

Mastech Holdings, Inc.  
Form 8-K  
May 15, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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 13, 2015**

**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**

**26-2753540**  
**(IRS Employer**

**File Number)**

**Identification No.)**

**1305 Cherrington Parkway, Suite 400, Moon**

**Township, PA**  
**(Address of Principal Executive Offices)**

**15108**  
**(Zip Code)**

**(412) 787-2100**

**(Registrant's Telephone Number, Including Area Code)**

**(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:

- .. 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 13, 2015, 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, as amended. At the Annual Meeting, the shareholders of the Company: (1) elected the two nominees for Class I director, and (2) approved the compensation of the Company's named executive officers. Notwithstanding the vote required by the Company's bylaws, Proposal 2 (an advisory vote on named executive officer compensation) is an advisory vote only and is not binding on the Company.

The final results of the votes regarding each proposal are set forth below.

Proposal 1 Election to the Company's Board of Directors of two (2) Class I directors to serve for three-year terms or until their respective successors shall have been elected and qualified:

| <b>Nominee</b>    | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------|------------------|-----------------------|-------------------------|
| Sunil Wadhwani    | 3,125,453        | 211,851               | 0                       |
| Gerhard Watzinger | 3,177,938        | 159,366               | 0                       |

Proposal 2 A non-binding advisory vote on the compensation of the named executive officers of the Company.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 3,318,159        | 12,706               | 6,439              | 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

Name: John J. Cronin

Title: Chief Financial Officer

May 15, 2015