

MASONITE INTERNATIONAL CORP  
 Form 4  
 December 11, 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)  
 12/09/2014

\_\_\_\_ 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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2014		S		36,633	D	\$ 59.0301	2,609,923	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	12/10/2014		S	V	140,000	D	\$ 58.2714	2,469,923	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Common Stock	12/10/2014		S	V	3,338	D	\$ 59.0842	2,466,585	I	See Footnotes (1) (2) (3) (4)

										(5) (6) (7) (8)	
Common	12/11/2014		S	V	30,000	D	\$	57.6895	2,436,585	I	See
Stock											Footnotes
											(1) (2) (3) (4)
											(5) (6) (7) (8)

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

**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 control number.**

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(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

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 X  
LOS ANGELES, CA 90071

OAKTREE HOLDINGS, LLC  
333 SOUTH GRAND AVENUE, 28TH FLOOR X  
LOS ANGELES, CA 90071

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

## Signatures

See signatures included in Exhibit 99.1 12/11/2014

\_\_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).

This Form 4 is being filed with respect to an aggregate of 2,436,585 shares of the Issuer's common stock, no par value ("Common Stock") that may be deemed to be beneficially owned by the Reporting Persons (as defined below) of which (i) OCM Opportunities Fund VII Delaware, L.P. ("Fund VII Delaware") is the direct owner of 400,839 shares of Common Stock, (ii) OCM Opportunities Fund VIIb, L.P. ("Fund VIIb") is the direct owner of 3,518 shares of Common Stock, (iii) OCM Opportunities Fund VIIb (Parallel), L.P. ("Parallel") is the direct owner of 423 shares of Common Stock and (iv) OCM Opportunities Fund VIIb Delaware, L.P. ("Fund VIIb Delaware") is the direct owner of 2,031,805 shares of Common Stock (collectively, the "Shareholders").

In addition to the Common Stock, the Reporting Persons may be deemed to beneficially own an aggregate of 545,653 warrants expiring in June 9, 2016 to purchase Common Stock (the "Warrants") of which (i) OCM Opportunities Fund V, L.P. ("Fund V") is the direct owner of 119,352 Warrants, (ii) OCM Opportunities Fund VI, L.P. ("Fund VI" and collectively with Fund V and the Shareholders, the "Securityholders") is the direct owner of 266,934 Warrants, (iii) Fund VII Delaware is the direct owner of 145,672 Warrants, (iv) Fund VIIb is the direct owner of 12,227 Warrants and (v) Parallel is the direct owner of 1,468 Warrants.

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.>").

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.

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.>").

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.

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.

(8)

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The members of OCGH are Howard S. Marks, Bruce A. Karsh, Jay S. Winthrob, John B. Frank, Sheldon M. Stone, Larry W. Keele, Stephen A. Kaplan and David M. Kirchheimer, 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 Securityholders. Each of the general partners, managing members, directors, managers and members described above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by the Securityholders, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.