

MASONITE INTERNATIONAL CORP

Form 8-K

February 22, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 22, 2017

Masonite International Corporation
(Exact name of registrant as specified in its charter)

British Columbia, Canada 001-11796 98-0377314
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

2771 Rutherford Road L4K 2N6
Concord, Ontario, Canada
(Address of principal executive offices) (Zip Code)
(800) 895-2723
(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On February 22, 2017, Masonite International Corporation (the "Company") issued a press release announcing its financial results for the three months and year ended January 1, 2017. A copy of the press release is being furnished as Exhibit 99.1 and is hereby incorporated herein by reference.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liabilities under that section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 22, 2017, Lawrence P. Repar, Executive Vice President and Chief Customer Experience Officer of the Company, notified the Company of his intent to retire from the Company on or about August 1, 2017, after 22 years of service with the Company. The Company expects to enter into a consulting arrangement with Mr. Repar, to be effective following his retirement, with terms to be agreed upon.

On February 22, 2017, the Company issued a press release announcing such notification by Mr. Repar, a copy of which is filed as Exhibit 99.2 to this Current Report on Form 8-K.

Item 8.01 Other Events

On February 22, 2017, the Company's Board of Directors approved an additional share repurchase program pursuant to which the Company may repurchase from time to time up to \$200 million of its outstanding common shares. On February 22, 2017, the Company issued a press release announcing the additional share repurchase program, a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------|--|
| Exhibit 99.1 | Press release issued by Masonite International Corporation on February 22, 2017. |
| Exhibit 99.2 | Press release issued by Masonite International Corporation on February 22, 2017. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MASONITE INTERNATIONAL CORPORATION

Date: February 22, 2017 By: /s/ Robert E. Lewis

Name: Robert E. Lewis

Title: Senior Vice President, General Counsel and Secretary