Meritage Homes CORP
Form 10-K
February 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K
(Mark One)
ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016
OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number 1-9977

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

(480) 515-8100
(Registrant’s telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on which Registered
Common Stock, $.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.	Yes ý No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.	Yes ¨ No ý
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements	Yes ý No ¨

for the past 90 days.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

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 ý	Accelerated Filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý

The aggregate market value of common stock held by non-affiliates of the registrant (37,915,078 shares) as of June 30, 2016, was $1.4 billion based on the closing sales price per share as reported by the New York Stock Exchange on such date.

The number of shares outstanding of the registrant's common stock on February 15, 2017 was 40,119,338.

DOCUMENTS INCORPORATED BY REFERENCE

Portions from the registrant's Proxy Statement relating to the 2017 Annual Meeting of Stockholders have been incorporated by reference into Part III, Items 10, 11, 12, 13 and 14.

MERITAGE HOMES CORPORATION
FORM 10-K
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PART I

Item 1. Business

The Company

Meritage Homes is a leading designer and builder of single-family homes. We primarily build in historically high-growth regions of the United States and offer a variety of homes that are designed to appeal to a wide range of homebuyers, including first-time, move-up, active adult and luxury. We have homebuilding operations in three regions: West, Central and East, which are comprised of nine states: Arizona, California, Colorado, Texas, Florida, Georgia, North Carolina, South Carolina and Tennessee. These three regions are our principal homebuilding reporting segments. We also operate a wholly-owned title company, Carefree Title Agency, Inc. ("Carefree Title"). Carefree Title's core business includes title insurance and closing/settlement services we offer to our homebuyers. Refer to Note 14 of the consolidated financial statements for information regarding our operating and reporting segments.

Our homebuilding and marketing activities are conducted under the name of Meritage Homes in each of our homebuilding markets. We also offer luxury homes in some markets under the name of Monterey Homes. At December 31, 2016, we were actively selling homes in 243 communities, with base prices ranging from approximately $162,000 to $1,440,000. Our average sales price on closings and orders were $408,400 and $411,700, respectively for the year ended December 31, 2016.

In the latter half of 2012, we commenced operations of our wholly-owned title company, Carefree Title. Carefree Title's core business lines include title insurance and closing/settlement services for our homebuyers in most of our markets. Managing our own title operations allows us greater control over the entire escrow and closing cycles in addition to generating additional revenue. In addition, we believe homebuyers that utilize Carefree Title's services for their home closings benefit from a more convenient closing experience as Carefree Title's processes are streamlined with those of our homebuilding operations, creating a more efficient work-flow that is seamless to our homebuyers. Revenue and expense from Carefree Title are included in our Financial Services segment in the accompanying consolidated financial statements.

Available Information; Corporate Governance

Meritage Homes Corporation was incorporated in 1988 as a real estate investment trust in the State of Maryland. On December 31, 1996, through a merger, we acquired the homebuilding operations of our predecessor company. We currently focus on homebuilding and related activities and no longer operate as a real estate investment trust. Meritage Homes Corporation operates as a holding company and has no independent assets or operations. Its homebuilding construction, development and sales activities are conducted through its subsidiaries.

Information about our company and communities is provided on our Internet website at www.meritagehomes.com. The information contained on our website is not considered part of this Annual Report on Form 10-K. Our periodic and current reports, including any amendments, filed or furnished pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) are available, free of charge, on our website as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (“SEC”).

Meritage operates within a comprehensive plan of corporate governance for the purpose of defining responsibilities and setting high standards for ethical conduct. Our Board of Directors has established an audit committee, executive compensation committee, nominating/governance committee and land committee. The charters for each of these committees are available on our website, along with our Code of Ethics, Corporate Governance Principles and Practices, Conflict of Interest Policy and Securities Trading Policy. All of our employees, officers and directors, are required to comply with our Code of Ethics and to immediately report through the appropriate channels, any known instances of non-compliance. Our committee charters, Code of Ethics, Corporate Governance Principles and Practices, Conflict of Interest Policy and Securities Trading Policy are also available in print, free of charge, to any stockholder who requests any of them by calling us or by writing to us at our principal executive offices at the following address: Meritage Homes Corporation, 8800 East Raintree Drive, Suite 300, Scottsdale, Arizona 85260, Attention: General Counsel. Our telephone number is (480) 515-8100.

