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

FORM ll - K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark O ne) :

☒ ANNU A L RE PORT PURSUA NT T O SE C T I ON 1 5 (d) O F T H E S E CURITI E S E X CH ANG E ACT OF 1 93 4

F o r the fis c al year ended December 31 , 2016

OR

☐ TRANSITION REP O RT PUR S UANT TO SE C TION 15 (d) OF THE S ECU RIT I E S EX CHA NGE A C T O F 1934

For the t ransit i on p e riod from _____ to _____

C ommission file number 1-5794

A. Full title of th e p l an and the addres s o f the plan, if di ff er e nt fr o m that of the issuer named below :

M asco Cor p o ration 4 0 1 (k) Plan

B. Name of issuer o f th e se cu rities held pu r suan t t o t he pla n an d the address o f its prin ci pal ex e cutive office :

Masco Corporation
21001 Van Born Road
Taylor, Michigan 48180

MASCO CORPORATION 401(k) PLAN

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Report of Independent Registered Public Accounting Firm

To the Trustee and Participants of
Masco Corporation 401(k) Plan

We have audited the accompanying statements of net assets available for benefit s of Masco Corpo r ation 401(k) Plan (the "Plan") as of December 31, 2016 and 2015 , and the related statement of changes in net assets available for benefits for the year ended December 31, 2016 . These financial statements are the responsibility of the Plan ' s mana g ement . Our responsibility is to express an opinion on these finan ci al stat e ments based on our aud i ts .

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion , the financial statements referred to above present fair l y , in al l material respects , the net assets available fo r benefits of Masco Corporat i on 401(k) P l an as of December 31, 2016 and 2015 , and the changes in net asset s avail ab le f or benefits for the year ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America .

The s upplem e ntal i nformation in the accompanying schedule , Schedule H , Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2016 has been subjected to audit procedures performed in conjunction with the audit of Masco Corporation 401(k) Plan's financial statements. The supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplementary information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the basic financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information referred to above is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ Grant Thornton LLP

Southfield , Michigan
June 9, 2017

MASCO CORPORATION 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	2016	2015
ASSETS		
Investments, at fair value:		
Collective trust funds	$ 389,145,266	$ 366,679,614
Mutual funds	416,624,091	381,362,460
Stock funds	18,517,251	18,832,296
Brokerage account	16,135,757	12,220,129
Total investments	840,422,365	779,094,499
Receivables:		
Notes receivable from participants	24,751,074	24,636,858
Participant contributions	225	1,382
Employer contributions	23,795,975	20,713,382
Total receivables	48,547,274	45,351,622
Net assets available for benefits	$ 888,969,639	$ 824,446,121

The accompanying notes are an integral part of the financial statements.

MASCO CORPORATION 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 2016

ADDITIONS		
Investment activity:		
Net appreciation in fair value of investments	$	32,158,371
Interest and dividend income		19,607,066
Total investment activity		51,765,437
Participant contributions		33,042,951
Participant rollover contributions		3,863,797
Employer contributions		40,922,488
Interest income on notes receivable from participants		812,135
Total additions		130,406,808
DEDUCTIONS		
Benefit payments		(72,258,989)
Other, net		(329,625)
Total deductions		(72,588,614)
Net increase in net assets available for benefits		57,818,194
Net transfers into the Plan		6,705,324
Net assets available for benefits:		
Beginning of year		824,446,121
End of year	$	888,969,639

The accompanying notes are an integral part of the financial statements.

A. DESCRIPTION OF PLAN

The fol l o w i ng description of the M asco C o rporat i on (" Company ") 40 1 (k) Plan (" Plan ") pr ovides o nly general inf o r mat i o n . Part i c i pants sh o uld refer to the Plan document f or a m o re c o mplete descri pti o n of the Pl a n ' s pro v i sions .

1. *G e n e ral* . Th e P l a n is a defi ne d con t ri bution plan cov eri n g h o ur l y and salaried emp l o y ee s at c e rtain div isi on s and subsidiaries o f the Compan y . El i g i ble employees m ay pa r t i c i pate in t h e Pl an on the i r da t e o f h ire . The P la n i s subj e ct t o t h e pro v isi ons of th e Emp lo ye e Re ti re men t I n co me S e curit y Ac t o f 1974 , as amend e d (" ERI S A ") .

