

MASONITE INTERNATIONAL CORP
 Form 4
 July 02, 2014

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 *
 Oaktree Capital Group Holdings GP, LLC

2. Issuer Name and Ticker or Trading Symbol
 MASONITE INTERNATIONAL CORP [DOOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 333 SOUTH GRAND AVENUE, 28TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

LOS ANGELES, CA 90071

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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 Ownership (Instr. 4)
Common Stock	05/19/2014		X	50,905 (1) A	\$ 0 (1) 4,137,277	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants to purchase Common Stock	\$ 50.77	05/19/2014		X	727,537	06/09/2009	06/09/2014	Common Stock	727,537
Warrants to purchase Common Stock	\$ 50.77					06/09/2009	06/09/2016	Common Stock	545,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Capital Group Holdings GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
OAKTREE FUND GP I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Capital I, L.P. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM HOLDINGS I, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		
OAKTREE HOLDINGS, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X		

Oaktree Capital Group, LLC
 333 SOUTH GRAND AVENUE
 28TH FLOOR
 LOS ANGELES, CA 90071

X

Signatures

See signatures included in
 Exhibit 99.1

07/02/2014

**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 shares of the Issuer's common stock, par value \$0.01 per share (the "Common Stock") were acquired in connection with the cashless exercise of 727,537 2014 Warrants (as defined below) with an effective date of May 19, 2014. The exercise price for the 2014 Warrants was \$50.77 and the fair market value of the underlying Common Stock, as determined in accordance with the terms of the 2014 Warrants, was approximately \$54.59 on the date the election was made.

(2) This Form 4 is being filed with respect to the 4,137,277 shares of the Issuer's Common Stock and 545,653 warrants expiring in June 9, 2016 to purchase Common Stock (the "2016 Warrants") of which (i) OCM Opportunities Fund V, L.P. ("Fund V") is the direct owner of 11,135 shares of Common Stock and 119,352 2016 Warrants, (ii) OCM Opportunities Fund VI, L.P. ("Fund VI") is the direct owner of 1,009,557 shares of Common Stock and 266,934 2016 Warrants, (iii) OCM Opportunities Fund VII Delaware, L.P. ("Fund VII Delaware") is the direct owner of 512,837 shares of Common Stock and 145,672 2016 Warrants, (iv) OCM Opportunities Fund VIIb, L.P. ("Fund VIIb") is the direct owner of 4,503 shares of Common Stock and 12,227 2016 Warrants (Cont'd in FN 3)

(3) (Cont'd from FN 2) (v) OCM Opportunities Fund VIIb (Parallel), L.P. ("Parallel") is the direct owner of 540 shares of Common Stock and 1,468 2016 Warrants and (vi) OCM Opportunities Fund VIIb Delaware, L.P. ("Fund VIIb Delaware") is the direct owner of 2,598,705 shares of Common Stock (collectively, the "Shareholders").

(4) The general partner of Fund V is OCM Opportunities Fund V GP, L.P. ("Fund V GP"). The general partner of Fund VI is OCM Opportunities Fund VI GP, L.P. ("Fund VI GP"). The general partner of Fund VII Delaware is OCM Opportunities Fund VII Delaware GP Inc. ("VII GP Inc."). The sole shareholder of VII GP Inc. is OCM Opportunities Fund VII, L.P. ("Opps VII"). The general partner of Opps VII is OCM Opportunities Fund VII GP, L.P. ("VII GP"). The general partner of VII GP is OCM Opportunities Fund VII GP Ltd. ("VII GP Ltd."). The general partner of Fund VIIb Delaware is Oaktree Fund GP, LLC ("GP LLC"). The general partner of each of Fund VIIb and Parallel is OCM Opportunities Fund VIIb GP, L.P. ("Fund VIIb GP"). The general partner of Fund VIIb GP is OCM Opportunities Fund VIIb GP Ltd. ("VIIb GP Ltd.").

(5) This Form 4 is also being filed by (i) Oaktree Fund GP I, L.P. ("GP I"), as the general partner of each of Fund V GP and Fund VI GP, as the sole shareholder of each of VII GP Ltd. and VIIb GP Ltd. and as the managing member of GP LLC, (ii) Oaktree Capital I, L.P. ("Capital I"), as the general partner of GP I, (iii) OCM Holdings I, LLC ("Holdings I") as the general partner of Capital I and (iv) Oaktree Holdings, LLC ("Holdings LLC"), as the managing member of Holdings I.

(6) The sole director of each of VII GP Ltd. and VIIb GP Ltd. is Oaktree Capital Management, L.P. ("Management"). The general partner of Management is Oaktree Holdings, Inc. ("Inc").

(7) This Form 4 is also being filed by (i) Oaktree Capital Group, LLC ("Capital Group"), as the managing member of Holdings LLC and as the sole shareholder of Inc. and (ii) Oaktree Capital Group Holdings GP, LLC ("OCGH," together with Capital Group, GP I, Capital I, Holdings I and Holdings LLC, collectively, the "Reporting Persons," and each individually, a "Reporting Person"), as the duly elected manager of Capital Group.

(8) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any securities covered by this Form 4.

(9) The members of OCGH are Kevin Clayton, John Frank, Stephen Kaplan, Bruce Karsh, Larry Keele, David Kirchheimer, Howard Marks and Sheldon Stone, who, by virtue of their membership interests in OCGH, may be deemed to share voting and dispositive power with respect to the shares of common stock held by each of the Shareholders. Each of the general partners, managing members, directors and managers described above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by the Shareholders, except to the extent of any 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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