

Mastech Holdings, Inc.  
Form 8-K  
May 13, 2010

**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 12, 2010**

**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)

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

On May 12, 2010, Mastech Holdings, Inc. (the Company) held its Annual Meeting of Shareholders of the Company. The Company solicited Proxies for the 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 director as set forth in the table below.

1. The election of two (2) Class II directors to serve for three-year terms.

| Nominee         | Votes For | Votes Withheld | Votes Abstained |
|-----------------|-----------|----------------|-----------------|
| Ashok Trivedi   | 2,498,737 | 1,333          | 0               |
| D. Kevin Horner | 2,474,619 | 25,451         | 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 13, 2010