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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2009

Commission File Number 333-139791

MASONITE INTERNATIONAL INC.

(Name of registrant)

**1820 Matheson Blvd., Unit B4
Mississauga, Ontario L4W 0B3 Canada**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
 Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

On March 3, 2008, Masonite International Inc. announced that it reached an agreement in principle with members of a steering committee representing its senior secured lenders and representatives of an ad-hoc committee representing holders of its senior subordinated notes due 2015 to significantly reduce its debt. The announcement is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated March 3, 2009.

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, thereunto duly authorized.

MASONITE INTERNATIONAL INC.

Date: March 3, 2009

By: _____
Name: Anthony (Tony) DiLucente
Title: Executive Vice-President, Finance

Exhibit Index

| Exhibit No. | Description |
|--------------------|-------------------------------------|
| 99.1 | Press Release, dated March 3, 2009. |