Strategy

All facets of our operations are governed by our core values that define Meritage's culture and operational parameters, ensuring that our actions are aligned around the achievement of our core purpose of enriching lives by building the American dream and delivering to each of our customers a LIFE. BUILT. BETTER.™. These values combine our entrepreneurial spirit, cutting-edge innovation and organizational agility to strive for industry-leading results in all of our functional areas, including:

management, land acquisition and development, finance, marketing, sales, purchasing, construction and customer care. The main tenets of our core values are to:

- Continuously and purposefully renew, rethink and innovate to align our pricing, product and community offerings with homebuyers' changing demands;
- Be relentless in our pursuit of excellence by continuously improving our construction process; working with our vendors to find mutual efficiencies in order to construct high-quality homes at the lowest possible cost, while incorporating our energy-efficiency technologies and other innovative concepts into routine construction practices;
- Provide the highest level of customer service and care by bringing passion and care to every customer interaction throughout the sales and construction process and after delivery of their homes; and
- Ensure that we have the best team available through investing in our people and fostering an environment that embraces continual growth and learning and expecting top level performance.

These core values are evident in the operational decisions we make in each of our divisions and communities, all of which contribute to the successes we have achieved with our customers, within the marketplace and within our homebuilder peer group.

With our focus on innovation, we employ industry-leading building techniques and technologies throughout Meritage aimed at setting the standard for energy-efficient homebuilding. Accordingly, at a minimum, every new home we construct (except those we construct in markets in which we enter through acquisition and are in the process of converting existing product), meets ENERGY STAR® standards, with many of our communities greatly surpassing those levels, offering our customers homes that utilize, on average, half of the energy of the standard US home. Our commitment to incorporate these energy standards into all of our homes has resulted in our achievement of design, purchasing and production efficiencies that have allowed us to offer these as standard features to our home buyers for nominal additional cost. As a result of our innovative building practices, we have benefited from energy tax credits over the past several years of approximately $41.4 million through December 31, 2016.

Year after year, the homes we build help deliver short- and long-term savings to our homeowners. As a result, for the fourth consecutive year, we have earned the EPA's highest ENERGY STAR award, "Partner of the Year - Sustained Excellence". Because of our recognized industry leadership, utility companies and the US Department of Energy periodically partner with us to introduce advanced building technologies into the homes we build that further differentiate our product in the marketplace when compared against both new and resale homes. This financial backing provides us with a competitive advantage while allowing our buyers to live in more comfortable, healthy and cost-effective homes.

In 2014, we proudly issued our first Corporate Sustainability Report ("Sustainability Report"), voluntarily reporting our 2013 sustainability practices in compliance with the standards of the Global Reporting Initiative Guidelines. A copy of our Sustainability Report is available on our website and we are currently working on our 2016 Sustainability Report which we plan to issue later in 2017.

Markets

We currently build and sell homes in the following markets:

Markets	Year Entered
Phoenix, AZ	1985
Dallas/Ft. Worth, TX	1987
Austin, TX	1994
Tucson, AZ	1995
Houston, TX	1997
East Bay/Central Valley, CA	1998
Sacramento, CA	1998
San Antonio, TX	2003
Inland Empire, CA	2004
Denver, CO	2004
Orlando, FL	2004
Raleigh, NC	2011
Tampa, FL	2011
Charlotte, NC	2012
Nashville, TN	2013
Atlanta, GA	2014
Greenville, SC	2014

While we are currently focused on entry-level and first- or second-move-up homes, our product offerings range from entry-level to luxury. A summary of activity by region as of and for the years ended December 31, 2016 and 2015 follows (dollars in thousands):

	Year Ended December 31, 2016		At December 31, 2016			
	# of Homes Closed	Average Closing Price	# Homes in Backlog	$ Value of Backlog	# Home Sites Controlled (1)	# of Actively Selling Communities
West Region						
Arizona	1,122	$ 342.9	444	$ 161,343	5,940	42
California	1,020	$ 578.8	231	153,638	2,850	28
Colorado	634	$ 489.3	273	154,084	2,008	10
West Region Total	2,776	$ 463.0	948	$ 469,065	10,798	80
Central Region						
Texas	2,130	$ 365.7	931	$ 354,734	8,460	80
Central Region Total	2,130	$ 365.7	931	$ 354,734	8,460	80
East Region						
Florida	895	$ 411.8	253	$ 116,454	3,770	27
Georgia	337	$ 338.7	91	33,363	1,613	17
North Carolina	672	$ 414.8	193	87,252	2,668	17
South Carolina	328	$ 316.6	116	40,636	1,204	15
Tennessee	217	$ 340.4	95	34,254	1,302	7
East Region Total	2,449	$ 383.5	748	$ 311,959	10,557	83
Total Company	7,355	$ 408.4	2,627	$ 1,135,758	29,815	243

