

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Chaudhry A Hadi</u>			<u>MTBC, Inc. [MTBC]</u>			Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					
			<u>02/02/2019</u>					
7 CLYDE ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
<u>SOMERSET</u>	<u>NJ</u>	<u>08873</u>				<input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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	02/02/2019		M		6,667	A	\$0 ⁽¹⁾	47,734	D	
Common Stock	02/02/2019		F ⁽³⁾		2,333	D	\$4.13	45,401	D	
Common Stock	02/04/2019		M		25,000	A	\$0 ⁽²⁾	70,401	D	
Common Stock	02/04/2019		F ⁽³⁾		8,750	D	\$4.12	61,651	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	\$0 ⁽¹⁾	02/02/2019		M			6,667	(1)	(1)	Common Stock	6,667	\$0 ⁽¹⁾	83,333	D	
Restricted Stock Unit	\$0 ⁽²⁾	02/04/2019		M			25,000	(2)	(2)	Common Stock	25,000	\$0 ⁽²⁾	58,333	D	

Explanation of Responses:

- Represents the conversion upon vesting of restricted stock units into common stock on February 2, 2019. These restricted stock units and the shares of common stock issued upon vesting of such units were acquired under the Company's Amended and Restated Equity Incentive Plan, without payment by the reporting person. The remainder of the restricted stock units vest on various dates between August 2019 and August 2021.
- Represents the conversion upon vesting of restricted stock units into common stock on February 4, 2019. These restricted stock units and the shares of common stock issued upon vesting of such units were acquired under the Company's Amended and Restated Equity Incentive Plan, without payment by the reporting person. The remainder of the restricted stock units vest on various dates between August 2019 and August 2021.
- Shares withheld by the issuer to satisfy the mandatory tax withholding requirement upon awarding of the common stock. This is not an open market sale of securities.

/s/ Norman Roth, Attorney-in-Fact for A. Hadi Chaudhry 02/06/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.