

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Cronin John J.</u>  (Last) (First) (Middle) 1000 COMMERCE DRIVE SUITE 500  (Street) PITTSBURGH PA 15275  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mastech Holdings, Inc. [ MHH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO, Sec & Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year) 11/06/2013		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/04/2013		S		791	D	\$15.61	51,675	D	
Common Stock	11/04/2013		M		1,000	A	\$2.95	52,675	D	
Common Stock	11/04/2013		S		1,000	D	\$15.9	51,675	D	
Common Stock	11/05/2013		M		100	A	\$2.95	51,775	D	
Common Stock	11/05/2013		S		100	D	\$17.1	51,675	D	
Common Stock	11/05/2013		M		1,000	A	\$2.95	52,675	D	
Common Stock	11/05/2013		S		1,000	D	\$16.9	51,675	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$2.95	11/04/2013		M			1,000	(I)	12/18/2019	Common Stock	1,000	\$0	5,250	D	
Employee Stock Option (Right to Buy)	\$2.95	11/05/2013		M			100	(I)	12/18/2019	Common Stock	100	\$0	5,150	D	
Employee Stock Option (Right to Buy)	\$2.95	11/05/2013		M			1,000	(I)	12/18/2019	Common Stock	1,000	\$0	4,150	D	

**Explanation of Responses:**

1,6250 shares became exercisable on December 18, 2010, which was the first anniversary of the grant date, and thereafter, the remaining shares vest equally on a quarterly basis through December 18, 2013. This amendment is filed to reflect that the exercise price of such options is \$2.95, adjusted from \$4.95, due to an equitable adjustment pursuant to Mastech Holdings, Inc. Stock Incentive Plan.

/s/ John Cronin 11/08/2013

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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