech InfoTrellis, Inc., Mastech InfoTrellis Digital Ltd, Mastech Digital Data, Inc., and Mastech Digital Private Limited (collectively, the Company), of substantially all of the assets comprising the consulting services business in the areas of master data management, data integration and big data (the "Acquired Business") of InfoTrellis Inc., InfoTrellis, Inc. and 2291496 Ontario Inc., including all outstanding shares of InfoTrellis India Private Limited (collectively, "InfoTrellis"). The purchase was consummated pursuant to two Asset Purchase Agreements and a Share Purchase Agreement (collectively, the "Purchase Agreements") dated July 7, 2017. The acquisition was completed on July 13, 2017.

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2017 reflects the pro forma effect as if the acquisition and associated financing arrangements had been consummated on that date. The unaudited pro forma condensed consolidated statements of operations for the three months ended March 31, 2017 and for the year ended December 31, 2016 include the results of the Acquired Business as though the acquisition occurred on January 1, 2017 and January 1, 2016, respectively.

The unaudited pro forma condensed consolidated balance sheet and statements of operations include pro forma adjustments which reflect transactions and events that (a) are directly attributable to the acquisition, including the financing of such; (b) are factually supportable; and (c) with respect to the statements of operations, have a continuing impact on the Company's consolidated results. The pro forma adjustments are described in the accompanying notes to the unaudited pro forma condensed consolidated financial statements.

The unaudited pro forma condensed consolidated statements of operations for the periods presented do not reflect any operating efficiencies or inefficiencies that may result from the acquisition of the Acquired Business. Therefore, this pro forma information is not necessarily indicative of results that would have been achieved had the business been combined during the periods presented or the results that the Company will experience going forward. The unaudited pro forma condensed consolidated financial statements should be read in conjunction with: (i) the historical consolidated financial statements and accompanying notes of the Company, which are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016; (ii) the historical condensed consolidated financial statements of the Company included in the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017 and June 30, 2017; (iii) the audited financial statements of InfoTrellis as of and for the fiscal years ended June 30, 2016 and 2015 included in this Amendment No. 1 to Current Report on Form 8-K; and (iv) the unaudited financial statements InfoTrellis as of March 31, 2017 and for the nine months ended March 31, 2017 and 2016 included in this Amendment No. 1 to Current Report on Form 8-K.

MASTECH DIGITAL, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEETS
AT MARCH 31, 2017
(in USD thousands)

	Mastech Digital As Reported	InfoTrellis Historical	Pro Forma Adjustments (1)		Combined Pro Forma
ASSETS					
Current assets:					
Cash and cash equivalents	$ 876	$ 5,259	$ (5,059)	(A,B)	$ 1,076
Accounts receivable, net of allowance for uncollectible accounts	18,704	3,261	—		21,965
Unbilled receivables	4,673	2,243	—		6,916
Prepaid and other current assets	767	264	—		1,031
Prepaid income taxes	4	323	—		327
Total current assets	25,024	11,350	(5,059)		31,315
Equipment, enterprise software, and leasehold improvements, at cost:					
Equipment	1,233	147	16	(B,C)	1,396
Enterprise software	645	—	—		645
Leasehold improvements	351	—	—		351
	2,229	147	16		2,392
Less – accumulated depreciation	(1,687)	—	—		(1,687)
Net equipment, enterprise software, and leasehold improvements	542	147	16		705
Deferred income taxes	246	(11)	—		235
Deferred financing costs, net	50	—	—		50
Non-current deposits	176	114	—		290
Goodwill	8,427	—	26,852	(E)	35,279
Intangible assets, net	7,110	—	19,862	(F)	26,972
Total assets	$ 41,575	$ 11,600	$ 41,671		$ 94,846
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Current portion of long-term debt	$ 1,800	$ —	$ 2,012	(G)	$ 3,812
Accounts payable	2,952	762	—		3,714
Accrued payroll and related costs	5,280	245	—		5,525
Other accrued liabilities	592	106	—		698
Accrued income taxes	—	1,868	(1,606)	(B)	262
Deferred revenue	85	11	—		96
Total current liabilities	10,709	2,992	406		14,107
Long-term liabilities:					
Long-term debt, less current portion	11,480	—	26,748	(D,G)	38,228
Accrued earn-out	—	—	17,125	(J)	17,125
Shareholder loan	—	30	(30)	(B)	—
Derivative stock option liability	—	455	(455)	(B)	—
Total liabilities	22,189	3,477	43,794		69,460
Shareholders' equity:					
Preferred Stock	—	—	—		—
Common Stock	53	—	9	(I)	62
Additional paid-in-capital	13,970	77	5,914	(I,H)	19,961
Retained earnings	9,498	8,046	(8,046)	(B,H)	9,498
Accumulated other comprehensive loss	(1)	—	—		(1)
Treasury Stock	(4,134)	—	—		(4,134)
Total shareholders' equity	19,386	8,123	(2,123)		25,386
Total liabilities and shareholders' equity	$ 41,575	$ 11,600	$ 41,671		$ 94,846

