
United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

[X] ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended: December 31, 2016

Commission File Number 1-7107

LOUISIANA-PACIFIC 401(k) AND PROFIT SHARING PLAN

LOUISIANA-PACIFIC CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
**(State or other jurisdiction of
incorporation or organization)**

1-7107
**Commission
File Number**

93-0609074
**(IRS Employer
Identification No.)**

414 Union Street, Suite 2000, Nashville, TN 37219
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (615) 986-5600

LOUISIANA-PACIFIC 401(k) AND PROFIT SHARING PLAN

TABLE OF CONTENTS

	Page
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	1
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015:	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 12
SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2016:	
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year)	14
Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	
SIGNATURES	15

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants of the Louisiana-Pacific 401(k) and Profit Sharing Plan and the Finance and Audit Committee of Louisiana-Pacific Corporation:

We have audited the accompanying statements of net assets available for benefits of the Louisiana-Pacific 401(k) and Profit Sharing Plan (the Plan) as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit 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 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 fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 have been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include 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 supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the 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 in the accompanying schedule is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ FRAZIER & DEETER, LLC

Nashville, TN

June 16, 2017

LOUISIANA-PACIFIC 401(k) AND PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	As of December 31,	
	2016	2015
ASSETS:		
Cash	\$ 55	\$ —
Investments -- at fair value:		
Mutual Funds	262,422,892	246,493,804
Collective trust funds	10,296,363	4,360,596
Louisiana-Pacific Corporation common stock	35,152,597	38,819,951
	<u>307,871,852</u>	<u>289,674,351</u>
Investments -- at contract value:		
Stable Value Fund	36,246,087	34,251,328
	<u>36,246,087</u>	<u>34,251,328</u>
Total investments	<u>344,117,939</u>	<u>323,925,679</u>
Receivables:		
Notes receivable from participants	9,309,379	8,063,870
Employer contributions	3,806,631	123,182
Total receivables	<u>13,116,010</u>	<u>8,187,052</u>
Total assets	<u>357,234,004</u>	<u>332,112,731</u>
LIABILITIES:		
Accrued administrative expenses	18,785	35,576
Total liabilities	<u>18,785</u>	<u>35,576</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>357,215,219</u></u>	<u><u>332,077,155</u></u>

See notes to financial statements.

LOUISIANA-PACIFIC 401(k) AND PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For Years Ended December 31,	
	2016	2015
ADDITIONS:		
Contributions:		
Employer contributions	\$ 12,361,364	\$ 8,018,492
Participant contributions	16,173,085	14,177,125
Total contributions	<u>28,534,449</u>	<u>22,195,617</u>
Investment income (loss):		
Dividend and interest income	10,067,951	14,405,216
Net appreciation (depreciation) in fair value of investments (including realized gains and losses)	12,581,520	(7,534,436)
Other income	187,593	144,301
Net investment income	<u>22,837,064</u>	<u>7,015,081</u>
Interest income on notes receivable from participants	<u>373,385</u>	<u>324,532</u>
Total additions	<u>51,744,898</u>	<u>29,535,230</u>
DEDUCTIONS:		
Administrative expenses	106,518	146,876
Benefits paid to participants	26,500,316	24,729,518
Total deductions	<u>26,606,834</u>	<u>24,876,394</u>
NET INCREASE	25,138,064	4,658,836
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	332,077,155	327,418,319
End of year	<u>\$ 357,215,219</u>	<u>\$ 332,077,155</u>

See notes to financial statements.

**LOUISIANA-PACIFIC 401(k) AND PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED December 31, 2016 and 2015**

1. DESCRIPTION OF PLAN

The following description of the Louisiana-Pacific 401(k) and Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for detailed information.

General - This Plan was initially adopted in 2000, and amended and restated effective January 1, 2009. The Plan is a defined contribution plan covering all U.S. salaried and hourly employees of Louisiana-Pacific Corporation (the "Company" or "LP"), except those members of a collective bargaining unit, certain temporary or leased employees, and nonresident aliens who receive no U.S. source income. The Plan is designed to comply with applicable provisions of the Internal Revenue Code (the "IRC") and the Employee Retirement Income Security Act of 1974 ("ERISA") as amended. Any employee noted above may become a participant immediately upon hire. The Plan is administered by an administrative committee (the "Plan Administrator") comprised of a minimum of three members appointed by LP. Effective December 31, 2014, the hourly plan merged into the salaried plan. The plan was then restated effective January 1, 2015 and renamed the Louisiana-Pacific 401(k) and Profit Sharing Plan.

