

MASONITE INTERNATIONAL CORP  
Form SC 13G  
June 09, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**MASONITE INTERNATIONAL CORPORATION.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**575385109**

**(CUSIP Number)**

**December 31, 2013**

**(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).

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CUSIP No. 575385109

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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

shares 0  
6 Shared voting power

beneficially

owned by 1,773,781  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power

with

1,773,781  
9 Aggregate amount beneficially owned by each reporting person

1,773,781

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.0%

12 Type of reporting person

PN

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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

shares 0  
6 Shared voting power

beneficially

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reporting

person 0  
8 Shared dispositive power

with

1,773,781

9 Aggregate amount beneficially owned by each reporting person

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10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.0%

12 Type of reporting person

OO (Limited Liability Company)

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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

shares  0  
6 Shared voting power

beneficially

owned by  1,773,781  
each 7 Sole dispositive power

reporting

person  0  
8 Shared dispositive power

with

1,773,781  
9 Aggregate amount beneficially owned by each reporting person

1,773,781

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.0%

12 Type of reporting person

CO



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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

shares  0  
6 Shared voting power

beneficially

owned by  1,773,781  
each 7 Sole dispositive power

reporting

person  0  
8 Shared dispositive power

with

1,773,781  
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Not Applicable

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6.0%

12 Type of reporting person

OO (Limited Liability Company)

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1 Names of reporting persons

Carlyle Holdings I L.P.

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(a)  (b)

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4 Citizen or place of organization

Delaware

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Number of

shares 0  
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6.0%

12 Type of reporting person

PN

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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

shares 0  
6 Shared voting power

beneficially

owned by 1,773,781  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power

with

1,773,781  
9 Aggregate amount beneficially owned by each reporting person

1,773,781

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.0%

12 Type of reporting person

OO (Limited Liability Company)

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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

shares 0

6 Shared voting power

beneficially

owned by 1,773,781

each 7 Sole dispositive power

reporting

person 0

8 Shared dispositive power

with

1,773,781

9 Aggregate amount beneficially owned by each reporting person

1,773,781

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.0%

12 Type of reporting person

OO (Limited Liability Company)



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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

shares 0  
6 Shared voting power

beneficially

owned by 1,773,781  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power

with

1,773,781  
9 Aggregate amount beneficially owned by each reporting person

1,773,781

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.0%

12 Type of reporting person

PN

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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

shares 0  
6 Shared voting power

beneficially

owned by 1,773,781  
each 7 Sole dispositive power

reporting

person 0  
8 Shared dispositive power

with

1,773,781  
9 Aggregate amount beneficially owned by each reporting person

1,773,781

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

6.0%

12 Type of reporting person

OO (Limited Liability Company)

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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

shares 0

6 Shared voting power

beneficially

owned by 1,714,183

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

1,714,183

9 Aggregate amount beneficially owned by each reporting person

1,714,183

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

5.8%

12 Type of reporting person

OO (Limited Liability Company)

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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

shares 0

6 Shared voting power

beneficially

owned by 59,598

7 Sole dispositive power

each

reporting

person 0

8 Shared dispositive power

with

59,598

9 Aggregate amount beneficially owned by each reporting person

59,598

10 Check if the aggregate amount in Row (9) excludes certain shares

Not Applicable

11 Percent of class represented by amount in Row 9

0.2%

12 Type of reporting person

OO (Limited Liability Company)



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**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:**

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**ITEM 3.**

Not applicable.