MASTECH DIGITAL, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2017
(in USD thousands, except per share data)

	Mastech Digital As Reported	InfoTrellis Historical	Pro Forma Adjustments (2)	Combined Pro Forma
Revenues	$ 33,100	$ 5,613	$ —	$ 38,713
Cost of revenues	26,891	3,113	—	30,004
Gross profit	6,209	2,500	—	8,709
Selling, general and administrative expenses	5,806	866	408 (K,L)	7,080
Income from operations	403	1,634	(408)	1,629
Interest (expense), net	(102)	—	(348) (M)	(450)
Other income (expense), net	21	29	—	50
Income before income taxes	322	1,663	(756)	1,229
Income taxes	121	466	(212) (N)	375
Net income	$ 201	$ 1,197	$ (544)	$ 854
Earnings per share:				
Basic	$ .04			$ .16
Diluted	$ .04			$ .16
Weighted average common shares outstanding:				
Basic	4,499		857	5,356
Diluted	4,561		857	5,418

MASTECH DIGITAL, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2016
(in USD thousands, except per share data)

	Mastech Digital As Reported	InfoTrellis Historical	Pro Forma Adjustments (2)	Combined Pro Forma
Revenues	$ 132,008	$ 25,069	$ —	$157,077
Cost of revenues	105,711	12,897	—	118,608
Gross profit	26,297	12,172	—	38,469
Selling, general and administrative expenses	21,790	4,674	302 (K,L)	26,766
Income from operations	4,507	7,498	(302)	11,703
Interest (expense), net	(462)	—	(1,340) (M)	(1,802)
Other income (expense), net	(25)	57	—	32
Income before income taxes	4,020	7,555	(1,642)	9,933
Income taxes	1,500	2,115	(460) (N)	3,155
Net income	$ 2,520	$ 5,440	$ (1,182)	$ 6,778
Earnings per share:				
Basic	$ .57			$ 1.29
Diluted	$ .56			$ 1.27
Weighted average common shares outstanding:				
Basic	4,393		857	5,250
Diluted	4,482		857	5,339

MASTECH DIGITAL, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Transaction and Basis of Presentation:

On July 7, 2017, Mastech Digital, Inc., through its wholly-owned subsidiaries Mastech InfoTrellis, Inc., Mastech InfoTrellis Digital, Ltd., Mastech Digital Data, Inc. and Mastech Digital Private Limited (collectively, the "Company"), entered into two Asset Purchase Agreements and a Share Purchase Agreement (collectively, the "Purchase Agreements") to acquire substantially all of the assets comprising the consulting services business in the areas of master data management, data integration and big data (the "Acquired Business") of InfoTrellis Inc., InfoTrellis, Inc. and 2291496 Ontario Inc., including all outstanding shares of InfoTrellis India Private Limited (collectively, "InfoTrellis"). The aforementioned transaction was closed on July 13, 2017.

