

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

MASTECH DIGITAL, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

26-2753540
(I.R.S. Employer
Identification No.)

**1305 Cherrington Parkway, Building 210, Suite 400, Moon Township,
Pennsylvania**
(Address of Principal Executive Offices)

15108
(Zip Code)

**MASTECH DIGITAL, INC.
STOCK INCENTIVE PLAN**
(AS AMENDED AND RESTATED AND AS FURTHER AMENDED)
(Full title of the plan)

John J. Cronin, Jr.
Chief Financial Officer and Corporate Secretary
Mastech Digital, Inc.
1305 Cherrington Parkway
Building 210, Suite 400,
Moon Township, Pennsylvania 15108
(412) 787-2100
(Name, address and telephone number, including area code, of agent for service)

Copies of Communications to:

James J. Barnes, Esq.
Blank Rome LLP
501 Grant Street, Suite 850
Pittsburgh, PA 15219
(412) 932-2800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, \$.01 par value per share	2,100,000	\$20.33	\$42,693,000	\$5,541.55

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also covers an indeterminate number of shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act based upon the average of the high and low prices of the shares of common stock, as reported by the NYSE American on July 24, 2020.
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EXPLANATORY NOTE

Mastech Digital, Inc., a Pennsylvania corporation (the “Company,” “we,” “us” or “our”), previously registered 1,000,000 shares of its common stock, \$0.01 par value per share (“Common Stock”), available for issuance pursuant to the Company’s Stock Incentive Plan, as amended and restated and as further amended (the “Plan”). The Company registered such shares of Common Stock on a Form S-8 Registration Statement filed with the Securities and Exchange Commission (“SEC”) on October 1, 2008 (Registration Number 333-153759), in accordance with the Securities Act of 1933, as amended (the “Securities Act”). On May 18, 2016, the Company’s shareholders approved an amendment to the Plan to increase the number of shares of Common Stock which may be issued pursuant to the Plan by an additional 800,000 shares. The Company registered these 800,000 additional shares of Common Stock on a Form S-8 Registration Statement filed with the SEC on July 6, 2016 (Registration Number 333-212413).

This Registration Statement on Form S-8 is being filed to register an additional 2,100,000 shares of Common Stock for issuance under the Plan (the “Additional Shares”). The Additional Shares consist of 2,100,000 shares of Common Stock made available for issuance under the Plan as a result of Plan amendments previously approved by our shareholders at the Company’s annual shareholder meetings held on May 16, 2018, May 15, 2019 and May 13, 2020. The share amounts referenced in this Explanatory Note have been adjusted to reflect the Company’s November 2013 five-for-four stock split and August 2018 two-for-one stock split.

Pursuant to General Instruction E of Form S-8, the contents of the Form S-8 Registration Statement filed with the SEC on October 1, 2008 (Registration Number 333-153759) and the Form S-8 Registration Statement filed with the SEC on July 6, 2016 (Registration Number 333 -212413) are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents and information previously filed or to be filed by us with the SEC are incorporated by reference in this Registration Statement on Form S-8:

- our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019 filed with the SEC on March 30, 2020;
- the portions of our definitive Proxy Statement on [Schedule 14A](#), filed with the SEC on April 10, 2020 that are specifically incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended December 31, 2019;
- our Current Reports on Form 8-K filed with the SEC on [March 25, 2020](#) and [May 18, 2020](#); and
- the description of our common stock contained in or incorporated by reference into our Registration Statement on Form 10, filed with the SEC on [June 11, 2008](#), as amended on [July 23, 2008](#), [August 19, 2008](#), [September 8, 2008](#), and [September 11, 2008](#), including any amendment or report filed for the purpose of updating such description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), subsequent to the date of this Registration Statement on Form S-8 and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement on Form S-8 and to be a part hereof from the date of filing of such documents.

Notwithstanding the foregoing, information furnished under Items 2.02 or 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement on Form S-8 or any related prospectus.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement on Form S-8 to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement on Form S-8.

Item 8. Exhibits.

EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	<u>Amended and Restated Articles of Incorporation of Mastech Digital, Inc. (filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on September 12, 2016 and incorporated herein by reference)</u>
4.2	<u>Amended and Restated Bylaws of Mastech Digital, Inc. (filed as an exhibit to Mastech Digital, Inc.'s Current Report on Form 8-K filed with the SEC on September 12, 2016 and incorporated herein by reference)</u>
4.3	<u>Form of Common Stock Certificate of Mastech Digital, Inc. (filed as an exhibit to the Company's Annual Report on Form 10-K filed with the SEC on March 24, 2017 and incorporated herein by reference)</u>
5.1	<u>Opinion of Blank Rome LLP</u>
23.1	<u>Consent of UHY LLP</u>
23.2	<u>Consent of Blank Rome LLP (contained in Exhibit 5.1 to this Registration Statement)</u>
24.1	<u>Power of Attorney (included on the signature page of this Registration Statement)</u>
99.1	<u>Mastech Digital, Inc. Stock Incentive Plan (as Amended and Restated) (filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on May 23, 2016 and incorporated herein by reference)</u>
99.2	<u>Amendment to Mastech Digital, Inc. Stock Incentive Plan (as Amended and Restated) (filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on May 23, 2016 and incorporated herein by reference)</u>
99.3	<u>Second Amendment to Mastech Digital, Inc. Stock Incentive Plan (as Amended and Restated) (filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on May 18, 2018 and incorporated herein by reference)</u>
99.4	<u>Third Amendment to Mastech Digital, Inc. Stock Incentive Plan (as Amended and Restated) (filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on May 20, 2019 and incorporated herein by reference)</u>
99.5	<u>Fourth Amendment to Mastech Digital, Inc. Stock Incentive Plan (as Amended and Restated) (filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on May 18, 2020 and incorporated herein by reference)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Moon Township, Commonwealth of Pennsylvania, on this 29th day of July 2020.