2. *Contri butions* . Particip ant s m ay co ntribut e (on either a pre-tax or Roth after-tax basis) u p to 5 0 percent o f th e ir p retax annual co mpensation , as defi ne d i n th e Pl an. A l l employees who a re e ligibl e to pa rticipa t e und e r th i s Pl a n a nd who ha v e a ttai ned the age of 50 bef o r e the clo se of the pla n y ear s hall be eligib l e to make c a tch - u p con trib utions . Pa r t i c ip ants m ay also mak e roll ov er cont ri bu t i ons representing dist r ibutions from i ndivid u al IRAs , SEP s , 4 03(b) a n d 457 p l ans o r o t her e m plo y e r s ' tax qual ifie d pl a ns. The Compan y m ak es m atchi ng and/ or pr o f i t shar i ng employer cont ri buti o ns in ac c o rdanc e with t h e p r ov ision s of the P lan . These employer co ntr i buti ons , i f applicabl e , v ar y by div ision or subs i d i a ry and are i nvested purs ua n t t o the partic i pant ' s in v es t men t elect i on . Cont r ibu tio ns a re s ubject to ce rtai n Interna l Re v e nu e Serv i ce (" IRS ") l i mit ati ons . P arti c ipant s ma y direc t co ntrib ut i ons i n one pe r c ent in c r e m ents in a ny of the variou s inves tment option s. T hese options i nc l ud e pro f ess i ona ll y m a naged mu t ual fu nds , collective trust funds, sto c k f u nds a nd a b r o ker age account which all ows partici p a nts to buy , s e l l or trade m os t pu b l i c l y l is t ed comm on s tocks , co rporate and government bond s o r c e r t i ficates o f depos i t ; these o pti ons vary in t h eir resp ec t i ve strat egi e s , risks a n d g o a ls . Part i cipants m ay ch a nge thei r inv est m e nt o pt i o n s d aily . At December 31, 2016 and 2015 , employer profit sharing contributions receivable totaled $23,068,250 and $20,139,828 , respectively.

3. *P a r ticipa nt A ccoun ts* . Each a ct i ve particip a nt ' s a cco u nt is cr ed ited with the pa rt ic i pan t ' s cont ri buti on s a n d a l loc a tions o f (a) employer cont ri butions (i f app li cab l e) , and (b) investm e n t earnings , as defined in the Pl an . P lan adm i n istra ti v e ex p enses ar e paid b y the Company and n ot charg e d to participa nts ' account s . Ce rt ai n expense s m a y be incurred by i n d ivid ua l part ic ipant s fo r special ser v i ces re l a tin g t o the i r accounts . Thes e costs are charg e d di r e c tly to the i n di vidual part i c i pa n t ' s account . T he ben efit to wh i c h a pa r t i ci pant i s entitl ed is the be n ef it th a t can be prov i d ed fr om the p articipa nt ' s v es te d account .

4. *V es ting a n d F orf eited Employer Con tribution s* . Par t icipants are i mme di ate l y vest e d in th ei r cont r ibutions pl u s ac tual earning s ther eo n . Partici pa nts ar e also i mme d i ately v e sted in the C om pa n y match i ng cont r ibuti on plus earnin gs thereon . V esting in Company p r o fit s haring c o ntr i bu t i ons oc cu rs a fter th r ee yea rs of s ervice comm enci ng at d a t e of h i re . A t December 31, 2016 and 2015 , f orfe ited non vested e mployer contribu t ions tot a l e d $583,623 and $455,844 , r espec t ively . All forfeit e d amoun ts wer e us e d in each s uccee din g y ea r t o red uce employer co nt rib ution s .

5. *Voting R ights* . Each parti cipant w h o has an i nterest i n the Masco Corporation Company S toc k Fund is enti tle d to ex ercise vot i ng r ights attributa b l e to the sh ares alloc ated to his or he r Company Stoc k Fund account and i s n ot i fied b y t he Tru s te e, Fidelit y Manag e ment Tru st C o m pany ("F idel i ty "), as defi ne d by t he Plan, p r i o r to th e tim e that such rights are to be exe r c ise d . If t he Tru s te e d oe s n o t re c ei v e timely i nstruct i on s , the Trustee its e l f o r by proxy sha ll vot e all s uch shares in t he s a me rat i o as the share s with respe ct to wh i ch inst r u ctions were r ec ei v ed fr o m pa r ti ci p a nts .