Contributions - Contributions to the Plan include (i) salary and hourly compensation reduction contributions authorized by participants, (ii) non-discretionary matching contributions made by LP, (iii) discretionary profit sharing contributions made by LP, and (iv) participant rollovers from other qualified plans or conduit Individual Retirement Arrangements. Participant salary reduction contributions are subject to certain IRC limitations.

Participants may elect to contribute a pre-tax and/or Roth percentage of their compensation to the Plan each year, subject to limitations, as defined in the plan document and set by the IRC. Pre-tax contributions are excluded from the participant's taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan or elect a different percentage for their contribution. As of January 1, 2014, automatically enrolled participants have their deferral rate set at 6% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions.

As of January 1, 2015, LP matches contributions at 100% of the first 4% and 50% of the next 2% of eligible compensation deferred. LP can also make a discretionary profit sharing contribution. A discretionary profit sharing contribution of \$3,666,723 was made in 2016. Participants may direct the investment of their contributions and the employer contributions into various investment options offered by the Plan. Participants must be employed on the last day of the Plan year to receive profit sharing contributions

Participant Accounts - Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of the Company's discretionary profit sharing contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined by the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Amendments - The First Amendment to the restated Plan Document was effective January 1, 2010 to reinstate the Employer match contribution. The Plan was amended effective January 1, 2011 to allow Roth after-tax contributions and include an addition of a feature to automatically increase the deferral rate

for any participant up to a 5% deferral annually. Effective January 1, 2012 the Plan was amended to allow carry over of the Catch Up Contribution election and to modify the financing period on all loans taken out after January 1, 2012. Effective January 1, 2013 the Plan was amended to increase the company match to 100% of the first 2% and 50% of the next 3% of eligible compensation deferred. Restrictions regarding participant installment distributions were removed to allow distributions to extend beyond a 20 year period. Effective January 1, 2014 the Plan was amended to increase the automatic enrollment and automatic boost to 6%. The vesting on matching contributions was reduced to 2 years of vesting service. The 2015 changes reclassified the plan as a Qualified Automatic Contribution Arrangement (QACA) and ADP/ACP testing is no longer required. Effective January 1, 2015 the hourly and salary plans were merged, the Plan was restated and renamed, and the matching contributions were increased to 100% of the first 4% and 50% of the next 2% of eligible compensation deferred.

Investments - Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 24 mutual funds, LP common stock, 3 collective trust funds and a stable value fund as investment options.

Vesting - Participants are immediately 100% vested in their own contributions.

A participant shall become fully vested in employer contributions to the Plan upon the first of the following events to occur while employed by LP:

- Completion of three years of service for the profit sharing contributions (five years of service for the profit sharing contributions related to Plan years beginning before January 1, 2008)
- Completion of two years of service for the matching contributions
- Death
- Attainment of age 65 (age 60 for the amounts transferred from the Employee Share ownership trust (ESOT))

Payment of Benefits - Participants become eligible upon the occurrence of any one of the following:

- Normal retirement of the participant at age 65
- Death of the participant
- Termination of employment

On termination of service, a participant may generally elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments. If the participant has an account balance less than \$1,000, installment payments or partial distributions are not permitted and distribution to a participant or beneficiary will be made in one lump-sum.

Notes Receivable from Participants - Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less, for a period of no more than 4 years. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with the prime rate plus 1% at the time funds are borrowed as determined by the Plan administrator. At December 31, 2016, interest rates range from 4.25% to 4.50%. Principal and interest are paid ratably through payroll deductions or as a lump-sum for the outstanding loan balance.

Hardship Withdrawals - No amounts may be withdrawn from a salary deferral account before a participant terminates employment with LP or attains the age of 59 1/2, except by reason of financial hardship.

