

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Coliseum Capital Management, LLC</u> <hr/> (Last) (First) (Middle) 105 ROWAYTON AVE. <hr/> (Street) ROWAYTON CT 06853 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MasterCraft Boat Holdings, Inc. [ MCFT ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 05/08/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Common Stock")	05/08/2024		P		47,500	A	\$19.13 <sup>(1)</sup>	2,404,906	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	05/09/2024		P		90,346	A	\$20.13 <sup>(4)</sup>	2,495,252	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	05/10/2024		P		22,484	A	\$20.36 <sup>(5)</sup>	2,517,736	I	See Footnotes <sup>(2)(3)(6)</sup>

**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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Coliseum Capital Management, LLC  


---

 (Last) (First) (Middle)  
 105 ROWAYTON AVE.  


---

 (Street)  
 ROWAYTON CT 06853  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Shackelton Christopher S  


---

 (Last) (First) (Middle)  
 105 ROWAYTON AVE.  


---

 (Street)  
 ROWAYTON CT 06853  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Coliseum Capital, LLC

(Last) (First) (Middle)  
105 ROWAYTON AVE.

(Street)  
ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

COLISEUM CAPITAL PARTNERS, L.P.

(Last) (First) (Middle)  
105 ROWAYTON AVE.

(Street)  
ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Gray Adam

(Last) (First) (Middle)  
105 ROWAYTON AVE.

(Street)  
ROWAYTON CT 06853

(City) (State) (Zip)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.06 to \$19.49, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
2. The shares of Common Stock reported herein are held directly by (a) Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser; and (b) a separate account investment advisory client of CCM (the "Separate Account").
3. Christopher S. Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC. Each of Shackelton, Gray, CCP, the Separate Account, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.
4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.98 to \$20.20, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions with multiple brokers at prices ranging from \$20.28 to \$20.40, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
6. Following the transactions reported herein, CCP directly owned 2,134,238 shares of Common Stock and the Separate Account directly owned 383,498 shares of Common Stock.

**Remarks:**

Exhibit 24 - Power of Attorney

Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact  
Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact  
Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact  
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact  
Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).**

**Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.**

**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 Number.**

## POWER OF ATTORNEY

April 25, 2024

Know all by these presents, that each of the undersigned hereby constitutes and appoints each of Chivonne Cassar, Ash Cousins and Adam Cina (each, an “*Attorney-in-fact*” and collectively, the “*Attorneys-in-fact*”) as his or its true and lawful attorney-in-fact to:

1. execute for and on behalf of each of the undersigned, in each of the undersigned’s capacity as (i) a beneficial owner, director and/or a director by deputation, as applicable, of any issuer (an “*Issuer*”) that has a class of securities registered under Section 12 of the Securities Exchange Act of 1934 (the “*Exchange Act*”) or (ii) the manager or general partner of any entity that is or may be a beneficial owner or a director by deputation of an Issuer with a class of securities registered under Section 12 of the Exchange Act (or as the manager of the general partner of any such entity):

- a. Schedules 13D and 13G (and any amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act and the rules promulgated thereunder,
- b. Forms 13F and 13H (and any amendments thereto) in accordance with Sections 13(f) and 13(h) of the Exchange Act,
- c. Forms 3, 4, and 5 (and any amendments thereto) in accordance with Section 16(a) of the Exchange Act and the rules thereunder,
- d. Forms 144 in accordance Rule 144 promulgated under the Securities Act of 1933, as amended (“*Rule 144*”);
- e. any other forms or reports the undersigned may be required to file in connection with the undersigned’s ownership, acquisition, or disposition of securities of any Issuer;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, 4, or 5, Form 144 or other form or report (or any amendment thereto), and timely file such schedule, form or report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-fact may approve in such Attorney-in-fact’s discretion.

---

Each of the undersigned hereby grants to each of the Attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-fact, or such Attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each of the undersigned acknowledges that each of the Attorneys-in-fact, in serving in such capacity at the request of such undersigned, is not assuming any of such undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act or Rule 144.

This Power of Attorney with respect to each of the undersigned shall remain in full force and effect until the earlier of (a) such undersigned is no longer required to file Schedules 13D and 13G, Forms 13F and 13H, and Forms 3, 4, and 5 with respect to such undersigned's holdings of and transactions in securities of any Issuer, (b) with respect to each of the Attorneys-in-fact, the date such Attorney-in-fact's employment with Coliseum Capital Management, LLC terminates or (c) with respect to each of the Attorneys-in-fact, such Power of Attorney is revoked by either of undersigned in a signed writing delivered to such Attorney-in-fact.

IN WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of the date first written above.

/s/ Christopher Shackelton  
Signature

Christopher Shackelton  
Print Name

/s/ Adam Gray  
Signature

Adam Gray  
Print Name

COLISEUM CAPITAL MANAGEMENT, LLC

By: /s/ Christopher Shackelton  
Name: Christopher Shackelton  
Title: Managing Partner

COLISEUM CAPITAL, LLC

By: /s/ Christopher Shackelton  
Name: Christopher Shackelton  
Title: Manager

---