6. *Notes Re ce i v a ble from P arti c i pants* . Gen erally, par tic i pant s may borrow fr o m their accoun t a m in i m u m of $ 1 , 0 0 0 up t o a m axim u m eq u al t o the lesser of $50,000 or 5 0 perc ent o f their ves t e d ac co unt bala nce at th e t ime of the loan . Loan terms g en e rally range fr om 1- 5 ye ars, or up to 20 yea rs in lim ite d circumstance s . The loans a re co ll ate rali z ed b y the b al ance in t h e participant ' s account a n d ge n era lly bear inte rest at a r a t e equa l to the Prime R a t e on t he la s t bus i n ess da y of t he month pri or to the da te o f the l oa n a pplicati on . Princip al a n d interest ar e pai d ratably t h rou g h pa y r o ll dedu c ti on s .

7. *Pay m e nt of Be nefit s.* G e ne r ally , afte r separa tion from service due to terminati o n, de a t h , disabilit y o r r et ir e m ent , a p a r t i cip a nt may elect t o receive an a mo un t e qual to the va l u e of th e partici pant ' s ve sted interest in his or her a c c o u nt i n either a single l ump-sum amoun t o r in an nual installment s over a peri o d n o t to exceed fi v e ye ar s. In - ser v i c e an d h a rdship withdrawa ls are distrib uted in a s i ngle p ayment .

B. S UMMARY OF SIGNIFICANT ACCOUNTING POLICIES

T he following i s a summ ar y of sig n i fic a nt acco u nt ing po li c i e s (in a cco rdan ce w it h acco unting pri nciples gen erally ac cepted in the Un ited State s o f Am e rica (" GAAP ") f ollow ed in the p re parat i o n of t he s e f i nancial state m e nts .

Basis o f Ac co un t in g. The accompa ny in g f i n a n c ial st a t e m ent s are prepared on t he ac crual basis o f ac counting.

Use of Est imates. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of additions and deductions during the reporting period. Actual results could differ from these estimates and assumptions.

Risks a n d Uncertainties. The Pla n provides for v ar i ous in v estment options in collective trust funds, mut ua l fund s an d oth er i nvestm ent secu r i tie s . Inv es tment sec uri ties a r e exposed to var ious r i sk s , i ncludin g interest rate , ma r ket a n d credit risks . Due t o the lev e l of ris k ass o ciat e d with ce r tain collective trust funds, m utu a l fun d s and in v estment securities and th e l e v el o f un c e r ta i nty related t o c hanges i n the val u e o f in v es t ment securiti e s , it is reasonab l y poss i b l e t hat changes in risks in the n e ar term could mater ia lly affec t p artic ipan ts ' account ba l ance s a n d t h e am ounts re p orted in t he statem ents o f n et a ssets avai lable f o r benefits a nd the st at ement o f changes in net asse ts a vai l a b l e for ben efi ts .

I n v estment V a l uat i on and Income R e co gnition. I nvest ments are s ta ted at fa i r va l ue as dete r min e d by Fide lit y Pric ing a nd Ca sh M anagem ent Servic es , Inc . See Note D for a summary of the valuation method by type of fund.

I n v es tm e nt transact i ons are r e fle c te d on a t ra d e - d a te ba si s . Interest inc o me i s recogni ze d on the accrua l ba si s of accounting . Div i dend income is reco rde d on th e e x - div id e nd da t e . Income f rom othe r sec uri t i e s i s r eco rde d as e arned on a n accrual bas is .

The Plan p r esents in the stat e ment of ch a nges i n n e t assets available for benef i ts t he ne t a pprec i at i o n (depreciati o n) in the fair v a lue o f it s in v estm e nts , which consist s of the rea li zed ga in s or losses and the un rea lized a ppr eciatio n (d epre ci a ti on) of th ose inve s tments .

