

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)

Common Stock	43,332 <sup>(3)</sup>	I	By Wadhvani Partners No. 2 LP <sup>(3)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474 (9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu...
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WADHWANI SUNIL 1370 WASHINGTON PIKE, SUITE 400 BRIDGEVILLE, PA 15017	X	X		

**Signatures**

/s/ James J. Barnes, Attorney-in-fact for Sunil Wadhvani 07/17/2017

Signature of Reporting Person Date

**Explanation of Responses:**

- \* 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).
- (1) The reported securities are owned by Revocable Trust of Sunil Wadhvani, of which the reporting person is the Trustee.
- (2) The reported securities are owned directly by Wadhvani Partners No. 1 LP and indirectly by Mr. Sunil Wadhvani as majority-in-interest general partner of this partnership. The reporting person disclaims beneficial ownership of these securities except to the extent of his

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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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