

MERITAGE CORP
Form 8-K
April 21, 2004

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**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): April 21, 2004

MERITAGE CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland

I-9977

86-0611231

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

**(Commission File
Number)**

**(IRS Employer
Identification No.)**

8501 E. Princess Drive, Suite 290, Scottsdale, Arizona 85255

(Address of Principal Executive Offices) (Zip Code)

(480) 609-3330

(Registrant's Telephone Number, Including Area Code)

Not Applicable

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

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ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

Reference to we, our and us in this Current Report on Form 8-K refer to Meritage Corporation and its consolidated subsidiaries.

On April 21, 2004, we completed a private placement of \$130 million in aggregate principal amount of our 7% senior notes due May 1, 2014. The issuance of the notes has not been registered under the Securities Act of 1933, as amended (the Securities Act), or any state securities laws and the notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the 7% senior notes. A copy of our press release announcing the completion of offering of the senior notes, including information concerning forward-looking statements and factors that may affect our future results, is attached hereto as Exhibit 99.1. Additionally, a registration rights agreement executed in connection with the private placement is attached as Exhibit 10.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) Not applicable
- (b) Not applicable
- (c) Exhibits

- 10.1 Registration Rights Agreement, dated as of April 21, 2004.
- 99.1 Press Release dated April 21, 2004.

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: April 21, 2004

MERITAGE CORPORATION

/s/ Larry W. Seay

By: Larry W. Seay
Chief Financial Officer,
Vice President-Finance and Secretary

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Registration Rights Agreement, dated as of April 21, 2004.
99.1	Press Release dated April 21, 2004.