Notes R ece ivable f r om Participan t s. Notes r ecei v ab l e f r om pa r tic i pants are measu r ed at their unp a id princi pa l balanc e p l us any a ccrued bu t u npaid in tere s t . I nterest income is r ec orded on the a c cru al b as i s . De linquen t notes rec e ivab l e fr o m part i c ip ants ar e r ecorde d a s b ene fi t paymen ts b ased upon the term s of the P la n.

Payment of Benefit s. B enef i t s ar e r eco r d e d when p a i d.

Recently Adopted Account i n g Prono unc e me n ts. I n May 2015, th e Fi nanc ial Acc ount i ng S t an da r ds B o ard ("FASB") i ss ue d Accounting Standards Update 2015-07 ("ASU 2015-07") , "Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)", which exempts investments measured using the Net Asset Value ("NAV") (or its equivalent) practical expedient in ASC 820, Fair Value Measurement, from categorization within the fair value hierarchy. We retrospectively adopted ASU 2015-07 on December 31, 2016 . As a result of the adoption, we have removed from the fair value hierarchies (in Note D) the plan assets valued using the NAV per share method (or its equivalent) as a practical expedient as of December 31, 2016 and 2015 . We have separately presented the value of these assets to permit reconciliation to total plan assets.

Recently Issued Account i n g Prono unc e me n ts. I n February 2017 , th e FASB i ss ue d Accounting Standards Update 2017-06 ("ASU 2017-06") , "Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Plan Master Trust Reporting", which changes the presentation and disclosures for plans that participate in a master trust. ASU 2017-06 is effective for annual periods beginning after December 15, 2018 and requires retrospective application. We are currently evaluating the impact the adoption of this new standard will have on the Plan's financial statements.

C. INVESTMENTS

At December 31, 2016 , the s tock fund was mad e u p o f the Masco Corporat io n Company Stock Fund totaling $18,517,251 . At December 31, 2015 , the stock funds were mad e u p of the Masco Corporation Company Stock Fund t ota ling $16,988,932 and the TopBuild Corp. Stock Fund totaling $1,843,364 . The Masco Corporation Company Stock Fund was comprised exclusively of Masco Corporation Common Stock at both December 31, 2016 and 2015 .

D. FAIR VALUE MEASUREMENTS

Accounting Poli cy . T he Plan foll ows f a i r v alue g uidan ce (A SC 820) that defin es fa ir value , es tab l ishes a fra mewor k for measuring f a ir val u e and expa nds d i sclosures about f air v alue meas urem en ts . T h e g uida nce d efin e s fair val ue as "t h e price tha t wou l d be received to se ll an a sset or p aid to tr ansf e r a li ab i l ity in an orderl y t r an s act i on bet w ee n mark e t part icipa n ts at the m e as u r e ment dat e ." Fur t her , i t de f ine s a fai r v al u e h i era r ch y , a s follo w s : L e v e l l inpu ts as qu ote d p ri c es in a c ti ve ma rket s fo r ide nt i cal asset s or liab iliti e s ; Leve l 2 inp u t s as ob ser v a b le inpu t s ot h e r than Le vel 1 p rices , such as quot e d ma rket prices fo r s imi l ar assets o r liab i lities o r oth e r i n p u ts that ar e observ able or can be c o rroborated b y ma rk et data; and Le ve l 3 i n p ut s as unobser v abl e inputs that are supported by little or no market act ivi t y a nd t hat are fi na n c i a l instruments whose value is determin e d u s ing pricing m o d e ls or ins t rumen t s for which the determination of fa ir v al u e r e quires si gni f icant m a n a g e me nt judgment o r e stimation .

A desc ri ption of the valua ti on metho dol o gi e s u sed fo r assets m e asur ed at f air value is as follows:

Collective trust funds: Valued based on NAV, which approximates fair value as of December 31, 2016 and 2015 . Such basis is determined by reference to the respective fund’s underlying assets, which are primarily marketable equity and fixed income securities.

Mutual funds: Valu e d at the daily c losing price as rep o rt e d by the fund . Mutual funds held by th e Plan are open - end mutual fun d s that are r e gistered with the S ecurities and E xc ha nge Commissi o n. T hese funds are r equi r ed to publish t he ir d a ily NAV and t r a n s ac t at tha t pric e . Th e m u tual funds h eld b y the Plan ar e de e med to be acti v e ly tr aded .

