

MASONITE INTERNATIONAL CORP
 Form 4
 November 16, 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 *
 Hair James A

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)
 11/15/2016

____ 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)

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)	Price		
			Code	V	Amount		
Common Shares	11/15/2016		S		450	D	
					\$ 66.99		
					10,790	D	

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)

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
						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
Hair James A 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
11/15/2016

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).

Remarks:

Senior Vice President, Business Leader - Residential

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.

Ratio of net investment income to average net assets

8.96
%

10.54
%

9.87

%

11.18

%

14.86

%

(1) Per share data amount is based on the weighted average number of common shares outstanding for the year/period presented (except for dividends to shareholders which is based on actual rate per share).

Common stock transactions include the effect of our issuance of common stock in public offerings (net of (2)underwriting and offering costs), shares issued in connection with our dividend reinvestment plan, shares issued to acquire investments and shares repurchased below net asset value pursuant to our Repurchase Program.

Total return based on market value is based on the change in market price per share between the opening and ending market prices per share in each period and assumes that dividends are reinvested in accordance with our (3)dividend reinvestment plan. Total return based on net asset value is based upon the change in net asset value per share between the opening and ending net asset values per share in each period and assumes that dividends are reinvested in accordance with our dividend reinvestment plan.

(4)Amount is less than \$0.01.

F-107

Note 17. Selected Quarterly Financial Data (Unaudited)

The following table sets forth selected financial data for each quarter within the three years ended June 30, 2017.

Quarter Ended	Investment Income		Net Investment Income		Net Realized and Unrealized (Losses) Gains		Net Increase (Decrease) in Net Assets from Operations	
	Total	Per Share(1)	Total	Per Share(1)	Total	Per Share(1)	Total	Per Share(1)
September 30, 2014	\$202,021	\$ 0.59	\$94,463	\$ 0.28	\$(10,355)	\$(0.04)	\$84,108	\$ 0.24
December 31, 2014	198,883	0.56	91,325	0.26	(5,355)	(0.02)	85,970	0.24
March 31, 2015	191,350	0.53	87,441	0.24	(5,949)	(0.01)	81,492	0.23
June 30, 2015	198,830	0.55	89,518	0.25	5,251	0.01	94,769	0.26
September 30, 2015	\$200,251	\$ 0.56	\$91,242	\$ 0.26	\$(63,425)	\$(0.18)	\$27,817	\$ 0.08
December 31, 2015	209,191	0.59	100,893	0.28	(196,013)	(0.55)	(95,120)	(0.27)
March 31, 2016	189,493	0.53	87,626	0.25	(12,118)	(0.03)	75,508	0.21
June 30, 2016	193,038	0.54	91,367	0.26	3,790	0.01	95,157	0.27
September 30, 2016	\$179,832	\$ 0.50	\$78,919	\$ 0.22	\$2,447	\$ 0.01	\$81,366	\$ 0.23
December 31, 2016	183,480	0.51	84,405	0.24	16,475	0.04	100,880	0.28
March 31, 2017	171,032	0.48	73,080	0.20	(53,588)	(0.15)	19,492	0.05
June 30, 2017	166,702	0.46	69,678	0.19	(18,510)	(0.05)	51,168	0.14

Per share amounts are calculated using the weighted average number of common shares outstanding for the period (1) presented. As such, the sum of the quarterly per share amounts above will not necessarily equal the per share amounts for the fiscal year.

Note 18. Subsequent Events

We have provided notice to call on July 11, 2017 with settlement on August 15, 2017, \$41,441 of our Prospect Capital InterNotes® at par maturing between February 15, 2018 and February 15, 2019, with a weighted average rate of 4.83%.

On July 19, 2017, we received \$17,926 and \$22,167 as a partial return of capital on our investments in Voya CLO 2012-2, Ltd. and Voya CLO 2012-3, Ltd., respectively.

During the period from July 19, 2017 through August 16, 2017, we made a \$11,000 follow-on first lien senior debt investment in RGIS Services, LLC.

