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

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**FORM 8-K**

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

**Date of report (Date of earliest event reported) August 12, 2013**

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**MASTECH HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**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)

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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 2.01. Completion of Acquisition or Disposition of Assets.**

On August 12, 2013, Mastech Holdings, Inc. (the "Company") closed the sale of substantially all of the assets of the Company's Healthcare Staffing segment to Accountable Healthcare Staffing, Inc. (the "Transaction"), pursuant to a previously announced Asset Purchase Agreement. The closing purchase price totaled \$1.15 million.

The Company has previously disclosed additional information concerning the Transaction on Form 8-K filed with the Securities and Exchange Commission on August 1, 2013.

Pro forma financial information with respect to the Transaction described herein is provided in Item 9.01 of this Current Report on Form 8-K.

**Item 7.01. Regulation FD Disclosure.**

On August 13, 2013, the Company issued a press release (the "Press Release") announcing the Transaction, a copy of which is furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. The information contained in this Item 7.01 (including Exhibit 99.1 attached hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.****(b) Pro forma financial information**

The following unaudited pro forma condensed consolidated financial information is presented to illustrate the effect of the Company's disposition of the Healthcare Staffing segment on its historical financial position and operating results. The unaudited condensed consolidated statement of operations for the six months ended June 30, 2013 and 2012, and the year ended December 31, 2012 are based on the historical financial statements of the Company after giving effect to the Transaction as if the disposition had occurred on January 1, 2012. The unaudited pro forma condensed consolidated balance sheet as of June 30, 2013 is based on the historical financial statements of the Company as of June 30, 2013 after giving effect to the Transaction as if the disposition had occurred on June 30, 2013. These unaudited pro forma condensed consolidated financial statements of the Company and accompanying notes thereto, are included as Exhibit 99.2 to this Current Report on Form 8-K and are incorporated herein by reference.

These unaudited pro forma condensed consolidated financial statements are presented for informational purposes only and are not intended to represent and may not be indicative of operating results or financial position that would have occurred had the Transaction been completed as of the dates presented, nor are such financial statements intended to represent and they may not be indicative of future operating results or financial position of the Company. These unaudited pro forma condensed consolidated financial statements and the accompanying notes should be read together with the Company's audited consolidated financial statements and accompanying notes as of and for the year ended December 31, 2012, and Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as well as in conjunction with the Company's unaudited condensed consolidated financial statements and accompanying notes as of and for the quarterly period ended June 30, 2013, and the MD&A included in the Company's

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued August 13, 2013, announcing the closing of the Transaction.
99.2	Unaudited pro forma financial information.



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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued August 13, 2013, announcing the closing of the Transaction.
99.2	Unaudited pro forma financial information.

**Mastech Holdings, Inc. Closes Sale of its Healthcare Unit**

PITTSBURGH, Aug. 13, 2013 /PRNewswire/ — Mastech Holdings, Inc. (NYSE MKT: MHH), a national provider of Information Technology and Specialized Healthcare staffing services, announced today that it closed on the sale of its healthcare unit with Accountable Healthcare Staffing, Inc. The closing purchase price totaled \$1.15 million and was in accordance with a definitive asset purchase agreement announced on July 31, 2013.

Commenting on the sale, D. Kevin Horner, Mastech's Chief Executive Officer stated, "This divestiture is about 'focus' and not about a lack of confidence in our team of dedicated healthcare professionals. Today, we are a pure-play IT staffing Company, which is where our core competencies and unique value proposition lie. I want to thank our entire healthcare team for their hard work, their accomplishments and their loyalty and wish them continued success in their next chapter with Accountable Healthcare Staffing."

Jack Cronin, Mastech's Chief Financial Officer stated "The Company expects to generate approximately \$2.5 million of free cash from the transaction and the monetization of accounts receivables and other current assets retained by the Company, net of current liabilities. These proceeds will be used to reduce outstanding borrowings in the short-term and will be available for strategic opportunities in the future."

**About Mastech Holdings, Inc.:**

*Leveraging the power of 26 years of IT experience, Mastech (NYSE MKT: MHH) provides Information Technology Staffing services in the disciplines which drive today's business operations. More information about Mastech can be found at Mastech's website: [www.mastech.com](http://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, 2012.

CONTACT: Donna Mascia, Manager, Investor Relations, Mastech Holdings, Inc., 888.330.5497

**MASTECH HOLDINGS, INC.**  
**PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**  
**SIX MONTHS ENDED JUNE 30, 2013**  
(Amounts in thousands, except per share data)  
(Unaudited)

	<u>As Reported</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Revenues	\$ 55,940	\$ 5,805	\$ 50,135
Costs of revenues	45,601	4,810	40,791
Gross Profit	10,339	995	9,344
Selling, general and administrative expenses	8,136	893	7,243
Income from operations	2,203	102	2,101
Interest Income (expense), net	(54)	—	(54)
Other income (expense), net	45	(1)	46
Income before income taxes	2,194	101	2,093
Income tax expense	830	46	784
Net Income	<u>\$ 1,364</u>	<u>\$ 55</u>	<u>\$ 1,309</u>
<b>Earnings per share:</b>			
Basic	<u>\$ 0.41</u>	<u>\$ 0.02</u>	<u>\$ 0.39</u>
Diluted	<u>\$ 0.40</u>	<u>\$ 0.02</u>	<u>\$ 0.38</u>
<b>Weighted average common shares outstanding:</b>			
Basic	3,343	3,343	3,343
Diluted	3,427	3,427	3,427

