

13(a) of the Exchange Act.

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

As previously announced on February 22, 2017, Lawrence P. Repar, Executive Vice President, Chief Customer Experience Officer of Masonite International Corporation (the "Company"), notified us that he intended to retire from the Company. Mr. Repar's last day of employment with the Company was July 14, 2017. In connection with his retirement, on July 14, 2017, the Company and Mr. Repar entered into a consulting agreement (the "Consulting Agreement") pursuant to which Mr. Repar agreed to provide consulting services to us for a period commencing on July 14, 2017 and ending on July 14, 2018 (the "Consulting Period"), subject to earlier termination upon 15 days' advance written notice by either party. As consideration for the consulting services to be provided by Mr. Repar during the Consulting Period, we agreed to provide for continued regular vesting of certain of his outstanding restricted stock units, performance restricted stock units, and stock appreciation rights during the Consulting Period. Based on the foregoing, the restricted stock unit agreements dated February 27, 2015, December 22, 2015, February 29, 2016, and February 27, 2017, the performance restricted stock unit agreement dated February 27, 2015, the amended and restated stock appreciation rights agreement dated February 29, 2016, and the stock appreciation rights agreement dated February 27, 2017, each between us and Mr. Repar, were amended to provide for such continued vesting pursuant to an Omnibus Amendment between us and Mr. Repar, effective July 14, 2017 (the "Equity Award Amendment").

The foregoing description of the Consulting Agreement and the Equity Award Amendment does not purport to be a complete description and is qualified in its entirety by the full text of the Consulting Agreement, which is filed as Exhibit 10.1 and is incorporated herein by reference, and the Equity Award Amendment, which is filed as Exhibit 10.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

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|--------------|--|
| Exhibit 10.1 | Consulting Agreement, dated as of July 14, 2017, by and between Masonite International Corporation and Lawrence P. Repar |
| Exhibit 10.2 | Omnibus Amendment to Masonite International Corporation restricted stock unit agreements, performance |

restricted
stock unit
agreement,
and stock
appreciation
rights
agreements,
dated as of
July 14,
2017, by and
between
Masonite
International
Corporation
and
Lawrence P.
Repar

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: July 14, 2017 By: /s/ Robert E. Lewis

Name: Robert E. Lewis

Title: Senior Vice President, General Counsel and Secretary