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

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported) February 1, 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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Item 2.02. Results of Operations and Financial Condition

On February 1, 2012, Mastech Holdings, Inc. issued a press release announcing its financial results for the fourth quarter and full year ended December 31, 2011. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information contained herein and in the accompanying exhibit shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(d) The following exhibit is furnished with this Form 8-K:

99.1 Press Release issued by Mastech Holdings, Inc. on February 1, 2012.

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

February 1, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release From Mastech Holdings, Inc., dated October 19, 2011.



FOR IMMEDIATE RELEASE:

Mastech Holdings, Inc. Reports Fourth Quarter and Full Year 2011 Results

PITTSBURGH, PA – February 1, 2012 – Mastech Holdings, Inc. (NYSE Amex: MHH – News), a national provider of Information Technology and Specialized Healthcare staffing services, announced today its financial results for the fourth quarter and full year ended December 31, 2011.

Fourth Quarter Results:

Revenues for the quarter were \$23.9 million and represented an 18% increase over the corresponding quarter last year and a 2% improvement over third quarter 2011 results. Gross margins in the 2011 quarter totaled 19.3% compared to 19.7% for the 2010 quarter. Consolidated net income for the fourth quarter 2011 totaled \$253,000, or \$0.07 per diluted share, compared to \$304,000, or \$0.08 per diluted share, in the same period last year. The 2011 fourth quarter results included severance expense equal to \$0.05 per diluted share, related to the elimination of several executive positions during the quarter.

Demand for our IT staffing services remained solid during the fourth quarter when considering the normal year-end industry trends. Market conditions in healthcare staffing remained largely positive and we were able to achieve sequential revenue growth for the sixth consecutive quarter.

Full Year Results:

Revenue for the year totaled \$89.4 million, or 24% higher than 2010 revenues of \$71.8 million. Gross margins for the full year 2011 were 19.6% which was in-line with last year's gross margin performance. Consolidated net income for 2011 totaled \$1.1 million, or \$0.30 per diluted share, compared to \$663,000, or \$0.18 per diluted share, in 2010.

Kevin Horner, Mastech's Chief Executive Officer stated, "We are pleased with the results that we delivered during the quarter and for the full year 2011. For the year, we organically grew our revenues and consultant-base by over 20%, increased profitability by approximately 67% and rationalized our management cost structure to better position us to continue to outperform our industry peers."

Commenting on the Company's financial position, Jack Cronin, Chief Financial Officer, stated, "Our balance sheet remains strong. We enter 2012 positioned with the financial flexibility to support our growth objectives and to capitalize on inorganic value creation opportunities. At December 31, 2011, cash on hand totaled \$5.8 million; we had no outstanding debt; and have access to a credit facility with a maximum borrowing capacity of \$19 million."

In conjunction with its fourth quarter earnings release, Mastech will host a conference call at 9:00 A. M. EST on February 1, 2012 to discuss these results and to answer questions. A live webcast of this conference call will be available on the company's website, www.mastech.com. Simply click on the Investor Relations section and follow the links to the live webcast. The webcast will remain available for replay through February 8, 2012.



About Mastech Holdings, Inc.:

Leveraging the power of 25 years of IT experience, Mastech (NYSE Amex: MHH) provides Information Technology Staffing services in the disciplines which drive today's business operations and Specialized Healthcare Staffing services to hospitals and other healthcare facilities. More information about Mastech can be found at Mastech's website: www.mastech.com.

Forward-Looking Statements:

Certain statements contained in this release are forward-looking statements based on management's expectations, estimates, projections and assumptions. Words such as "expects," "anticipates," "plans," "believes," "scheduled," "estimates" and variations of these words and similar expressions are intended to identify forward-looking statements, which include but are not limited to projections of revenues, earnings, and cash flow. These statements are based on information currently available to the Company and it assumes no obligation to update the forward-looking statements as circumstances change. These statements are not guarantees of future performance and involve certain risks and uncertainties, which are difficult to predict. Therefore, actual future results and trends may differ materially from what is forecast in forward-looking statements due to a variety of factors, including, without limitation, the level of market demand for its services, the highly competitive market for the types of services offered by the company, the impact of competitive factors on profit margins, market conditions that could cause the Company's customers to reduce their spending for its services, and the company's ability to create, acquire and build new lines of business, to attract and retain qualified personnel, reduce costs and conserve cash, and other risks that are described in more detail in the company's filings with the Securities and Exchange Commission including its Form 10-K for the year ended December 31, 2010.

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For more information, contact:

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Manager, Investor Relations
Mastech Holdings, Inc.
888.330.5497

MASTECH HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands)
(Unaudited)

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 5,755	\$ 6,334
Accounts receivable, net	11,925	9,721
Prepaid and other current assets	1,046	1,395
Deferred income taxes	177	177
Total current assets	18,903	17,627
Equipment, enterprise software and leasehold improvements, net	273	185
Goodwill and intangible assets, net	458	498
Investment in unconsolidated affiliate	—	5
Deferred financing costs, net	74	—
Deferred income taxes	80	82
Total assets	\$ 19,788	\$ 18,397
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 2,309	\$ 2,695
Accrued payroll and related costs	4,002	3,024
Deferred revenue and other liabilities	430	330
Total current liabilities	6,741	6,049
Total liabilities	6,741	6,049
Shareholders' equity:		
Common stock, par value \$0.01 per share	37	37
Additional paid-in capital	10,114	9,962
Retained earnings	3,462	2,349
Treasury stock, at cost	(566)	—
Total shareholders' equity	13,047	12,348
Total liabilities and shareholders' equity	\$ 19,788	\$ 18,397

MASTECH HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in thousands, except per share data)
(Unaudited)

	Three Months ended December 31,		Years ended December 31,	
	2011	2010	2011	2010
Revenues	\$23,857	\$20,282	\$89,362	\$71,788
Cost of revenues	19,247	16,290	71,821	57,718
Gross profit	4,610	3,992	17,541	14,070
Selling, general and administrative expenses	4,164	3,559	15,680	13,006
Income from operations	446	433	1,861	1,064
Other income/(expense), net	(37)	(8)	(69)	(26)
Income before income taxes	409	425	1,792	1,038
Income tax expense	156	121	679	375
Net income	<u>\$ 253</u>	<u>\$ 304</u>	<u>\$ 1,113</u>	<u>\$ 663</u>
Earnings per share:				
Basic	<u>\$ 0.07</u>	<u>\$ 0.08</u>	<u>\$ 0.30</u>	<u>\$ 0.18</u>
Diluted	<u>\$ 0.07</u>	<u>\$ 0.08</u>	<u>\$ 0.30</u>	<u>\$ 0.18</u>
Weighted average common shares outstanding:				
Basic	<u>3,594</u>	<u>3,691</u>	<u>3,653</u>	<u>3,673</u>
Diluted	<u>3,651</u>	<u>3,758</u>	<u>3,756</u>	<u>3,746</u>