Stock funds : V al ue d at t he c l o s ing p r ice as re p o rted on the a ctive market on whi c h th e individual s ec u ri ties are t ra d e d .

B r ok erage acc ount : Part icipant dir ected inve stments coul d inclu de c o mm on st ocks , mutual funds, c o rpo rate o r go v er nment b o nds o r other i nvestment s.

T h e methods desc r ib e d ab o v e m a y pr oduc e a f air value ca lcu lat io n that may not be i ndicative of n et r ealizable va lu e or re flective of f ut ure fair values . Furthermore , while t h e Pla n belie v e s i ts va l uation meth o d s are appropriate and consistent with oth er market partici p ants , the use of dif f er e nt methodologies or assumptions to d e term in e the fair v alue of certain fina nc i a l i nstruments cou l d result in a dif fe re nt fair value me a su r e m e nt at the rep o r t in g da t e.

T h e f ollowing tables set fort h by l ev e l , w it hi n t h e fair value hierarchy , th e P l a n 's assets at fair value as o f December 31, 2016 and 2015 .

	Assets at Fair Value as of December 31, 2016				
	Level 1	**Level 2**	**Level 3**	**Measured at NAV**	**Total**
Collective trust funds	$ —	$ —	$ —	$ 389,145,266	$ 389,145,266
Mutual funds	416,624,091	—	—	—	416,624,091
Stock fund	18,517,251	—	—	—	18,517,251
Br ok e r a ge account	16,135,757	—	—	—	16,135,757
Total assets at fair value	$ 451,277,099	$ —	$ —	$ 389,145,266	$ 840,422,365

D. FAIR VALUE MEASUREMENTS (Concluded)

	Assets at Fair Value as of December 31, 2015				
	Level 1	Level 2	Level 3	Measured at NAV	Total
Collective trust funds	$ —	$ —	$ —	$ 366,679,614	$ 366,679,614
Mutual funds	381,362,460	—	—	—	381,362,460
Stock funds	18,832,296	—	—	—	18,832,296
Br ok e r a ge account	12,220,129	—	—	—	12,220,129
Total assets at fair value	$ 412,414,885	$ —	$ —	$ 366,679,614	$ 779,094,499

The following table summarizes investments measured at fair value using the NAV per share practical expedient as of December 31, 2016 . Were the Plan to initiate a full redemption of the collective trust funds, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure the securities liquidations will be carried out in an orderly business manner.

December 31, 2016	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Collective trust funds:				
FIAM Small Capitalization Core Commingled Pool Class D	$ 18,120,062	None	Daily	30 days
Fidelity® Diversified International Commingled Pool	33,837,981	None	Daily	90 days
Fidelity® Low-Priced Stock Commingled Pool	31,049,855	None	Daily	90 days
FIAM Target Date 2005 Commingled Pool Class X	933,876	None	Daily	30 days
FIAM Target Date 2010 Commingled Pool Class X	5,730,867	None	Daily	30 days
FIAM Target Date 2015 Commingled Pool Class X	9,629,105	None	Daily	30 days
FIAM Target Date 2020 Commingled Pool Class X	34,958,061	None	Daily	30 days
FIAM Target Date 2025 Commingled Pool Class X	35,493,568	None	Daily	30 days
FIAM Target Date 2030 Commingled Pool Class X	50,198,722	None	Daily	30 days
FIAM Target Date 2035 Commingled Pool Class X	37,561,307	None	Daily	30 days
FIAM Target Date 2040 Commingled Pool Class X	32,873,027	None	Daily	30 days
FIAM Target Date 2045 Commingled Pool Class X	25,356,175	None	Daily	30 days
FIAM Target Date 2050 Commingled Pool Class X	15,023,596	None	Daily	30 days
FIAM Target Date 2055 Commingled Pool Class X	4,310,134	None	Daily	30 days
FIAM Target Date 2060 Commingled Pool Class X	382,760	None	Daily	30 days
FIAM Target Date Income Commingled Pool Class X	5,348,246	None	Daily	30 days
FIAM Core Plus Commingled Pool Class K	48,337,924	None	Daily	30 days
Total Investments Measured at NAV	$ 389,145,266			