Under the terms of the Purchase Agreements, the Company paid at the closing of the acquisition $35.75 million in cash, less certain working capital adjustments. The Purchase Agreements also provide for contingent consideration of $19.25 million in deferred cash payments, with up to $8.25 million payable if the net income before interest and income taxes ("EBIT") of the Acquired Business for the 12-month period beginning on August 1, 2017 (the "Actual Year 1 EBIT") equals $10.0 million and up to $11.0 million payable if the EBIT of the Acquired Business for the 12-month period beginning on August 1, 2018 (the "Actual Year 2 EBIT") equals $10.7 million. The deferred amount payments are subject to adjustment under the terms of the Purchase Agreements based upon, among other items, the amount of the Actual Year 1 EBIT and the amount of the Actual Year 2 EBIT.

In support of the acquisition, the Company entered into a new credit agreement on July 13, 2017 with PNC Bank, National Association, as administrative agent, swing loan lender and issuing lender, PNC Capital Markets LLC, as sole lead arranger and sole bookrunner, and certain financial institutions party thereto as lenders (the "Credit Agreement"). The Credit Agreement provides for a total aggregate commitment of $65.0 million, consisting of (i) a revolving credit facility in an aggregate principal amount not to exceed $27.5 million, subject to increase to an aggregate amount not to exceed $37.5 million upon satisfaction of certain conditions; (ii) a $30.5 million term loan facility; and (iii) a $7.0 million delayed draw term loan facility to be used exclusively toward contingent consideration payments. In addition, the Company entered into Securities Purchase Agreements with Ashok Trivedi and Sunil Wadhwani (collectively, the "Investors") on July 7, 2017 pursuant to which the Company issued and sold an aggregate 857,144 shares (the "Shares") of its common stock, par value $0.01 per share (the "Common Stock"), to the Investors on July 13, 2017 for $6.0 million in aggregate gross proceeds (the "Private Placement Transactions"). The Company used the proceeds from the Private Placement Transactions to fund a portion of the cash paid at the closing of the acquisition.

The unaudited pro forma condensed consolidated statements of operations include the results of the Acquired Business as though the acquisition occurred as of the beginning of each period presented. The unaudited pro forma condensed consolidated balance sheet as of March 31, 2017 reflects the acquisition of the Acquired Business and related financing as if they had been consummated on that date.

Pro Forma Adjustments

The following pro forma adjustments are included in the unaudited pro forma condensed consolidated financial statements:

(1) Unaudited pro forma condensed consolidated balance sheet reflects the preliminary purchase price allocation and financing considerations associated with the acquisition of the Acquired Business. Pro forma adjustments included the following:

A. To record the amount of cash paid at closing from cash balances on hand toward the purchase price and financing fees paid to PNC Bank, National Association of $495,000;
B. To eliminate assets and liabilities retained by the entities selling the Acquired Business;
C. To record the fair value of fixed assets acquired;
D. To record deferred financing costs paid to PNC Bank, National Association at closing;
E. To record goodwill for the excess purchase price paid over the estimated fair value of identified net assets acquired;
F. To record the estimated fair value on identifiable intangible assets acquired (see Note 3 of the Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements, herein);
G. To record borrowing used at closing toward the purchase price assuming the closing occurred on March 31, 2017;

H. To eliminate InfoTrellis' equity in the Acquired Business;
I. To record the sale and issuance of the Shares in connection with the Private Placement Transactions; and
J. To record contingent consideration.

(2) Unaudited pro forma condensed consolidated statements of operations reflect the historical operating results of InfoTrellis adjusted for the following:

K. To adjust selling, general and administrative expenses to eliminate InfoTrellis' owner bonus distributions, stock-based compensation and one-time transaction costs, offset by additional corporate expenses that would have been incurred by the Company;
L. To adjust selling, general and administrative expenses for amortization expense of $490,000 per quarter related to identifiable intangible assets based on the preliminary allocation of the purchase price (see Note 3 of the Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements, herein);
M. To record interest expense on borrowing used towards the purchase price; and
N. To adjust provision for income taxes to reflect InfoTrellis' effective tax rate.

