

Mastech Holdings, Inc.  
Form 8-K  
May 12, 2011

**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) May 11, 2011**

**MASTECH HOLDINGS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Pennsylvania**

**(State or Other Jurisdiction**

**of Incorporation)**

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**001-34099**  
(Commission

File Number)

**1000 Commerce Drive, Suite 500, Pittsburgh, PA**  
(Address of Principal Executive Offices)

**(412) 787-2100**

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

**26-2753540**  
(IRS Employer

Identification No.)

**15275**  
(Zip Code)

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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 11, 2011, Mastech Holdings, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). The Company solicited Proxies for the Annual Meeting pursuant to Regulation 14A under the Securities Exchange Act of 1934. The Shareholders of the Company elected each of the Company's nominees for the board of directors (the Board) as set forth in the table below.

Proposal 1. Election to the Board of three (3) Class III directors to serve for three-year terms:

| Nominee         | Votes For | Votes Withheld | Votes Abstained |
|-----------------|-----------|----------------|-----------------|
| Thomas B. Moran | 2,402,997 | 48,053         | 0               |
| John Ausura     | 2,434,598 | 16,452         | 0               |
| Brenda Rhodes   | 2,414,890 | 36,160         | 0               |

**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

May 12, 2011