

MASONITE INTERNATIONAL CORP
Form SC 13G/A
February 10, 2017

Securities and Exchange Commission

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed**

Pursuant to § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

Masonite International Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

575385109

(CUSIP Number)

December 31, 2016

(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

The Carlyle Group L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

PN

1 Names of Reporting Persons

Carlyle Group Management L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

Carlyle Holdings I GP Inc.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

CO

1 Names of Reporting Persons

Carlyle Holdings I GP Sub L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

Carlyle Holdings I L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

PN

1 Names of Reporting Persons

TC Group, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting PowerShares
Beneficially
Owned byEach **0**
7 Sole Dispositive Power
Reporting
Person

With

0
8 Shared Dispositive Power**0**
9 Aggregate Amount Beneficially Owned by Each Reporting Person**0**
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

TC Group Sub L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting PowerShares
Beneficially
Owned byEach **0**
7 Sole Dispositive Power
Reporting
Person

With

0
8 Shared Dispositive Power**0**
9 Aggregate Amount Beneficially Owned by Each Reporting Person**0**
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

PN

1 Names of Reporting Persons

TC Group CSP II, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

OO (Limited Liability Company)

1 Names of Reporting Persons

CSP II General Partner, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

PN

1 Names of Reporting Persons

Carlyle Strategic Partners II, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting PowerShares
Beneficially
Owned byEach **0**
7 Sole Dispositive Power
Reporting
Person

With

0
8 Shared Dispositive Power9 **0**
Aggregate Amount Beneficially Owned by Each Reporting Person**0**
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

PN

1 Names of Reporting Persons

CSP II Coinvestment, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizen or Place of Organization

Delaware

5 Sole Voting Power

Number of **0**
6 Shared Voting Power

Shares
Beneficially
Owned by
Each **0**
Reporting 7 Sole Dispositive Power
Person

With **0**
8 Shared Dispositive Power

0
9 Aggregate Amount Beneficially Owned by Each Reporting Person

0
10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11 Percent of Class Represented by Amount in Row 9

0

12 Type of Reporting Person

PN

ITEM 1. (a) Name of Issuer:

Masonite International Corporation (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

2771 Rutherford Road
Concord, Ontario L4K 2N6 Canada

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.
The Carlyle Group L.P.
Carlyle Holdings I GP Inc.
Carlyle Holdings I GP Sub L.L.C.
Carlyle Holdings I L.P.
TC Group, L.L.C.
TC Group Sub L.P.
TC Group CSP II, L.L.C.
CSP II General Partner, L.P.
Carlyle Strategic Partners II, L.P.
CSP II Coinvestment, L.P.

(b) Address or Principal Business Office:

The business address of each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(c) Citizenship of each Reporting Person is:

Each of the Reporting Persons is organized in the state of Delaware.

(d) Title of Class of Securities:

Common stock, no par value per share (Common Stock).

(e) CUSIP Number:

575385109

ITEM 3.

Not applicable.

ITEM 4. Ownership.

(a) Amount beneficially owned:

This amendment to Schedule 13G is being filed on behalf of the Reporting Persons to report that, as of December 31, 2016, the Reporting Persons do not beneficially own any Common Stock.

(b) Percent of Class:

See Item 4(a) hereof.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

ITEM 5. Ownership of Five 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.

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.

Not applicable.

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.

Date: February 10, 2017

**CARLYLE GROUP MANAGEMENT
L.L.C.**

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its
general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

CARLYLE HOLDINGS I GP INC.

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.

By: Carlyle Holdings I GP Inc., its managing
member

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

CARLYLE HOLDINGS I L.P.

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman

TC GROUP, L.L.C.

By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman

TC GROUP SUB L.P.

By: TC Group, L.L.C., its general partner
By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman

TC GROUP CSP II, L.L.C.

By: TC Group Sub L.P., its managing member
By: TC Group, L.L.C., its general partner
By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello
Name: Daniel D Aniello
Title: Chairman

CSP II GENERAL PARTNER, L.P.

By: TC Group CSP II, L.L.C., its general partner

By: TC Group Sub L.P., its managing member

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

Carlyle Strategic Partners II, L.P.

By: CSP II General Partner, L.P., its general partner

By: TC Group CSP II, L.L.C., its general partner

By: TC Group Sub L.P., its managing member

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

CSP II Coinvestment, L.P.

By: CSP II General Partner, L.P., its general partner

By: TC Group CSP II, L.L.C., its general partner

By: TC Group Sub L.P., its managing member

By: TC Group, L.L.C., its general partner

By: Carlyle Holdings I L.P., its managing member

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

LIST OF EXHIBITS

**Exhibit
No.**

Description

| | |
|----|--|
| 99 | Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on June 9, 2014). |
|----|--|