

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.

On February 26, 2018, Masonite International Corporation (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) a Current Report on Form 8-K disclosing that Daphne E. Jones, Thomas W. Greene, and William S. Oesterle had been appointed to the Company’s Board of Directors on February 26, 2018. On May 10, 2018, Daphne E. Jones was appointed to the Audit Committee of the Company, Thomas W. Greene, was appointed to the Corporate Governance and Nominating Committee of the Company, and William S. Oesterle was appointed to the Human Resources and Compensation Committee of the Company. The Board of Directors has determined that Ms. Jones and Messrs. Greene and Oesterle each meet all applicable independence requirements to serve on such committees, including those set forth in the Company’s Corporate Governance Guidelines, under the New York Stock Exchange rules, and under the rules and regulations of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”).

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 10, 2018, the Company held the 2018 Annual General Meeting of Shareholders (the “Annual Meeting”) at the University Club of Tampa in Tampa, Florida. A total of 25,355,540 shares of the Company’s common stock, out of a total of 28,002,045 shares of the Company’s common stock outstanding and entitled to vote as of the record date, were present in person or represented by proxies. Each of the proposals is described in detail in the Proxy Statement relating to the Annual Meeting filed with the SEC on March 26, 2018 (the “Proxy Statement”). The final results for the votes regarding each proposal are set forth below.

Proposal - Election of Directors

The following directors were elected to the Company’s Board of Directors at the Annual Meeting to serve as Directors until the Company’s 2019 Annual General Meeting of shareholders and until their respective successors are duly elected and qualified:

| | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Frederick J. Lynch | 24,596,156 | 79,008 | 680,376 |
| Jody L. Bilney | 24,586,516 | 88,648 | 680,376 |
| Robert J. Byrne | 24,596,099 | 79,065 | 680,376 |
| Peter R. Dachowski | 24,606,047 | 69,117 | 680,376 |
| Jonathan F. Foster | 24,535,408 | 139,756 | 680,376 |
| Thomas W. Greene | 24,636,556 | 36,608 | 680,376 |
| Daphne E. Jones | 24,636,571 | 38,593 | 680,376 |
| George A. Lorch | 24,591,509 | 83,655 | 680,376 |
| William S. Oesterle | 24,636,556 | 38,608 | 680,376 |
| Francis M. Scricco | 24,583,040 | 92,124 | 680,376 |

Proposal 2 - Advisory Vote on Executive Compensation

The Company's shareholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as described in the Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 24,151,570 | 500,599 | 22,995 | 680,376 |

Proposal 3 - Appointment of Independent Registered Public Accounting Firm

The shareholders voted at the Annual Meeting to approve the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 30, 2018.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 25,342,646 | 4,866 | 8,028 | — |

Item 8.01 Other Events.

(a) On May 10, 2018 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 \$250 million of its outstanding common shares. On May 10, 2018, 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.

(b) In the Proxy Statement, the Company announced that it intends to hold its 2019 annual meeting of shareholders (the "2019 Annual Meeting") on May 15, 2019. The Company currently contemplates that the 2019 Annual Meeting will instead be held on May 14, 2019. Accordingly, assuming the 2019 Annual Meeting is held on May 14, 2019, any director nominations submitted for consideration at such meeting pursuant to our Articles must be received no earlier than March 8, 2019 and no later than April 15, 2019 in order for it to be deemed timely received. Deadlines for submission of shareholder proposals for the 2019 Annual Meeting in accordance with the Business Corporations Act (British Columbia) and Rule 14A-8 of the Exchange Act remain as set forth in the Proxy Statement.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

| | |
|---------------------|----------------------|
| | <u>Press release</u> |
| | <u>issued by</u> |
| | <u>Masonite</u> |
| <u>Exhibit 99.1</u> | <u>International</u> |
| | <u>Corporation</u> |
| | <u>on May 10,</u> |
| | <u>2018.</u> |

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: May 15, 2018 By: /s/ Robert E. Lewis

Name: Robert E. Lewis

Title: Senior Vice President, General Counsel and Secretary