On July 25, 2017, EZShield Parent, Inc. repaid the \$14,963 Senior Secured Term Loan A and \$15,000 Senior Secured Term Loan B receivable to us.

On July 28, 2017, Global Employment Solutions, Inc. repaid the \$48,131 loan receivable to us.

On August 7, 2017, Water Pik, Inc. repaid the \$13,739 loan receivable to us.

We have provided notice to call on August 11, 2017 with settlement on September 15, 2017, \$48,539 of our Prospect Capital InterNotes® at par maturing between March 15, 2018 and September 15, 2019, with a weighted average rate of 4.89%.

On August 14, 2017, we announced the then current conversion rate on the 2018 Notes as 84.1497 shares of common stock per

\$1 principal amount of the 2018 Notes converted, which is equivalent to a conversion price of approximately \$11.88.

During the period from July 10, 2017 through August 24, 2017, we made one follow-on investments in NPRC totaling \$8,382 to support the online consumer lending initiative. We invested \$2,934 of equity through NPH and \$5,448 of debt directly to NPRC and its wholly-owned subsidiaries. In addition, we received a partial repayment of \$4,034 of our loans previously outstanding with NPRC. We also provided \$450 of debt and \$2,603 of equity financing to NPRC which was used to fund capital expenditures for existing properties.

During the period from July 1, 2017 through August 28, 2017 we issued \$18,392 aggregate principal amount of Prospect Capital InterNotes® for net proceeds of \$18,126. In addition, we sold \$3,047 aggregate principal amount of Prospect Capital InterNotes® for net proceeds of \$3,003 with expected closing on August 31, 2017.

On August 28, 2017, we announced the declaration of monthly dividends in the following amounts and with the following dates:

• \$0.06 per share for September 2017 to holders of record on September 29, 2017 with a payment date of October 19, 2017.

• \$0.06 per share for October 2017 to holders of record on October 31, 2017 with a payment date of November 22, 2017.

F-109

F-110

F-111

F-112

F-113

F-114

F-115

F-116

F-117

F-118

F-119

F-120

F-121

F-122

F-123

F-124

F-125

F-126

F-127

F-128

F-129

F-130

F-131

F-132

F-133

F-134

F-135

F-136

F-137

F-138

F-139

F-140

F-141

F-142

F-143

F-144

F-145

F-146

F-147

F-148

National Property REIT Corp.
 Combined Consolidated Statement of Operations
 Unaudited

	Year Ended December 31, 2014
Revenues	
Rental income	\$ 111,296,847
Interest income	10,541,177
Other income	14,890,726
Total revenues	136,728,750
Costs and expenses	
Property operating expenses	52,640,950
Management fees	5,543,245
Depreciation and amortization	48,263,589
General and administrative expenses	8,877,148
Total costs and expenses	115,324,932
Other (expense) income	
Acquisition costs	(11,071,525)
Interest expense	(71,097,935)
Fair value adjustments	(688,402)
Total other (expense) income, net	(82,857,862)
Net loss before income tax	(61,454,044)
Income tax expense	(391,121)
Net loss	(61,845,165)
Loss attributable to non-controlling interest	10,809,509
Dividends attributable to preferred shares	(60,536)
Net loss attributable to common shares	\$(51,096,192)

F-149

F-150

F-151

F-152

F-153

F-154

F-155

F-156

F-157

F-158

F-159

F-160

F-161

F-162

F-163

F-164

F-165

F-166

F-167

F-168

F-169

F-170

F-171

F-172

F-173

F-174

F-175

F-176

F-177

F-178

F-179

F-180

F-181

F-182

F-183

F-184

F-185

F-186

F-187

F-188

F-189

F-190

F-191

F-192

F-193

F-194

F-195

F-196

F-197

F-198

F-199

F-200

F-201

F-202

F-203

F-204

F-205

F-206

F-207

F-208

F-209

F-210

F-211

F-212

F-213

F-214

F-215

F-216

F-217

PROSPECTUS SUPPLEMENT

February 9, 2018

Incapital LLC
Citigroup
RBC Capital Markets