

WADHWANI SUNIL
Form 4
July 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WADHWANI SUNIL

(Last) (First) (Middle)

1370 WASHINGTON PIKE, SUITE 400

(Street)

BRIDGEVILLE, PA 15017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mastech Digital, Inc. [MHH]

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 07/13/2017 | | P | | 428,572 | A | \$ 7 |
| | | | | | 428,572 | (1) | |
| Common Stock | | | | | 1,080,086 | D | |
| Common Stock | | | | | 151,666 | (2) | |

By
Revocable
Trust of
Sunil
Wadhvani
(1)

By
Wadhvani
Partners No.
1 LP (2)

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pecuniary interest therein.

- The reported securities are owned directly by Wadhvani Partners No. 2 LP and indirectly by Mr. Sunil Wadhvani as majority-in-interest
- (3) general partner of this partnership. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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