

Mastech Digital, Inc.
Form SC 13G/A
February 12, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2*)

Mastech Digital, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

57633B100

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) Names of reporting persons

Steven A. Shaw

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole Voting Power

Number of

shares **547,168**⁽¹⁾
(6) Shared Voting Power

beneficially

owned by **0**
each (7) Sole Dispositive Power

reporting

person **547,168**⁽¹⁾
(8) Shared Dispositive Power

with:

0

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

547,168⁽¹⁾

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row (9)

10.0%

(12) Type of Reporting Person (See Instructions)

IN

(1) Mr. Shaw may be deemed to indirectly beneficially own 3,100 shares of Common Stock held as sole trustee of a trust for the benefit of one of his nephews.

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Item 1(a). Name of Issuer:

Mastech Digital, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1305 Cherrington Parkway, Building 210, Suite 400

Moon Township, Pennsylvania 15108

Item 2(a). Name of Person Filing:

Steven A. Shaw

Item 2(b). Address of Principal Business Office or, if None, Residence:

The Reporting Person's business address is 1901 Jefferson Avenue, Suite 214, Tacoma, WA 98402.

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

Item 2(e). CUSIP No.:

57633B100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

- (a) Amount beneficially owned: 547,168 shares ⁽¹⁾
 - (b) Percent of class: 10.0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 547,168 ⁽¹⁾
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 547,168 ⁽¹⁾
 - (iv) Shared power to dispose or to direct the disposition of: 0
- (1) Mr. Shaw may be deemed to indirectly beneficially own 3,100 shares of Common Stock held as sole trustee of a trust for the benefit of one of his nephews.

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2018

By: /s/ Steven A. Shaw

Name: Steven A. Shaw