Forfeited Accounts - When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. Plan funds forfeited by participants who terminate employment before they are fully vested may be used to pay Plan expenses or

be used to offset the amount LP would have otherwise contributed to the Plan. At December 31, 2016 and 2015, forfeited non-vested accounts totaled \$103,705 and \$69,133. These forfeitures will be used to reduce future employer contributions and/ or pay Plan administrative expenses. During the year ended December 31, 2016 and 2015, employer contributions were reduced by \$80,002 and \$35,000 from forfeited non-vested accounts, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributed for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts and the contract value of the fully benefit-responsive investment contracts. The Statements of Changes in Net Assets Available for Benefits are prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan utilizes various investment securities, including common stock, mutual funds, collective trust funds, and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value with the exception of fully-benefit responsive investment contracts. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company's common stock is valued at the closing price reported on the New York Stock Exchange on the last business day of the Plan year. Shares of mutual funds held by the Plan at year-end are valued at current quoted market prices. Collective trust funds are stated at fair value based on the net asset value provided by the administrator of the fund. The stable value fund is stated at contract value. Contract value reflects the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan and is the relevant measure for the portion of assets attributable to fully benefit-responsive investment contracts.

The stable value fund (the "Fund") is a collective trust fund sponsored by T. Rowe Price. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit, although there is no guarantee that the Fund will be able to maintain this value.

Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from sales of investments are recorded on the average cost method. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits - Benefit payments are recorded when disbursed.

Administrative Expenses - Certain administrative expenses of the Plan are paid by the Plan as provided in the Plan document while others are paid directly by the Company and are excluded from these financial statements. Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected.

New Accounting Pronouncements - In May 2015, the FASB issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or its Equivalent)* (ASU 2015-07). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy investments for which fair values are estimated using the net asset value practical expedient provided by Accounting Standards Codification 820, Fair Value Measurement. Disclosures about investments in certain entities that calculate net asset value per share are limited under ASU 2015-07 to those investments for which the entity has elected to estimate fair value using the net asset value practical expedient. The Plan elected to early adopt ASU 2015-07 as of December 31, 2016. The adoption has been reflected in Note 3 - Fair Value Measurements. The adoption of ASU 2015-07 did not have a material impact on the Plan's financial statements and has been applied retrospectively to prior periods presented.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pensions Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*(ASU 2015-12). Part I of ASU 2015-12, eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully-benefit responsive investment contracts. Part II of ASU 2015-12 eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. It also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III of ASU 2015-12 allows a plan with a fiscal year end that doesn't coincide with the end of a calendar month to measure its investments and investment-related accounts using the month end closest to its fiscal year end. The Plan adopted ASU 2015-12 Parts I and II as of December 31, 2016. Part III is not applicable to the Plan. The adoption of Parts I and II did not have a material impact on the Plan's financial statements and has been applied retrospectively to prior periods presented.

3. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows:

- Level 1, which refers to securities valued using quoted prices from active markets for identical assets;
- Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available;
- Level 3, which refers to securities valued based on significant unobservable inputs.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Shares of mutual funds and LP Common Stock are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The collective trust funds are valued at the net asset value of units of a bank collective trust. The fair value of the funds are determined using the net asset value provided by the administrator of the funds. Trust units may be redeemed on a daily basis to meet benefit payments and other participant initiated withdrawals permitted by the Plan. A 5-day advance notice to the fund administrator is required if the Plan decides to withdraw the funds as investment options in the Plan.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common stock — industrial materials	\$ 35,152,597	\$ —	\$ —	\$ 35,152,597
Mutual funds	262,422,892	—	—	\$ 262,422,892
Collective trust funds	—	10,296,363	—	\$ 10,296,363
Total	<u>\$ 297,575,489</u>	<u>\$ 10,296,363</u>	<u>\$ —</u>	<u>\$ 307,871,852</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015.

	Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common stock — industrial materials	\$ 38,819,951	\$ —	\$ —	\$ 38,819,951
Mutual funds	246,493,804	—	—	\$ 246,493,804
Collective trust funds	—	4,360,596	—	\$ 4,360,596
Total	\$ 285,313,755	\$ 4,360,596	\$ —	\$ 289,674,351

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended, December 31, 2016 and 2015, there were no transfers between levels.