**MASTECH HOLDINGS, INC.**  
**PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**  
**SIX MONTHS ENDED JUNE 30, 2012**  
(Amounts in thousands, except per share data)  
(Unaudited)

	<u>As Reported</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Revenues	\$ 49,766	\$ 5,245	\$ 44,521
Costs of revenues	40,477	4,259	36,218
Gross Profit	9,289	986	8,303
Selling, general and administrative expenses	7,922	886	7,036
Income from operations	1,367	100	1,267
Interest Income (expense), net	(33)	—	(33)
Other income (expense), net	(23)	—	(23)
Income before income taxes	1,311	100	1,211
Income tax expense	501	43	458
Net Income	<u>\$ 810</u>	<u>\$ 57</u>	<u>\$ 753</u>
<b>Earnings per share:</b>			
Basic	<u>\$ 0.24</u>	<u>\$ 0.02</u>	<u>\$ 0.23</u>
Diluted	<u>\$ 0.24</u>	<u>\$ 0.02</u>	<u>\$ 0.22</u>
<b>Weighted average common shares outstanding:</b>			
Basic	3,320	3,320	3,320
Diluted	3,427	3,427	3,427



**MASTECH HOLDINGS, INC.**  
**PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**  
**YEAR ENDED DECEMBER 31, 2012**  
(Amounts in thousands, except per share data)  
(Unaudited)

	<u>As Reported</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Revenues	\$ 101,838	\$ 11,068	\$ 90,770
Costs of revenues	82,629	9,024	73,605
Gross Profit	19,209	2,044	17,165
Selling, general and administrative expenses	15,693	1,899	13,794
Income from operations	3,516	145	3,371
Interest Income (expense), net	(68)	—	(68)
Other income (expense), net	36	—	36
Income before income taxes	3,484	145	3,339
Income tax expense	1,345	64	1,281
Net Income	<u>\$ 2,139</u>	<u>\$ 81</u>	<u>\$ 2,058</u>
<b>Earnings per share:</b>			
Basic	<u>\$ 0.66</u>	<u>\$ 0.02</u>	<u>\$ 0.63</u>
Diluted	<u>\$ 0.64</u>	<u>\$ 0.02</u>	<u>\$ 0.61</u>
<b>Weighted average common shares outstanding:</b>			
Basic	3,260	3,260	3,260
Diluted	3,361	3,361	3,361

**MASTECH HOLDINGS, INC.**  
**PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET**  
**AS OF JUNE 30, 2013**  
(Amounts in thousands, except share and per share data)  
(Unaudited)

<b>ASSETS</b>	<u>As Reported</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
<b>Current assets:</b>			
Cash and cash equivalents	\$ 616	\$ 1,006	\$ 1,622
Accounts receivable, net	13,380	—	13,380
Unbilled receivables	3,368	—	3,368
Prepaid and other current assets	883	(43)	840
Deferred income taxes	141	—	141
Total current assets	<u>18,388</u>	<u>963</u>	<u>19,351</u>
Equipment, enterprise software and leasehold improvements, net	233	(14)	219
Intangible assets, net	18	(18)	—
Deferred financing costs, net	33	—	33
Non-current deposits	210	—	210
Goodwill	405	(405)	—
Deferred income taxes	152	—	152
Total assets	<u>\$ 19,439</u>	<u>\$ 526</u>	<u>\$ 19,965</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities:</b>			
Short-term borrowings	\$ 3,479	\$ —	\$ 3,479
Accounts payable	2,571	228	2,799
Accrued payroll and related costs	4,557	(144)	4,413
Other accrued liabilities	363	—	363
Deferred revenues	91	—	91
Total current liabilities	<u>11,061</u>	<u>84</u>	<u>11,145</u>
Total liabilities	11,061	84	11,145
Commitments and contingent liabilities	—	—	—
<b>Shareholders' equity:</b>			
Preferred Stock, no par value; 20,000,000 shares authorized; none outstanding	—	—	—
Common Stock, par value \$.01; 100,000,000 shares authorized; and 3,931,912 shares issued as of June 30, 2013	39	—	39
Additional paid-in capital	11,237	—	11,237
Retained earnings	283	442	725
Accumulated other comprehensive (loss), net of tax	(50)	—	(50)
Treasury Stock, at cost; 586,367 shares as of June 30, 2013	(3,131)	—	(3,131)
Total shareholders' equity	<u>8,378</u>	<u>442</u>	<u>8,820</u>
Total liabilities and shareholders' equity	<u>\$ 19,439</u>	<u>\$ 526</u>	<u>\$ 19,965</u>

**MASTECH HOLDINGS, INC.**  
**EXPLANATORY NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**Pro forma Adjustments:**

**The unaudited pro forma condensed consolidated statements of operations for the six months ended June 30, 2013 and 2012 and the year ended December 31, 2012 includes the following adjustments:**

- To reflect the removal of the operating results of the Company's Healthcare Staffing segment as if the Transaction occurred on January 1, 2012.

**The unaudited pro forma condensed consolidated balance sheet as of June 30, 2013 includes the following adjustments:**

- To reflect cash received and the removal of accrued liabilities assumed by the buyer related to the sale of the Company's Healthcare Staffing segment.
- To reflect the disposition of assets sold as of June 30, 2013.
- To reflect accounts payable related to transaction closing costs and certain closure expenses of the business sold.
- To reflect the gain on the sale, net of income tax expense of \$43,000.