**ITEM 4. Ownership****Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of June 9, 2014, based upon 29,429,916 shares of the Issuer's Common Stock outstanding as of May 5, 2014.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or direct the		Shared power to dispose or direct the	
			to vote or direct the	Shared power to vote or to direct the	Sole power to dispose or direct the disposition	power to dispose or direct the disposition
Carlyle Group Management L.L.C.	1,773,781	6.0%	0	1,773,781	0	1,773,781
The Carlyle Group L.P.	1,773,781	6.0%	0	1,773,781	0	1,773,781
Carlyle Holdings I GP Inc.	1,773,781	6.0%	0	1,773,781	0	1,773,781
Carlyle Holdings I GP Sub L.L.C.	1,773,781	6.0%	0	1,773,781	0	1,773,781
Carlyle Holdings I L.P.	1,773,781	6.0%	0	1,773,781	0	1,773,781
TC Group, L.L.C.	1,773,781	6.0%	0	1,773,781	0	1,773,781
TC Group Sub L.P.	1,773,781	6.0%	0	1,773,781	0	1,773,781
TC Group CSP II, L.L.C.	1,773,781	6.0%	0	1,773,781	0	1,773,781
CSP II General Partner, L.P.	1,773,781	6.0%	0	1,773,781	0	1,773,781
Carlyle Strategic Partners II, L.P.	1,714,183	5.8%	0	1,714,183	0	1,714,183
CSP II Coinvestment, L.P.	59,598	0.2%	0	59,598	0	59,598

Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. are the record holders of 1,352,317 and 47,010 shares of Common Stock, respectively, and warrants representing the right to purchase 361,866 and 12,588 shares of Common Stock for \$50.77 per share, respectively. Such amounts do not include 13,952 shares of Common Stock and warrants representing the right to purchase 32,476 shares of Common Stock for \$50.77 per share, which were held by Carlyle Strategic Partners, L.P. as of December 31, 2013, but sold prior to the date hereof.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the sole shareholder of Carlyle Holdings I GP Inc., which is the managing member of Carlyle Holdings I GP Sub L.L.C., which is the general partner of Carlyle Holdings I L.P., which is the managing member of TC Group, L.L.C., which is the general partner of TC Group Sub L.P., which is the managing member of TC Group CSP II, L.L.C., which is the general partner of CSP II General Partner, L.P., which is the general partner of each of Carlyle Strategic Partners II, L.P. and CSP II Coinvestment, L.P. TC Group, L.L.C. is also the general partner of CSP General Partner, L.P., which is the general partner of Carlyle Strategic Partners, L.P.

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

Not applicable.

**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.

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**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:** June 9, 2014

**Carlyle Group Management L.L.C.**

By: /s/ R. Rainey Hoffman, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**The Carlyle Group L.P.**

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

By: /s/ R. Rainey Hoffman, attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**Carlyle Holdings I GP Inc.**

by: /s/ R. Rainey Hoffman, attorney in fact  
Name: Daniel A. D Aniello  
Title: Chairman

**Carlyle Holdings I GP Sub L.L.C.**

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

by: /s/ R. Rainey Hoffman, attorney in fact  
Name: Daniel A. D Aniello  
Title: Chairman

**Carlyle Holdings I L.P.**

by: Carlyle Holdings I GP Sub L.L.C., its  
general partner

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

by: /s/ R. Rainey Hoffman, attorney in fact  
Name: Daniel A. D Aniello  
Title: Chairman

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**TC Group, L.L.C.**

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

by: Carlyle Holdings I GP Sub L.L.C., its general partner

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

by: /s/ R. Rainey Hoffman, attorney in fact  
Name: Daniel A. 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: Carlyle Holdings I GP Sub L.L.C., its general partner

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

by: /s/ R. Rainey Hoffman, attorney in fact  
Name: Daniel A. 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: Carlyle Holdings I GP Sub L.L.C., its general partner

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

by: /s/ R. Rainey Hoffman, attorney in fact  
Name: Daniel A. 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: Carlyle Holdings I GP Sub L.L.C., its general partner

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

by: /s/ R. Rainey Hoffman, attorney in fact

Name: Daniel A. D Aniello

Title: Chairman

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**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: Carlyle Holdings I GP Sub L.L.C., its general partner

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

by: /s/ R. Rainey Hoffman, attorney in fact

Name: Daniel A. 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: Carlyle Holdings I GP Sub L.L.C., its general partner

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

by: /s/ R. Rainey Hoffman, attorney in fact

Name: Daniel A. D Aniello

Title: Chairman

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**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney.
99	Joint Filing Agreement.