

---

---

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

---

**MASTERCRAFT BOAT HOLDINGS, INC.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**57637H103**  
(CUSIP Number)

**Christopher Shackelton/Adam Gray**  
**105 Rowayton Avenue**  
**Rowayton, CT 06853**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**September 8, 2022**  
(Date of Event Which Requires Filing of This Statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), §240.13d-1(f) or §240.13d-1(g), check the following box.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

1.	Names of reporting persons. Coliseum Capital Management, LLC	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only	
4.	Source of funds (see instructions) AF	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	7.	Sole voting power 0
	8.	Shared voting power 1,795,399
	9.	Sole dispositive power 0
	10.	Shared dispositive power 1,795,399
11.	Aggregate amount beneficially owned by each reporting person 1,795,399	
12.	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
13.	Percent of class represented by amount in Row (11) 9.9%	
14.	Type of reporting person (see instructions) IA	

1.	Names of reporting persons. Coliseum Capital, LLC	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only	
4.	Source of funds (see instructions) AF	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	7.	Sole voting power 0
	8.	Shared voting power 1,489,843
	9.	Sole dispositive power 0
	10.	Shared dispositive power 1,489,843
11.	Aggregate amount beneficially owned by each reporting person 1,489,843	
12.	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
13.	Percent of class represented by amount in Row (11) 8.2%	
14.	Type of reporting person (see instructions) OO	

1.	Names of reporting persons. Coliseum Capital Partners, L.P.	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only	
4.	Source of funds (see instructions) WC	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with	7.	Sole voting power 0
	8.	Shared voting power 1,489,843
	9.	Sole dispositive power 0
	10.	Shared dispositive power 1,489,843
11.	Aggregate amount beneficially owned by each reporting person 1,489,843	
12.	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
13.	Percent of class represented by amount in Row (11) 8.2%	
14.	Type of reporting person (see instructions) PN	

1.	Names of reporting persons. Adam Gray	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only	
4.	Source of funds (see instructions) AF	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or place of organization United States	
Number of shares beneficially owned by each reporting person with	7.	Sole voting power 0
	8.	Shared voting power 1,795,399
	9.	Sole dispositive power 0
	10.	Shared dispositive power 1,795,399
11.	Aggregate amount beneficially owned by each reporting person 1,795,399	
12.	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
13.	Percent of class represented by amount in Row (11) 9.9%	
14.	Type of reporting person (see instructions) IN	

1.	Names of reporting persons. Christopher Shackelton	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only	
4.	Source of funds (see instructions) AF	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or place of organization United States	
Number of shares beneficially owned by each reporting person with	7.	Sole voting power 0
	8.	Shared voting power 1,795,399
	9.	Sole dispositive power 0
	10.	Shared dispositive power 1,795,399
11.	Aggregate amount beneficially owned by each reporting person 1,795,399	
12.	Check if the aggregate amount in Row (11) excludes certain shares (see instructions) <input type="checkbox"/>	
13.	Percent of class represented by amount in Row (11) 9.9%	
14.	Type of reporting person (see instructions) IN	

**Explanatory Note: This Amendment No. 2 (this “Amendment”) to the Schedule 13D (the “Initial 13D”) relating to MasterCraft Boat Holdings, Inc. (the “Issuer”), filed by the Reporting Persons with the Securities and Exchange Commission (the “SEC”) on December 30, 2021, as amended and supplemented by Amendment No.1 to the Initial 13D filed on May 5, 2022 (the “Last Amendment”), amends and supplements certain of the items set forth therein.**

As used in this Amendment, the term “Reporting Persons” collectively refers to:

- Coliseum Capital Management, LLC, a Delaware limited liability company (“CCM”);
- Coliseum Capital, LLC, a Delaware limited liability company (“CC”);
- Coliseum Capital Partners, L.P., a Delaware limited partnership (“CCP”);
- Adam Gray (“Gray”); and
- Christopher Shackelton (“Shackelton”).

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is supplemented as follows:

Since the filing of the Last Amendment, the source and amount of funds used in purchasing shares of the Common Stock described in Item 5 by the Reporting Persons were as follows:

<u>Purchaser</u>	<u>Source of Funds</u>	<u>Amount</u>
CCP	Working Capital	\$4,115,648.12

**Item 5. Interest in Securities of the Issuer.**

(a) – (b) The information relating to the beneficial ownership of the Common Stock by each of the Reporting Persons set forth in Rows 7 through 13 of the cover pages hereto is incorporated by reference herein. The percentages set forth in Row 13 for all cover pages filed herewith are calculated based upon 18,151,436 shares of Common Stock outstanding as of September 1, 2022, as reported in the Issuer’s Annual Report on Form 10-K filed with the SEC on September 9, 2022.

(c) The Reporting Persons effected the following transactions in the Common Stock on the dates indicated and such transactions are the only transactions in the Common Stock by the Reporting Persons in the sixty days preceding the date of this Amendment, or since the most recent filing of Schedule 13D by the Reporting Persons, whichever is less.

<u>Name</u>	<u>Purchase or Sale</u>	<u>Date</u>	<u>Number of Shares</u>	<u>Weighted Average Price Per Share</u>	<u>Range of Prices</u>
CCP	Open Market Purchase	09/08/2022	125,000	\$ 20.52	\$20.16- \$20.92

**SIGNATURES**

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.

Dated: September 12, 2022

**COLISEUM CAPITAL MANAGEMENT, LLC**

By: /s/ Thomas Sparta  
Thomas Sparta, Attorney-in-fact

**COLISEUM CAPITAL, LLC**

By: /s/ Thomas Sparta  
Thomas Sparta, Attorney-in-fact

**COLISEUM CAPITAL PARTNERS, L.P.**

By: Coliseum Capital, LLC, General Partner

By: /s/ Thomas Sparta  
Thomas Sparta, Attorney-in-fact

**ADAM GRAY**

By: /s/ Thomas Sparta  
Thomas Sparta, Attorney-in-fact

**CHRISTOPHER SHACKELTON**

By: /s/ Thomas Sparta  
Thomas Sparta, Attorney-in-fact