
**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) July 26, 2013

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))
-
-

Item 1.01. Entry into a Material Definitive Agreement.

On July 26, 2013, Mastech Holdings, Inc. (the “Company”) entered into an Asset Purchase Agreement (the “Agreement”) with Accountable Healthcare Staffing, Inc. (the “Buyer”) to sell substantially all of the assets of the Company’s Healthcare Staffing segment. Under the terms of the Agreement, which has been unanimously approved by the Company’s Board of Directors, total consideration to be paid by the Buyer totals \$1.15 million. Consideration will consist of approximately \$1.0 million of cash at closing, plus the assumption of certain liabilities. Total assets to be sold exclude cash balances on hand, accounts receivables, and other current assets, which approximated \$1.5 million as of June 30, 2013, net of current liabilities retained by the Company.

The Company has made certain customary representations and warranties to the Buyer in the Agreement, and has also made certain customary covenants, including the indemnification of the Buyer with respect to any misrepresentation, breach of warranty or nonfulfillment of any agreement or covenant under the Agreement, subject to specified limitations on the amount of indemnifiable damages. The closing is subject to customary closing conditions, including, among others:

- Execution of certain confidentiality, noncompetition, employment and shareholder agreements;
- Absence of any actions or proceedings seeking to restrain, prohibit or invalidate the transactions contemplated by the Agreement; and
- The receipt of all third party consents and approvals required by the Agreement.

The closing is expected to occur during the third quarter of 2013.

The foregoing description does not purport to be complete and is subject to, and qualified in its entirety by the text of the Agreement, which will be filed as an exhibit to the Company’s next periodic report.

On July 31, 2013, the Company issued a press release (the “Press Release”) announcing the transaction described herein. A copy of the Press Release is being filed as Exhibit 99.1 hereto, and the statements contained therein are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued July 31, 2013, announcing the Asset Purchase Agreement.

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

Name: John J. Cronin

Title: Chief Financial Officer

July 31, 2013

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press Release issued July 31, 2013, announcing the Asset Purchase Agreement.



FOR IMMEDIATE RELEASE:

Mastech Holdings, Inc. Enters into an Asset Purchase Agreement to Sell Healthcare Unit:

PITTSBURGH, PA – July 31, 2013 – Mastech Holdings, Inc. (NYSE MKT: MHH), a national provider of Information Technology and Specialized Healthcare staffing services, announced today that it has entered into a definitive asset purchase agreement with Accountable Healthcare Staffing, Inc. to sell substantially all of the assets of its Healthcare Staffing segment. The closing is subject to customary closing conditions and is expected to occur during the third quarter of 2013.

Under the terms of the agreement, which has been unanimously approved by Mastech's Board of Directors, total consideration to be paid by the buyer totals \$1.15 million. Consideration consists of approximately \$1.0 million of cash at closing, plus the assumption of certain liabilities. Total assets to be sold exclude cash balances on hand, accounts receivables, and other current assets, which approximated \$1.5 million as of June 30, 2013, net of current liabilities retained by the Company.

Commenting on the agreement, D. Kevin Horner, Mastech's Chief Executive Officer stated, "This divestiture will allow Mastech to focus entirely on its core IT Staffing business. Given Accountable Healthcare's highly regarded reputation in and commitment to the healthcare staffing market, we are excited about the opportunities that the transaction presents to our dedicated healthcare professionals. I'm convinced that this is a great next step for all stakeholders – customers, employees and shareholders – of both organizations."

Accountable Healthcare Staffing Chairman and CEO, Robert Adamson commented, "The acquisition of Mastech Holdings' healthcare units adds a team with deep industry experience to Accountable and will accelerate our growth in both the travel nurse and per diem segments of our business."

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 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, 2012.

###

For more information, contact:
Donna Mascia
Manager, Investor Relations
Mastech Holdings, Inc.
888.330.5497