

Meritage Homes CORP  
Form S-8  
May 31, 2016

As filed with the Securities and Exchange Commission on May 31, 2016  
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)

Hilla Sferruzza  
Executive Vice President and Chief Financial Officer  
8800 East Raintree Drive  
Suite 300  
Scottsdale, Arizona 85260  
480-515-8100

Copies to:  
Jeffrey E. Beck  
Snell & Wilmer L.L.P.  
One Arizona Center  
400 East Van Buren  
Phoenix, Arizona 85004  
(602) 382-6000

(Name, address and telephone number  
(including area code) of agent for service)

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)	1,200,000	\$36.42	\$43,704,000	\$4,400.99

Edgar Filing: Meritage Homes CORP - Form S-8

In the event of a stock split, stock dividend, or similar transaction involving the Registrant's Common Stock, in (1) 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 26, 2016.

---

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 (as heretofore amended as identified in the Registration Statements referenced below, 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;

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”); and

the Registration Statement on Form S-8 (No. 333-196095) filed on May 20, 2014, pursuant to which the Registrant registered an additional 1,100,00 shares of common stock for issuance under the Plan.

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 4,150,000 shares to 5,350,000 (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 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 to the Proxy Statement for the 2014 Annual Meeting of Stockholders
99.2	Amendment to Meritage Homes Corporation Amended and Restated 2006 Stock Incentive Plan	Incorporated by reference to the Appendix to the Proxy Statement for the 2016 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 31st day of May, 2016.

**MERITAGE HOMES CORPORATION**

/s/ Hilla Sferruzza

By: Hilla Sferruzza

Executive Vice President and Chief Financial Officer  
(Principal Accounting 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 Hilla Sferruzza, and each of them, his or her 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 indicate

---

Edgar Filing: Meritage Homes CORP - Form S-8

Signature	Title	Date
By: /s/ Steven J. Hilton Steven J. Hilton	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 31, 2016
By: /s/ Hilla Sferruzza Hilla Sferruzza	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 31, 2016
By: /s/ Peter L. Ax Peter L. Ax	Director	May 31, 2016
By: /s/ Raymond Oppel Raymond Oppel	Director	May 31, 2016
By: /s/ Robert G. Sarver Robert G. Sarver	Director	May 31, 2016
By: /s/ Richard T. Burke, Sr. Richard T. Burke, Sr.	Director	May 31, 2016
By: /s/ Gerald W. Haddock Gerald W. Haddock	Director	May 31, 2016
By: /s/ Dana Bradford Dana Bradford	Director	May 31, 2016
By: /s/ Michael R. Odell Michael R. Odell	Director	May 31, 2016
By: /s/ Deb Henretta Deb Henretta	Director	May 31, 2016

---

EXHIBIT INDEX

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 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
99.2	Amendment to Meritage Homes Corporation Amended and Restated 2006 Stock Incentive Plan	Incorporated by reference to the Appendix to the Proxy Statement for the 2016 Annual Meeting of Stockholders