

Meritage Homes CORP  
Form 8-K  
February 10, 2009

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

WASHINGTON, DC 20549

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**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) February 10, 2009**

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**MERITAGE HOMES CORPORATION**

(Exact Name of Registrant as Specified in Charter)

|   |  |                             |                                      |
|---|--|-----------------------------|--------------------------------------|
| <b>Maryland</b>   |  | <b>1-9977</b>               | <b>86-0611231</b>                    |
| (State or Other Jurisdiction<br>of Incorporation)           |  | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |
| <b>17851 N. 85th Street, Suite 300, Scottsdale, Arizona</b> |  |                             | <b>85255</b>                         |
| (Address of Principal Executive Offices)                    |  |                             | (Zip Code)                           |

**(480) 515-8100**

(Registrant's telephone number, including area code)

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(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

On February 10, 2009, Meritage Homes Corporation (the Company ), entered into an Exchange Agreement (the Exchange Agreement ) pursuant to which it exchanged 149,994 shares of Common Stock for approximately \$4.3 million principal amount of its 7.731% senior subordinated notes due 2017, plus payment of accrued interest.

The Company may, from time to time, evaluate and effect other exchanges of its outstanding debt securities with this holder which owned approximately \$29 million of these senior subordinated notes prior to the exchange.

The Common Stock issued in connection with the Exchange Agreement was issued pursuant to the exemption provided by Section 3(a)(9) of the Securities Act of 1933, as amended.

### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Press release dated February 10, 2009 announcing the Exchange Agreement. |

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: February 10, 2009

MERITAGE HOMES CORPORATION

/s/  
By:

Larry W. Seay  
Larry W. Seay  
Executive Vice President, Chief Financial Officer, and  
Chief Accounting Officer