4. PLAN TERMINATION

Although it has not expressed any intention to do so, LP reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, participants will become fully vested and the interest of each participant in the Plan will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan's terms and the Code. Upon termination of the Plan, the Plan Administrator shall pay all liabilities and expenses of the Plan.

5. ADMINISTRATION OF PLAN ASSETS

As of December 31, 2016 and 2015, the assets of the Plan are managed by the T. Rowe Price Trust Company (T. Rowe Price) who invests cash received, dividends and interest income, and makes distributions to participants. T. Rowe Price also administers the receipt of principal and interest on the loans outstanding.

Certain administrative functions are performed by officers or employees of LP or its subsidiaries. No such officer or employee receives compensation from the Plan. Certain administrative expenses are paid by the Plan. Administrative expenses that are not permitted to be paid by the Plan are paid by LP.

6. STABLE VALUE FUND

The stable value fund (the "Fund") is a collective trust fund sponsored by T. Rowe Price. The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant net asset value (NAV) of \$1 per unit. Distribution to the Fund's unit holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain a stable net asset value of \$1 per unit; although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses.

Restrictions on the Plan - The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that affect its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable. The following events may limit the ability of the Fund to transact at contract value:

- A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund
- Any transfer of assets from the Fund directly into a competing investment option
- The establishment of a defined contribution plan that competes with the Plan for employee contributions
- Complete or partial termination of the Plan or its merger with another plan

Circumstances That Affect the Fund - The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrapper contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrapper contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrapper contract, the wrapper issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrapper contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

- Any substantive modification of the Fund or the administration of the Fund that is not consented to by the wrapper issuer
- Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund's cash flow
- Employer-initiated transactions by participating plans as described above

In the event that wrapper contracts fail to perform as intended, the Fund's NAV may decline if the market value of its assets declines. The Fund's ability to receive amounts due pursuant to these wrapper contracts is dependent on the third-party issuer's ability to meet their financial obligations. The wrapper issuer's ability to meet its contractual obligations under the wrapper contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrapper contracts covering all of its underlying assets. This could result from the Fund's inability to promptly find a replacement wrapper contract following termination of a wrapper contract. Wrapper contracts are not transferable and have no trading market. There are a limited number of wrapper issuers. The Fund may lose the benefit of wrapper contracts on any portion of its assets in default in excess of a certain percentage of portfolio assets.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of LP common stock and registered investment funds managed by T. Rowe Price, an affiliate of T. Rowe Price Associates, Inc (TRP Associates). LP is the Plan sponsor and TRP Associates is the trustee and recordkeeper, as defined by the Plan. Therefore these transactions qualify as exempt party-in-interest transactions.

At December 31, 2016 and 2015, the Plan held 1,856,978 and 2,155,466 shares, respectively, of common stock of the Company, the sponsoring employer, with a cost basis of \$18,314,816 and \$20,042,193, respectively. During the years ended December 31, 2016 and 2015, there was no dividend income from common stock of the Company to be recorded.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed LP by a letter dated May 22, 2015, that the Plan and related trust are designed in accordance with applicable sections of the Code. Once qualified, the Plan is required to operate in conformity within the IRC to maintain its qualification. The Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code; therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

9. ERISA ACCOUNT

An ERISA budget account has been set up to hold excess revenue-sharing payments collected by T. Rowe Price. Other income represents this surplus service provider revenue that has placed into this ERISA budget account. This account is funded through a portion of the "revenue sharing" fees that T. Rowe Price receives from the mutual funds offered under the plan. These payments can either be used for plan expenses or be allocated back to the plan participants.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the net assets available for benefits per the Form 5500 as if December 31, 2016 and 2015 is as follows:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$ 357,215,219	\$ 332,077,155
Non interest bearing cash	14,564	
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(173,365)	27,230
Benefits payable	(14,564)	—
Net assets available for benefits per the Form 5500	<u>\$ 357,041,854</u>	<u>\$ 332,104,385</u>

The following is a reconciliation of net investment income (loss) (includes dividend income, interest income, unrealized gains and losses, and realized gains and losses) per the financial statements to form 5500 for the years ended December 31, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Net investment income per financial statements	\$ 22,837,064	\$ 7,015,081
Interest income on participants loan	373,385	324,532
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(200,595)</u>	<u>(491,948)</u>
Net investment income per Form 5500	<u>\$ 23,009,854</u>	<u>\$ 6,847,665</u>

11. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through June 16, 2017, the date the financial statements were issued. All subsequent events, if any, requiring recognition as of December 31, 2016, have been incorporated into these financial statements.

