MASTERBRAND, INC.

Filed by

COLISEUM CAPITAL MANAGEMENT, LLC

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 08/17/26

Address	3300 ENTERPRISE PARKWAY, SUITE 300
	BEACHWOOD, OH, 44122
Telephone	1-877-622-4782
CIK	0001941365
Symbol	MBC
Fiscal Year	12/28

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)

MasterBrand, Inc.

(Name of Issuer)

Common Stock, par value $0.01 per share

(Title of Class of Securities)

57638P104

(CUSIP Numbers)

06/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

SCHEDULE 13G/A

CUSIP Number(s):	57638P104

1	**Names of Reporting Persons** Coliseum Capital Management, LLC
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a)

	☒ (b)
3	**SEC Use Only**
4	**Citizenship or Place of Organization** DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5 **Sole Voting Power:** 0.00 6 **Shared Voting Power:** 13,200,117.00 7 **Sole Dispositive Power:** 0.00 8 **Shared Dispositive Power:** 13,200,117.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 13,200,117.00
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐
11	**Percent of class represented by amount in row (9)** 6.5 %
12	**Type of Reporting Person (See Instructions)** IA

SCHEDULE 13G/A

CUSIP Number(s):	57638P104

1	**Names of Reporting Persons** Coliseum Capital, LLC
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☒ (b)
3	**SEC Use Only**
4	**Citizenship or Place of Organization** DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	5 **Sole Voting Power:** 0.00 6 **Shared Voting Power:** 10,380,699.00 7 **Sole Dispositive Power:** 0.00 8 **Shared Dispositive Power:** 10,380,699.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person**

	10,380,699.00
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐
11	**Percent of class represented by amount in row (9)** 5.1 %
12	**Type of Reporting Person (See Instructions)** OO

SCHEDULE 13G/A

CUSIP Number(s):	57638P104

1	**Names of Reporting Persons** Coliseum Capital Partners, L.P.
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☒ (b)
3	**SEC Use Only**
4	**Citizenship or Place of Organization** DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	**5** **Sole Voting Power:** 0.00 **6** **Shared Voting Power:** 10,380,699.00 **7** **Sole Dispositive Power:** 0.00 **8** **Shared Dispositive Power:** 10,380,699.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 10,380,699.00
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐
11	**Percent of class represented by amount in row (9)** 5.1 %
12	**Type of Reporting Person (See Instructions)** PN

SCHEDULE 13G/A

CUSIP Number(s):	57638P104

1	**Names of Reporting Persons** Adam Gray	
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☒ (b)	
3	**SEC Use Only**	
4	**Citizenship or Place of Organization** UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	**Sole Voting Power:** 0.00
	6	**Shared Voting Power:** 13,200,117.00
	7	**Sole Dispositive Power:** 0.00
	8	**Shared Dispositive Power:** 13,200,117.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 13,200,117.00	
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐	
11	**Percent of class represented by amount in row (9)** 6.5 %	
12	**Type of Reporting Person (See Instructions)** IN	

SCHEDULE 13G/A

CUSIP Number(s):	57638P104

1	**Names of Reporting Persons** Christopher Shackelton
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☒ (b)
3	**SEC Use Only**

4	**Citizenship or Place of Organization** UNITED STATES
Number of Shares Beneficially Owned by Each Reporting Person With:	5 **Sole Voting Power:** 0.00 6 **Shared Voting Power:** 13,200,117.00 7 **Sole Dispositive Power:** 0.00 8 **Shared Dispositive Power:** 13,200,117.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 13,200,117.00
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐
11	**Percent of class represented by amount in row (9)** 6.5 %
12	**Type of Reporting Person (See Instructions)** IN

SCHEDULE 13G/A

Item 1.

(a) **Name of issuer:**

MasterBrand, Inc.

(b) **Address of issuer's principal executive offices:**

3300 Enterprise Parkway, Suite 300, Beachwood, Ohio 44122

Item 2.

(a) **Name of person filing:**

This Schedule 13G is being filed on behalf of Coliseum Capital Management, LLC ("CCM"), Coliseum Capital, LLC ("CC"), Coliseum Capital Partners, L.P. ("CCP"), Adam Gray ("Gray") and Christopher Shackelton ("Shackelton" and together with CCM, CC, CCP and Gray, the "Reporting Persons").

(b) **Address or principal business office or, if none, residence:**

The business address of the Reporting Persons is 105 Rowayton Avenue, Rowayton, CT 06853.

(c) **Citizenship:**

(i) CCM is a Delaware limited liability company; (ii) CC is a Delaware limited liability company; (iii) CCP is a Delaware limited partnership; (iv) Gray is a United States citizen; and (v) Shackelton is a United States citizen.

