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MASONITE INTERNATIONAL CORP

Form 8-K

August 13, 2018

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): August 13, 2018

Masonite International Corporation

(Exact name of registrant as specified in its charter)

British Columbia, Canada

001-11796

98-0377314

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section

13(a) of the Exchange Act.

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Item 7.01 Regulation FD Disclosure.

On August 13, 2018, Masonite International Corporation (the “Company”) issued a press release to announce that it intends to offer \$300 million aggregate principal amount of senior unsecured notes due 2026 (the “notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), subject to market and other conditions. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Company intends to use the net proceeds from the sale of the notes to redeem \$125 million aggregate principal amount of its existing 5.625% Senior Notes due 2023 (the “Existing Senior Notes”), and to pay related premiums, fees and expenses, and the remaining balance for general corporate purposes, which may include funding future acquisitions, the repurchase of the Company’s common shares pursuant to its share repurchase programs and working capital needs. In the event the total size of this offering is increased, the Company intends to redeem additional Existing Senior Notes of a corresponding aggregate principal amount and to further utilize net proceeds from the sale of the notes being offered to fund such redemption and pay related premiums, fees and expenses. Pending the permanent application thereof, the Company may use all or a portion of the net proceeds to reduce amounts outstanding under its senior secured asset-based credit facility. The obligation of the Company to redeem the Existing Senior Notes will be conditioned upon the consummation of this offering of the notes. This Form 8-K does not constitute a notice of redemption of the Existing Senior Notes.

The Company is furnishing the information in this Item 7.01 to comply with Regulation FD. The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (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 or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

Exhibit 99.1 Press release issued by Masonite International Corporation on August 13, 2018.

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: August 13, 2018 By: /s/ Robert E. Lewis

Name: Robert E. Lewis

Title: Senior Vice President, General Counsel and Secretary