2. Acquisition of the Acquired Business:

The financial terms of the acquisition includes a $35,750,000 cash purchase, less certain working capital adjustments, paid at the July 13, 2017 closing, and contingent consideration of $19,250,000.

Pursuant to the terms of the Purchase Agreements, the Company is required to pay contingent consideration of $19.25 million in deferred cash payments, with up to $8.25 million payable if the EBIT of the Acquired Business for the 12-month period beginning on August 1, 2017 (the "Actual Year 1 EBIT") equals $10.0 million and up to $11.0 million payable if the EBIT of the Acquired Business for the 12-month period beginning on August 1, 2018 (the "Actual Year 2 EBIT") equals $10.7 million. The deferred amount payments are subject to adjustment under the terms of the Purchase Agreements based upon, among other items, the amount of the Actual Year 1 EBIT and the amount of the Actual Year 2 EBIT.

Based on a valuation conducted by an independent third party, the fair value of contingent consideration at the closing date was determined to be $17,125,000.

The following table summarizes the consideration paid for the Acquired Business on the July 13, 2017 closing date:

(in thousands)	**Amounts**
Cash purchase price at closing	$35,750
Working capital adjustment	(930)
Estimated payout of contingent consideration	17,125
Total Consideration	$51,945

The cash purchase price at closing was paid with funds obtained from the following sources:

(in thousands)	**Amounts**
Cash balance on hand	$ 341
Sale of Common Stock in the Private Placement Transactions	6,000
Term loan debt facility	30,500
Revolving line of credit	9,000
Payoff of old credit facility	(10,091)
Cash paid at Closing	$ 35,750

The preliminary allocation of the purchase price was based on estimates of the fair value of assets acquired and liabilities assumed as of July 13, 2017, as set forth below. The excess purchase price over the fair values of the net tangible assets and identifiable intangible assets was recorded as goodwill, which includes value associated with the assembled workforce. All goodwill is expected to be deductible for tax purposes. The valuation of net assets acquired is as follows:

(in thousands)	Amounts
Current Assets	**$ 6,970**
Fixed Assets and Other	**286**
Identifiable intangible assets:	
Client relationships	16,671
Covenant not-to-compete	761
Trade name	1,221
Technology	1,209
Total identifiable intangible assets	**19,862**
Goodwill	**27,217**
Current liabilities	**(2,390)**
Net Assets Acquired	**$ 51,945**

The fair value of identifiable intangible assets has been estimated using the income approach through a discounted cash flow analysis. Specifically, the Company used the income approach through an excess earnings analysis to determine the fair value of client relationships. The value applied to the covenant not-to-compete was based on an income approach using a "with or without" analysis of this covenant in place. The trade name and technology were valued using the income approach – relief from royalty method. All identifiable intangibles are considered level 3 inputs under the fair value measurement and disclosures guidance.

3. Goodwill and Other Intangible Assets:

The Company is amortizing the identifiable intangible assets on a straight-line basis over estimated average lives ranging from 5 to 12 years. Intangible assets are comprised of the following:

(Amounts in thousands)	Amortization Period	Gross Carrying Value
Client relationships	12	$ 16,671
Covenant-not-to-compete	5	761
Trade name	5	1,221
Technology	7	1,209
Total Intangible Assets		**$ 19,862**

The estimated aggregate amortization expense for intangible assets for the years ending December 31, 2017 through 2021, based on our July 13, 2017 acquisition date is as follows:

	Years Ending December 31,				
	2017	2018	2019	2020	2021
	(Amounts in thousands)				
Amortization expense	$ 897	$ 1,958	$ 1,958	$ 1,958	$ 1,958