

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Watzinger Gerhard</u> (Last) (First) (Middle) <u>C/O MASTECH DIGITAL, INC.</u> <u>1305 CHERRINGTON PARKWAY, BLDG 210,</u> <u>STE</u> (Street) <u>MOON PA 15108</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mastech Digital, Inc. [MHH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	11/02/2018		M		3,000	A	\$1.18	28,684 ⁽¹⁾	D	
Common Stock	11/02/2018		S		3,000	D	\$6.68	25,684 ⁽¹⁾	D	
Common Stock	11/05/2018		M		3,000	A	\$1.18	28,684 ⁽¹⁾	D	
Common Stock	11/05/2018		S		3,000	D	\$6.42	25,684 ⁽¹⁾	D	
Common Stock	11/06/2018		M		2,750	A	\$1.18	28,434 ⁽¹⁾	D	
Common Stock	11/06/2018		S		2,750	D	\$6.37	28,684 ⁽¹⁾	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	\$1.18	11/02/2018		M			3,000	(2)	12/09/2018	Common Stock	3,000	\$0.00	5,750	D	
Employee Stock Option	\$1.18	11/05/2018		M			3,000	(2)	12/09/2018	Common Stock	3,000	\$0.00	2,750	D	
Employee Stock Option	\$1.18	11/06/2018		M			2,750	(2)	12/09/2018	Common Stock	2,750	\$0.00	0	D	

Explanation of Responses:

- This amount has been adjusted pursuant a stock split declared by Mastech Digital, Inc. on October 30, 2013 and a subsequent stock split declared on July 25, 2018.
- A portion of the options became exercisable on December 8, 2010 and thereafter vested in equal quarterly installments through December 18, 2013.

Remarks:

/s/ James J. Barnes, Attorney- 11/06/2018
in-Fact

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.