

MASONITE INTERNATIONAL CORP

Form 4

September 30, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Centerbridge Special GP Investors,
L.L.C.

(Last) (First) (Middle)

375 PARK AVENUE, 12TH
FLOOR,

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	09/10/2013		S		3,638	D	\$ 51	1,026,690	I See footnotes (1) (4) (5) (6)
Common Shares	09/10/2013		S		6,550	D	\$ 51	1,848,551	I See footnotes (2) (4) (5) (6)
Common Shares	09/10/2013		S		2,312	D	\$ 51	652,708	I See footnotes (3) (4) (5) (6)
Common	09/17/2013		S		203,712	D	\$	822,978	I See

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Shares					50.2857				footnotes (1) (4) (5) (6)
Common Shares	09/17/2013	S	366,781	D	\$ 50.2857	1,481,770	I		See footnotes (2) (4) (5) (6)
Common Shares	09/17/2013	S	129,507	D	\$ 50.2857	523,201	I		See footnotes (3) (4) (5) (6)
Common Shares	09/18/2013	S	87,305	D	\$ 51.25	735,673	I		See footnotes (1) (4) (5) (6)
Common Shares	09/18/2013	S	157,192	D	\$ 51.25	1,324,578	I		See footnotes (2) (4) (5) (6)
Common Shares	09/18/2013	S	55,503	D	\$ 51.25	467,698	I		See footnotes (3) (4) (5) (6)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)			

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Centerbridge Special GP Investors, L.L.C.
375 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10152 X

Centerbridge Special Credit Partners, L.P.
375 PARK AVENUE
12TH FLOOR
NEW YORK, NY 10152 X

Centerbridge Special Credit Partners General Partner, L.P.
375 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10152 X

Signatures

Centerbridge Special Credit Partners, L.P., By: Centerbridge Special Credit Partners General Partner, L.P., its general partner, By: Centerbridge Special GP Investors, L.L.C., its general partner, By: /s/ Mark T. Gallogly, Authorized Signatory 09/30/2013

__Signature of Reporting Person Date

Centerbridge Special Credit Partners General Partner, L.P., By: Centerbridge Special GP Investors, L.L.C., its general partner, By: /s/ Mark T. Gallogly, Authorized Signatory 09/30/2013

__Signature of Reporting Person Date

Centerbridge Special GP Investors, L.L.C., By: /s/ Mark T. Gallogly, Authorized Signatory 09/30/2013

__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) These Common Shares are held by Centerbridge Credit Partners, L.P. ("Credit Partners").

(2) These Common Shares are held by Centerbridge Credit Partners Master, L.P. ("Credit Partners Master").

(3) These Common Shares are held by Centerbridge Special Credit Partners, L.P. ("Special Credit Partners" and, together with Credit Partners and Credit Partners Master, the "Centerbridge Funds").

(4) Centerbridge Credit GP Investors, L.L.C. ("GP Investors") is the general partner of Centerbridge Credit Partners General Partner, L.P. ("Credit GP"), which, in turn, is the general partner of Centerbridge Credit Partners, L.P., and, as such GP Investors and Credit GP may be deemed to beneficially own the securities held by Credit Partners. Centerbridge Credit Offshore GP Investors, L.L.C. ("Offshore GP Investors") is the general partner of Centerbridge Credit Partners Offshore General Partner, L.P. ("Offshore GP"), which, in turn, is the general partner of Centerbridge Credit Partners Master, L.P., and, as such Offshore GP Investors and Offshore GP may be deemed to beneficially own the securities held by Credit Partners Master. (Continued in footnote 5)

(5) Centerbridge Special GP Investors, L.L.C. ("SC GP Investors") is the general partner of Centerbridge Special Credit Partners General Partner, L.P. ("SC GP"), which, in turn, is the general partner of Centerbridge Special Credit Partners, L.P., and, as such SC GP Investors and SC GP may be deemed to beneficially own the securities held by Special Credit Partners. Messrs. Gallogly and Aronson are the managing members of each of GP Investors, Offshore GP Investors and SC GP Investors, and, as such may be deemed to beneficially own the securities held by the Centerbridge Funds. Except for the Centerbridge Funds with respect to the securities held by such entity, each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. (Continued in footnote 6)

(6) The filing of this statement by the Reporting Persons shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, such Reporting Persons are the beneficial owners of the securities reported herein other than the securities held directly by such Reporting Person.

Remarks:

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Due to the limitations of the Securities and Exchange Commission's EDGAR system, GP Investors, Credit GP, Credit Partners

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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