

Paxton Robert  
 Form 4  
 February 27, 2019

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Paxton Robert

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 See Remarks

(Last) (First) (Middle)  
 C/O MASONITE  
 INTERNATIONAL  
 CORPORATION, 201 N.  
 FRANKLIN STREET, SUITE 300  
 (Street)  
 TAMPA, FL 33602  
 (City) (State) (Zip)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/25/2019

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)
Common Shares	02/25/2019		A	(A) or (D) 8,692 (1)	\$ 0 17,597	D	
Common Shares	02/25/2019		A	(A) or (D) 2,023 (1)	\$ 0 19,620	D	
Common Shares	02/26/2019		F	(A) or (D) 1,474 (2)	\$ 56.3 18,146	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 (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)	Amount or Number of Shares
Stock Appreciation Right	\$ 57.52	02/25/2019		A	4,904	(3) 02/25/2029	Common Shares	4,904

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paxton Robert C/O MASONITE INTERNATIONAL CORPORATION 201 N. FRANKLIN STREET, SUITE 300 TAMPA, FL 33602				See Remarks

## Signatures

/s/ Robert E. Lewis, as attorney-in-fact  
Date: 02/25/2019

\_\_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) Represent common shares issuable upon settlement of restricted stock units granted under the Masonite International Corporation 2012 Equity Incentive Plan and subject to future vesting.
- (2) Shares withheld by the Issuer to cover tax withholding obligations arising from the delivery of shares in connection with the settlement of vested Restricted Stock Units.
- (3) The Stock Appreciation Right will vest 33% on February 25, 2020, 22% on February 25, 2021 and 34% on February 25, 2022.

Edgar Filing: Paxton Robert - Form 4

**Remarks:**

Executive Vice President, Human Resources

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.