

MASONITE INTERNATIONAL CORP
 Form 4/A
 December 15, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Tiejema Russell Thane

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)
 C/O MASONITE INTERNATIONAL CORPORATION, 201 N. FRANKLIN ST, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
 02/29/2016

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

(Street)
 TAMPA, FL 33602

4. If Amendment, Date Original Filed (Month/Day/Year)
 03/02/2016

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | Price |
| | | | | Code V | | | |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: MASONITE INTERNATIONAL CORP - Form 4/A

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 58.37 | 02/29/2016 | | A | 5,959 (1) | (2) 02/28/2026 | Common Shares 5,959 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Tiejema Russell Thane C/O MASONITE INTERNATIONAL CORPORATION 201 N. FRANKLIN ST, SUITE 300 TAMPA, FL 33602 | | | | See Remarks |

Signatures

/s/ Robert E. Lewis, as attorney-in-fact
Date: 12/15/2016

**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).
- The original Form 4 reporting this award contained an error in the calculation of Stock Appreciation Rights awarded on February 29, 2016, which also affected the total owned directly following the reported award. This amendment is being filed to correct (i) the number of Stock Appreciation Rights awarded on February 29, 2016, and (ii) the total owned directly following the reported award.
- (1) 2016, which also affected the total owned directly following the reported award. This amendment is being filed to correct (i) the number of Stock Appreciation Rights awarded on February 29, 2016, and (ii) the total owned directly following the reported award.
 - (2) The Stock Appreciation Right will vest 33% on February 28, 2017, 33% on February 28, 2018 and 34% on February 28, 2019.

Remarks:

Executive Vice President and Chief Financial Officer

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.