
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K/A

CURRENT REPORT

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

Date of report (Date of earliest event reported) May 16, 2012

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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This Form 8-K/A amends and restates the Form 8-K filed by Mastech Holdings, Inc. on May 17, 2012. The Form 8-K filed on May 17, 2012 misstated the number of "Votes Withheld" for Sunil Whadhwani with respect to his election as a Class I director. The actual number of "Votes Withheld" for Mr. Whadhwani is 135,069. The relevant Form 8-K item is restated in its entirety below.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 16, 2012, Mastech Holdings, Inc. (the "Company") held its Annual Meeting of Shareholders (the "Annual Meeting"). The Company solicited Proxies for the Annual Meeting pursuant to Regulation 14A under the Securities Exchange Act of 1934. The Shareholders of the Company elected each of the Company's nominees for the board of directors (the "Board") as set forth in the table below.

Proposal 1. Election to the Board of two (2) Class I directors to serve for three-year terms:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes Abstained</u>
Sunil Wadhvani	3,006,508	135,069	0
Gerhard Watzinger	3,049,523	92,054	0

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, Jr.

Name: John J. Cronin, Jr.

Title: Chief Financial Officer

May 21, 2012