

Meritage Homes CORP  
Form 8-K  
January 10, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) January 9, 2014**

**MERITAGE HOMES CORPORATION**  
**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**17851 N. 85<sup>th</sup> Street, Suite 300, Scottsdale, Arizona**  
**(Address of Principal Executive Offices)**  
**(480) 515-8100**

**1-9977**  
**(Commission**  
  
**File Number)**

**86-0611231**  
**(IRS Employer**  
  
**Identification No.)**

**85255**  
**(Zip Code)**

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**(Registrant's telephone number, including area code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On January 10, 2014, Meritage Homes Corporation, a Maryland corporation (the Company), entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, and Merrill Lynch, Pierce, Fenner & Smith, as Representatives of the several underwriters listed on Schedule A thereto, related to a public offering of 2,200,000 shares of common stock, par value \$0.01 per share, of the Company (the Common Stock). The price to the public is \$45.75 per share, and the underwriters have agreed to purchase the shares from the Company pursuant to the Underwriting Agreement at a price of \$43.69 per share. Under the terms of the Underwriting Agreement, the Company granted the underwriters an option, exercisable for 30 days, to purchase up to an additional 330,000 shares of Common Stock. The offering is being made pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-180685) previously filed with the Securities and Exchange Commission.

The Underwriting Agreement is filed as Exhibit 1.1 to this Report and is incorporated by reference herein, and the above description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

The Company's press releases announcing the offering and the pricing of the offering, dated January 9, 2014 and January 10, 2014, respectively, are filed as Exhibits 99.1 and 99.2 to this Report and are incorporated by reference herein.

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

##### (d) Exhibits

- 1.1 Underwriting Agreement, dated January 10, 2014, by and between Meritage Homes Corporation and Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith, as Representatives of the several underwriters listed on Schedule A thereto
- 5.1 Opinion of Venable LLP
- 23.1 Consent of Venable LLP (included in Exhibit 5.1 hereto)
- 99.1 Press release dated January 9, 2014 announcing the offering
- 99.2 Press release dated January 10, 2014 announcing the pricing of the offering

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 10, 2014

MERITAGE HOMES CORPORATION

/s/ LARRY W. SEAY

By: Larry W. Seay

Executive Vice President and Chief  
Financial Officer