E. INCOME TAX STATUS

The IRS determined and informed the Company by letter dated November 6, 2014 that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code ("Code"). The Plan has since been amended; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Acco un ti ng p r inciples generall y ac c ep t ed i n the United States of Ame ri c a require Pla n m a n age ment to evaluate tax pos i t i o ns taken b y the Plan and recogn ize a tax liabili ty if the Plan has take n an uncer t ai n position that more l i k e ly t h an not would not b e s ustained upon exa m inat i o n b y the IRS. The Plan admini s t rator has anal y zed th e tax positions take n b y t he Pla n , and has conclud e d t h at as of December 31, 2016 , there are n o un c e rt ai n positions taken or exp e ct e d to be taken that would r e qu i re recognition of a li ab ili t y or disclosure i n th e financial state m e n ts. The Plan is subject to r o u tine audits by taxing ju risdictions; ho w e v er, th e re a re currently no audi t s f o r an y tax period in prog ress.

F. PLAN TERMINATION

Altho ugh the Company has not e xpressed an i n t e nt to do so , the Com pany h a s the right at an y time to discontinue its contribu ti on s a n d to terminat e t h e Plan , subjec t to the provisions of ERISA . At the date o f a n y such termin a t i on , all partic ipan t s would become fully vested in their accounts and the Adm ini st r ative Committ ee of the Pl a n shall direct the T r u s t ee to dist rib ut e to the participant s all assets of th e Plan , net of any t er minatio n expen s e s w hi ch wi ll be prorat e d among the partici pa nts ' accou n ts .

G. RELATED PARTY TRANSACTIONS

Cert ain Plan invest m ents a r e shar es of collective trust funds and m utual funds managed by Fidel ity . Fid e l ity is also the T rustee as defin ed by t he P l an and , th eref ore , the purch ases and sales qual ify as pa rty - in - interest transactions . The r e were no fees paid by the Pla n for in v est m e nt management ser v i ces for the year ended December 31, 2016 . Notes receiv a b le f r om participant s ar e also considered party -i n - interest t ran s actions.

The Pla n inv e sts in a Masco Co r poration Common Stock Fund . As of December 31, 2016 a n d 2015 , t h e v a lue of the Masco Corporation Comm o n Stock Fund was $18,517,251 and $16,988,932 , respect i vely .

H . RECONCILIATION OF PLAN'S FINANCIAL STATEMENTS TO FORM 5500

Participant loans are shown net of deemed distributions on the Form 5500.

The following is a reconciliation of net assets per the financial statements to the Form 5500:

		As of December 31, 2016
Net assets available for benefits per the financial statements	$	888,969,639
Less: Deemed distributions		136,690
Net assets per the Form 5500	$	888,832,949

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to net income per the Form 5500 for the year ended December 31:

		2016
Increase in net assets available for benefits per the financial statements	$	57,818,194
Less: Deemed distributions		136,690
Net income per the Form 5500	$	57,681,504

MASCO CORPORATION 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value and Number of Shares Outstanding	(d) Cost*	(e) Current Value
	Artisan Mid Cap Fund	Mutual Fund		
	- Institutional Class	1,074,628 shares		$ 42,017,961
	JP Morgan Mid Cap Value Fund	Mutual Fund		
	- Institutional Class	1,191,312 shares		43,363,768
	Vanguard Wellington Fund ™	Mutual Fund		
	- Admiral™ Shares	491,513 shares		33,152,542
	Dodge & Cox Stock Fund	Mutual Fund		
		175,712 shares		32,383,713
	Harbor Capital Appreciation Fund	Mutual Fund		
	- Institutional Class	1,504,236 shares		85,214,962
**	Fidelity® Extended Market Index Fund	Mutual Fund		
	- Premium Class	38,414 shares		2,133,529
**	Fidelity® Institutional Money Market	Mutual Fund		
	Government Portfolio - Institutional Class	45,826,882 shares		45,826,882
**	Fidelity® Independence Fund - Class K	Mutual Fund		
		1,025,426 shares		34,341,510
**	Fidelity® 500 Index Fund	Mutual Fund		
	- Institutional Class	850,995 shares		66,675,420
**	Fidelity® Emerging Markets Fund - Class K	Mutual Fund		
		594,585 shares		13,265,183
**	Fidelity® International Index Fund	Mutual Fund		
	- Institutional Class	158,249 shares		5,590,938
**	Fidelity® U.S. Bond Index Fund	Mutual Fund		
	- Institutional Class	1,101,626 shares		12,657,683
**	Fidelity® Diversified International	Collective Trust Fund		
	Commingled Pool	3,288,434 shares		33,837,981
**	Fidelity® Low-Priced Stock	Collective Trust Fund		
	Commingled Pool	2,620,241 shares		31,049,855
**	FIAM Small Capitalization Core	Collective Trust Fund		
	Commingled Pool Class D	174,466 shares		18,120,062
**	FIAM Target Date Income	Collective Trust Fund		
	Commingled Pool Class X	417,832 shares		5,348,246
**	FIAM Core Plus	Collective Trust Fund		
	Commingled Pool Class K	2,552,161 shares		48,337,924