SUPPLEMENTAL SCHEDULE

LOUISIANA-PACIFIC 401(k) AND PROFIT SHARING PLAN
EMPLOYER IDENTIFICATION NUMBER: 93-0609074 PLAN NUMBER: 040
FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost **	(e) Current Value
	Settlement	Cash and Cash Equivalents	\$	55
	Settlement	Non-interest Bearing Cash		14,564
	U.S Treasury Money Fund	Mutual Funds - Domestic Stocks		176,919
	DFA U.S. Small Cap Institutional Fund	Mutual Funds - Domestic Stocks		10,739,943
*	T. Rowe Price Growth Stock Fund	Mutual Funds - Domestic Stocks		29,078,056
*	T. Rowe Price Mid-Cap Growth Fund	Mutual Funds - Domestic Stocks		13,502,090
*	T. Rowe Price Mid-Cap Value Fund	Mutual Funds - Domestic Stocks		13,096,529
	Vanguard Institutional Index	Mutual Funds - Domestic Stocks		18,174,282
	Vanguard Total Bond Index Adm	Mutual Funds - Domestic Stocks		979,399
	Met West Total Return Bond I	Mutual Funds - Domestic Stocks		12,924,069
	Vanguard Ttl International Stock Index Adm	Mutual Funds - International Stocks		4,285,548
*	T. Rowe Price Balanced Fund	Mutual Funds - Balanced		19,554,628
*	T. Rowe Price Retirement 2005 Fund	Mutual Funds - Balanced		479,015
*	T. Rowe Price Retirement 2010 Fund	Mutual Funds - Balanced		4,020,746
*	T. Rowe Price Retirement 2015 Fund	Mutual Funds - Balanced		2,341,756
*	T. Rowe Price Retirement 2020 Fund	Mutual Funds - Balanced		35,879,828
*	T. Rowe Price Retirement 2025 Fund	Mutual Funds - Balanced		10,385,799
*	T. Rowe Price Retirement 2030 Fund	Mutual Funds - Balanced		39,918,247
*	T. Rowe Price Retirement 2035 Fund	Mutual Funds - Balanced		7,218,965
*	T. Rowe Price Retirement 2040 Fund	Mutual Funds - Balanced		24,796,282
*	T. Rowe Price Retirement 2045 Fund	Mutual Funds - Balanced		4,672,738
*	T. Rowe Price Retirement 2050 Fund	Mutual Funds - Balanced		3,760,658
*	T. Rowe Price Retirement 2055 Fund	Mutual Funds - Balanced		4,057,362
*	T. Rowe Price Retirement 2060 Fund	Mutual Funds - Balanced		462,191
*	T. Rowe Price Retirement Income Fund	Mutual Funds - Balanced		460,145
	Vanguard Inflation-Protected Bond	Mutual Funds - Fixed Income		1,457,698
*	T. Rowe Price Stable Value Fund	Stable Value		36,246,087
*	Louisiana-Pacific Corporation	Common stock		35,152,597
	Boston Partners Large Cap Value Equity	Collective Trust		5,777,826
	MFS International Growth Fund	Collective Trust		4,107,317
	PIMCO Diversified Real Asset	Collective Trust		411,221
*	Participant loans	Notes receivable from participants (interest rates between 4.25% and 4.5% maturing between 2017 and 2021)		9,309,379
			<u>\$</u>	<u>353,441,939</u>

*Party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements No. 333-156144 and No. 333- 153080 of Louisiana-Pacific Corporation on Form S-8 of our report dated June 16, 2017, with respect to the statements of net assets available for benefits of Louisiana-Pacific 401(k) and Profit Sharing Plan as of December 31, 2016 and 2015 and the related statements of changes in net assets available for benefits for the years then ended, and the related Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2016, appearing in this Annual Report on Form 11-K of Louisiana-Pacific 401(k) and Profit Sharing Plan for the year ended December 31, 2016.

/s/ Frazier Deeter, LLC

Nashville, Tennessee
June 16, 2017