MASTECH DIGITAL, INC.

By: /s/ Vivek Gupta
Name: Vivek Gupta
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each individual whose signature appears below constitutes and appoints Vivek Gupta and John J. Cronin, Jr. and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>/s/ Vivek Gupta</u> Vivek Gupta	President, Chief Executive Officer and Director (Principal Executive Officer)	July 29, 2020
<u>/s/ John J. Cronin, Jr.</u> John J. Cronin, Jr.	Chief Financial Officer (Principal Financial and Accounting Officer)	July 29, 2020
<u>/s/ Sunil Wadhvani</u> Sunil Wadhvani	Co-Chairman of the Board of Directors and Director	July 29, 2020
<u>/s/ Ashok Trivedi</u> Ashok Trivedi	Co-Chairman of the Board of Directors and Director	July 29, 2020
<u>/s/ Gerhard Watzinger</u> Gerhard Watzinger	Director	July 29, 2020
<u>/s/ John Ausura</u> John Ausura	Director	July 29, 2020
<u>/s/ Brenda Galilee</u> Brenda Galilee	Director	July 29, 2020

BLANKROME

Union Trust Building
501 Grant Street | Suite 850 | Pittsburgh, PA 15219
blankrome.com

Phone: 412-932-2800
Fax: 412-932-2777

July 29, 2020

Mastech Digital, Inc.,
1305 Cherrington Parkway, Building 210, Suite 400
Moon Township, Pennsylvania 15108

Ladies and Gentlemen:

We have acted as counsel to Mastech Digital, Inc., a Pennsylvania corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 ("Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the registration by the Company of 2,100,000 shares (the "Shares") of the Company's common stock, par value \$.01 per share ("Common Stock"), subject to adjustment as provided in the Company's Stock Incentive Plan, as amended and restated and as further amended (the "Stock Incentive Plan"), issuable by the Company pursuant to awards ("Awards") granted under the Stock Incentive Plan. This opinion is furnished pursuant to the requirements of Item 601(b)(5) of Regulation S-K.

Although as counsel to the Company we have advised the Company in connection with a variety of matters referred to us by it, our services are limited to specific matters so referred. Consequently, we do not have knowledge of many transactions in which the Company has engaged or its day-to-day operations.

In rendering this opinion, we have examined the following documents: (i) the Company's Amended and Restated Articles of Incorporation; (ii) the Company's Amended and Restated Bylaws; (iii) resolutions adopted by the Company's Board of Directors related to the Stock Incentive Plan; (iv) the Registration Statement (including all exhibits thereto); (v) the Stock Incentive Plan, including the first, second, third and fourth amendments thereto; and (vi) such other documents as we have deemed appropriate in rendering this opinion. We have not made any independent investigation in rendering this

opinion other than the document examination described. We have assumed and relied, as to questions of fact and mixed questions of law and fact, on the truth, completeness, authenticity and due authorization of all certificates, documents and records examined and the genuineness of all signatures.

In rendering this opinion, we have assumed that at the time of issuance of any Shares, there shall be a sufficient number of duly authorized and unissued shares of the Company's Common Stock to accommodate the issuance of the Shares.

This opinion is being furnished to the Company solely for submission to the Commission as an exhibit to the Registration Statement and, accordingly, may not be relied upon, quoted in any manner, or delivered to any other person or entity without, in each instance, our prior written consent.

We express no opinion herein as to the law of any state or jurisdiction other than the Pennsylvania Business Corporation Law of 1988, as amended, including statutory provisions and all applicable provisions of the Constitution of the Commonwealth of Pennsylvania and reported judicial decisions interpreting such laws of the Commonwealth of Pennsylvania and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and delivered by the Company in the manner and on the terms described in the Stock Incentive Plan and the applicable Award, will be validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

This opinion is strictly limited to the matters stated herein and no other or more extensive opinion is intended, implied or to be inferred beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Sincerely,

/s/ Blank Rome LLP
BLANK ROME LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 30, 2020, relating to the consolidated financial statements and financial statement schedule of Mastech Digital, Inc., appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ UHY LLP

Farmington Hills, Michigan
July 28, 2020