MASCO CORPORATION 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR), Concluded

December 31, 2016

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value and Number of Shares Outstanding	(d) Cost*	(e) Current Value
**	FIAM Target Date 2005	Collective Trust Fund		
	Commingled Pool Class X	69,125 shares		933,876
**	FIAM Target Date 2010	Collective Trust Fund		
	Commingled Pool Class X	397,149 shares		5,730,867
**	FIAM Target Date 2015	Collective Trust Fund		
	Commingled Pool Class X	666,374 shares		9,629,105
**	FIAM Target Date 2020	Collective Trust Fund		
	Commingled Pool Class X	2,479,295 shares		34,958,061
**	FIAM Target Date 2025	Collective Trust Fund		
	Commingled Pool Class X	2,437,745 shares		35,493,568
**	FIAM Target Date 2030	Collective Trust Fund		
	Commingled Pool Class X	3,545,108 shares		50,198,722
**	FIAM Target Date 2035	Collective Trust Fund		
	Commingled Pool Class X	2,594,013 shares		37,561,307
**	FIAM Target Date 2040	Collective Trust Fund		
	Commingled Pool Class X	2,302,033 shares		32,873,027
**	FIAM Target Date 2045	Collective Trust Fund		
	Commingled Pool Class X	1,765,750 shares		25,356,175
**	FIAM Target Date 2050	Collective Trust Fund		
	Commingled Pool Class X	1,061,738 shares		15,023,596
**	FIAM Target Date 2055	Collective Trust Fund		
	Commingled Pool Class X	284,122 shares		4,310,134
**	FIAM Target Date 2060	Collective Trust Fund		
	Commingled Pool Class X	37,636 shares		382,760
**	Masco Corporation Company Stock Fund	Company Stock Fund		
		585,618 shares		18,517,251
	Brokerage Account	Brokerage Account		
		16,135,757 shares		16,135,757
**	Notes Receivable from Participants	Ranging 1-20 years maturity with		
		Rates of Interest, 3.25% - 10.5%		24,751,074
				$ 865,173,439

* His t orical cost informa tio n is no t req u ir ed on t he Sch edule o f As se ts (He l d a t En d o f Year) for par t ic ipant directed in v es tme nts .

** Th ese inv estments are with a party - i n -interes t.

MASCO CORPORATION 401(k) PLAN

SIGNATURE

The Plan . Pursuant to t h e re qu ire m ents o f t h e Sec u rities Exchange Act o f 1 934, the tr u s t ees (or other persons who adm i n i s t er the employee benefit plan) h a v e duly caused t h is a nnual report to be sig n ed o n i t s behalf by the undersigned h ere u nto duly authorize d .

Masco Corporation 401(k) Plan

By: Masco Corporation, Plan Administrator of the Masco Corporation 401(k) Plan

Date: June 9, 2017

By: /s/ John G. Sznewajs

John G. Sznewajs
Vice President and Chief Financial Officer
Authorized Signatory

MASCO CORPORATION 401 (k) PLAN

EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of Grant Thornton LLP relating to the Plan's financial statements

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated June 9, 2017 , with respect to the financial statements and supplemental schedule included in the Annual Report of the Masco Corporation 401(k) Plan on Form ll-K for the year ended December 31, 2016 . We hereb y consent to the incorporation by reference of said report in the Registration Statements of Masco Corporation on Form S-8 (File Nos. 333-74815 and 333-168827).

/s/ Grant Thornton LLP

Southfield, Michigan
June 9, 2017