

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, 4th 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 |

* 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
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).**