

MASONITE INTERNATIONAL CORP  
Form SC 13G/A  
February 17, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

Masonite International Corporation  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

575385109  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G 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).

CUSIP NO. 575385109

(1) Names of Reporting  
Persons. I.R.S. Identification  
Nos. of Above Persons (entities  
only):

Mount Kellett  
Capital  
Management LP

(2) Check the  
Appropriate Box if (a)  ]  
a Member of a  
Group

(b)  ]

(3) SEC Use Only

(4) Citizenship or Place of  
Organization

State of  
Delaware

Number of Shares Beneficially  
Owned By Each Reporting  
Person With

(5) Sole  
Voting 0\*

Power:

(6) Shared  
Voting None

Power:

(7) Sole  
Dispositive 0\*

Power:

(8) Shared  
Dispositive None

Power:

(9) Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

0\*

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

Not applicable.

(11) Percent of Class  
Represented by Amount in Row

(9): 0%\*

(12) Type of Reporting Person

(See Instructions): IA

\*As of December 31, 2014 (the "Reporting Date"), certain funds and managed accounts (collectively, the "Funds") affiliated with Mount Kellett Capital Management LP, a Delaware limited partnership (the "Reporting Person"), hold an aggregate of no shares of common stock, no par value (the "Common Stock"), of Masonite International Corporation (the "Corporation"). Based on the Corporation's Form 10-Q filed with the U.S. Securities and Exchange Commission on November 6, 2014, as of November 3, 2014, there were 29,849,958 shares of Common Stock issued and outstanding. Accordingly, as of the Reporting Date, for the purposes of Rule 13d-3 under the Securities and Exchange Act of 1934, as amended, the Reporting Person is deemed to beneficially own no shares of Common Stock, or 0% of the Common Stock deemed issued and outstanding.

**Item 1(a). Name Of Issuer:**

Masonite International Corporation

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

2771 Rutherford Road

Concord, Ontario L4K Canada

**Item 2(a). Name of Person Filing:**

Mount Kellett Capital Management LP

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

The address of the principal business office of the Reporting Person is 280 Park Avenue, 4<sup>th</sup> Floor East, New York, New York 10017

**Item 2(c). Citizenship:**

State of Delaware

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

Common Stock

**Item 2(e). CUSIP No.:**

575385109

**Item 3. If This Statement Is Filed Pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:**

Not applicable.

**Item 4. Ownership:**

- |   |     |
|---|-----|
| (a) Amount Beneficially Owned:                                | 0*  |
| (b) Percent of Class:   | 0%* |
| (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   |

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

[X]

**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**

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.

Dated: February 17, 2015

MOUNT KELLETT CAPITAL MANAGEMENT  
LP

By: Mount Kellett Capital Management GP LLC,  
its general partner

By: /s/ Jonathan Fiorello  
Name: Jonathan Fiorello  
Title: Authorized Signatory

**Attention: Intentional misstatements or omissions of fact constitute  
Federal criminal violations (See 18 U.S.C. 1001).**