(d) **Title of class of securities:**

Common Stock, par value $0.01 per share

(e) **CUSIP No.:**

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a) ☐ **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**

(b) ☐ **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**

(c) ☐ **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**

(d) ☐ **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**

(e) ☐ **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**

(f) ☐ **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**

(g) ☐ **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**

(h) ☐ **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**

(i) ☐ **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**

(j) ☐ **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**

(k) ☐ **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

Item 4. Ownership

(a) Amount beneficially owned:

(i) CCM is the beneficial owner of 13,200,117 shares of common stock, $0.01 par value per share ("Common Stock"); (ii) CC is the beneficial owner of 10,380,699 shares of Common Stock; (iii) CCP is the beneficial owner of 10,380,699 shares of Common Stock; (iv) Gray is the beneficial owner of 13,200,117 shares of Common Stock; and (v) Shackelton is the beneficial owner of 13,200,117 shares of Common Stock.

(b) Percent of class:

(i) CCM - 6.5%; (ii) CC - 5.1%; (iii) CCP - 5.1%; (iv) Gray - 6.5%; and (v) Shackelton - 6.5%. The ownership percentage of each Reporting Person has been calculated based on 203,490,490 shares of Common Stock issued and outstanding as of August 3, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 5, 2026.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

(i) 0 shares of Common Stock for CCM; (ii) 0 shares of Common Stock for CC; (iii) 0 shares of Common Stock for CCP; (iv) 0 shares of Common Stock for Gray; and (v) 0 shares of Common Stock for Shackelton.

(ii) Shared power to vote or to direct the vote:

(i) 13,200,117 shares of Common Stock for CCM; (ii) 10,380,699 shares of Common Stock for CC; (iii) 10,380,699 shares of Common Stock for CCP; (iv) 13,200,117 shares of Common Stock for Gray; and (v) 13,200,117 shares of Common Stock for Shackelton.

(iii) Sole power to dispose or to direct the disposition of:

(i) 0 shares of Common Stock for CCM; (ii) 0 shares of Common Stock for CC; (iii) 0 shares of Common Stock for CCP; (iv) 0 shares of Common Stock for Gray; and (v) 0 shares of Common Stock for Shackelton.

(iv) Shared power to dispose or to direct the disposition of:

(i) 13,200,117 shares of Common Stock for CCM; (ii) 10,380,699 shares of Common Stock for CC; (iii) 10,380,699 shares of Common Stock for CCP; (iv) 13,200,117 shares of Common Stock for Gray; and (v) 13,200,117 shares of Common Stock for Shackelton.

Item 5. **Ownership of 5 Percent or Less of a Class.**

Not Applicable

Item 6. **Ownership of more than 5 Percent on Behalf of Another Person.**

Not Applicable

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

Item 8. **Identification and Classification of Members of the Group.**

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

CCM is the investment adviser to CCP, which is an investment limited partnership. CC is the General Partner of CCP. Gray and Shackelton are the managers of CC and CCM. The Reporting Persons may be deemed to be members of a group with respect to the Common Stock owned of record by CCP and a separate account managed by CCM (the "Separate Account"). CCP is the record owner of 10,380,699 shares of Common Stock and the Separate Account is the record owner of 2,819,418 shares of Common Stock.

Item 9. **Notice of Dissolution of Group.**

Not Applicable

Item 10. **Certifications:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Coliseum Capital Management, LLC

Signature:	**/s/ Ash Cousins**
Name/Title:	**Ash Cousins/Attorney-in-fact**
Date:	**08/17/2026**

Coliseum Capital, LLC

Signature:	**/s/ Ash Cousins**
Name/Title:	**Ash Cousins/Attorney-in-fact**
Date:	**08/17/2026**

Coliseum Capital Partners, L.P.

Signature:	**by: Coliseum Capital, LLC, its General Partner, /s/ Ash Cousins**
Name/Title:	**Ash Cousins/Attorney-in-fact**
Date:	**08/17/2026**

Adam Gray

Signature:	**/s/ Ash Cousins**
Name/Title:	**Ash Cousins/Attorney-in-fact**
Date:	**08/17/2026**

Christopher Shackelton

Signature:	**/s/ Ash Cousins**
Name/Title:	**Ash Cousins/Attorney-in-fact**
Date:	**08/17/2026**

Exhibit Information: Executed by Ash Cousins pursuant to a Power of Attorney which is incorporated herein by reference to Exhibit 99.2 to the Amendment No. 2 to Schedule 13G filed by Coliseum Capital Management, LLC on May 15, 2026.