

Meritage Homes CORP  
Form 8-K  
March 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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) March 27, 2012

**MERITAGE HOMES CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

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

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

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17851 N. 85<sup>th</sup> Street, Suite 300, Scottsdale, Arizona 85255

(Address of principal executive offices, including zip code)

(480) 515-8100

(Registrant's telephone number, including area code)

Not applicable

(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 8.01 OTHER EVENTS

On March 27, 2012, we announced in a press release our intention to offer, subject to market and other conditions, \$250 million aggregate principal amount of Senior Notes due 2022 in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. A copy of this press release is attached as Exhibit 99.1.

On March 27, 2012, we also announced in a press release the commencement of a cash tender offer to purchase the entire \$285 million outstanding principal amount of our 6.25% Senior Notes due 2015 and solicitation of consents from the holders of such notes to certain amendments to the indentures governing the notes. A copy of this press release is attached as Exhibit 99.2.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

- 99.1 Press Release dated March 27, 2012, announcing private offering of Senior Notes due 2022
- 99.2 Press Release dated March 27, 2012, announcing commencement of cash tender offer for any and all of our outstanding 6.25% Senior Notes due 2015 and related consent solicitation to proposed amendments

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: March 27, 2012

MERITAGE HOMES CORPORATION

/s/ Larry W. Seay

By: Larry W. Seay

Executive Vice President and Chief Financial  
Officer