

Meritage Homes CORP  
 Form S-8  
 May 20, 2014

As filed with the Securities and Exchange Commission on May 19, 2014  
 Registration No. 333-

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
 THE SECURITIES ACT OF 1933

MERITAGE HOMES CORPORATION  
 (Exact name of registrant as specified in its charter)

Maryland 86-0611231  
 (State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

8800 East Raintree Drive, Suite 300, Scottsdale, Arizona 85260  
 (Address of Principal Executive Offices) (Zip Code)

MERITAGE HOMES CORPORATION AMENDED AND RESTATED 2006 STOCK INCENTIVE PLAN  
 (Full title of the plan)

Larry W. Seay Executive Vice President and Chief Financial Officer 8800 East Raintree Drive Suite 300 Scottsdale, Arizona 85260 480-515-8100 (Name, address and telephone number (including area code) of agent for service)	Copies to:  Jeffrey E. Beck Snell & Wilmer L.L.P. One Arizona Center 400 East Van Buren Phoenix, Arizona 85004 (602) 382-6000
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock (\$0.01 par value)	1,100,000	\$38.62	\$42,482,000	\$5,471.68

(1)

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In the event of a stock split, stock dividend, or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").

Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rules 457(c) and (2)457(h) of the Securities Act, on the basis of the average of the high and low prices of the Registrant's shares of Common Stock on May 16, 2014.

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This Registration Statement relates to:

the Registration Statement on Form S-8 (No. 333-134637) that Meritage Homes Corporation, a Maryland corporation (the “Registrant”), filed on June 1, 2006, pursuant to which the Registrant registered 1,201,350 shares of common stock for issuance under the Meritage Homes Corporation 2006 Stock Incentive Plan (the “Plan”);

the Registration Statement on Form S-8 (No. 333-151261) filed on May 29, 2008, pursuant to which the Registrant registered an additional 900,000 shares of common stock for issuance under the Plan;

the Registration Statement on Form S-8 (No. 333-166991) filed on May 21, 2010, pursuant to which the Registrant registered an additional 250,000 shares of common stock for issuance under the Plan; and

the Registration Statement on Form S-8 (No. 333-181713) filed on May 25, 2012, pursuant to which the Registrant registered an additional 2,562,482 shares of common stock for issuance under the Plan (including 1,382,482 shares previously registered under a prior plan and transferred to the Plan, these 1,362,428 shares, the “Carried Forward Shares”).

The contents of the above-referenced registration statements are incorporated by reference herein pursuant to General Instruction E to Form S-8. This Registration Statement relates to the amendment of the Plan to, among other things, increase the number of shares of common stock authorized to be issued thereunder from 3,050,000 shares to 4,150,000 (excluding the Carried Forward Shares).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

Exhibit Number	Description	Page or Method of Filing
5.1	Opinion of Venable LLP	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Grant Thornton LLP	Filed herewith
23.3	Consent of Venable LLP	Included as part of Exhibit 5.1
24.1	Power of Attorney	See Signature Page
99.1	Meritage Homes Corporation Amended and Restated 2006 Stock Incentive Plan,	Incorporated by reference to Appendix A of the Proxy Statement for the 2014 Annual Meeting of Stockholders

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 19th day of May, 2014.

**MERITAGE HOMES CORPORATION**

By: /s/ Larry W. Seay  
 Larry W. Seay  
 Executive Vice President and Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven J. Hilton, C. Timothy White and Larry W. Seay, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
By: /s/ Steven J. Hilton Steven J. Hilton	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 19, 2014
By: /s/ Larry W. Seay Larry W. Seay	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 19, 2014
By: /s/ Hilla Sferruzza Hilla Sferruzza	Senior Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	May 19, 2014
By: /s/ Peter L. Ax Peter L. Ax	Director	May 19, 2014
By: /s/ Raymond Oppel Raymond Oppel	Director	May 19, 2014
By: /s/ Robert G. Sarver Robert G. Sarver	Director	May 19, 2014
By: /s/ Richard T. Burke, Sr. Richard T. Burke, Sr.	Director	May 19, 2014
By: /s/ Gerald W. Haddock Gerald W. Haddock	Director	May 19, 2014

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By: /s/ Dana Bradford  
Dana Bradford

Director

May 19, 2014

By: /s/ Michael R. Odell  
Michael R. Odell

Director

May 19, 2014

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