	Year Ended December 31, 2015		At December 31, 2015			
	# of Homes Closed	Average Closing Price	# Homes in Backlog	$ Value of Backlog	# Home Sites Controlled (1)	# of Actively Selling Communities
West Region						
Arizona	1,008	$ 322.8	317	$ 117,906	5,993	41
California	888	$ 538.5	289	184,146	2,353	24
Colorado	495	$ 452.8	332	162,151	1,685	16
West Region Total	2,391	$ 429.8	938	$ 464,203	10,031	81
Central Region						
Texas	2,025	$ 348.3	942	$ 350,194	8,128	72
Central Region Total	2,025	$ 348.3	942	$ 350,194	8,128	72
East Region						
Florida	843	$ 428.4	287	$ 118,006	3,806	31
Georgia	228	$ 319.8	95	33,426	1,152	17
North Carolina	551	$ 391.4	260	111,478	2,326	26
South Carolina	330	$ 308.6	88	30,111	1,607	18

Tennessee	154	$ 305.4	82	30,263	735	9
East Region Total	2,106	$ 379.2	812	$323,284	9,626	101
Total Company	6,522	$ 388.2	2,692	$1,137,681	27,785	254

(1) “Home Sites Controlled” is the estimated number of homes that could be built on unstarted lots we control, including lots available for sale and on undeveloped land.

Higher closing volume along with higher average sales prices contributed to a strong year of revenue growth in 2016, generating 18.6% higher home closing revenue for the year ended December 31, 2016 compared to 2015. Delays in community openings during the year combined with faster-than-anticipated sellout of communities led to tempered orders in the latter part of the year and contributed to the slightly lower number of units in backlog at December 31, 2016. Land spending was lower in 2015 as we assessed uncertainties in specific markets, which contributed to opening delays and lower overall ending community count in 2016. We are strategically focused on land acquisition to grow community count and to that end we ended 2016 with 29,815 home sites controlled, a 7.3% increase compared to 2015. We believe our land positioning is poised to help us achieve further growth and profitability.

Recent Industry and Company Developments

The 2016 housing market generally experienced a steady level of growth, thanks in part to the continued low cost of home ownership and improving consumer confidence, contributing to a favorable demand environment, particularly in the first-time buyer segment. Despite the modest rise in interest rates in the last quarter of the year, rates are still historically low, and their impact has not yet been observed in the homebuilding industry.

In line with historical trends in the homebuilding industry, the performance of individual housing markets vary. Accordingly, we experienced healthy orders and average sales price growth in some markets and more tempered growth or slight declines in our year-over-year results in other markets. We remain focused on positioning ourselves in well-located and highly-desired communities in many of the top residential real-estate markets in the United States to continue to tap into the demand of today's homebuyers. We believe we successfully differentiate ourselves from our competition by offering a lineup of extremely livable and efficient plans that highlight the benefits of our industry-leading energy-efficient homes. In addition, we also offer our buyers the ability to personalize their homes and we provide a home warranty, further setting us apart from the competition we face with resale homes.

We carefully manage our goals of maintaining adequate liquidity and a strong balance sheet. During 2016, we exercised the accordion feature on our unsecured revolving credit facility and increased the total commitments to $540.0 million and extended the maturity date whereby $60.0 million matures in 2019 with the remainder maturing in 2020. We ended the year with cash and cash equivalents totaling $131.7 million as compared to $262.2 million at December 31, 2015, a year-over-year decline due mainly to increased real estate spending. Our net debt-to-capital ratio remained within our target of the low-to-mid 40% range at 41.2% at December 31, 2016, compared to 40.4% at December 31, 2015. As a means of managing our cash outlays, we seek to acquire lot positions through option contracts that allow us to leverage our balance sheet when both available and financially feasible (see Note 3 for additional information related to option contracts). We continue to reinforce our lot positions with well-located lots in our existing markets and are continually evaluating opportunities for expansion into new markets. We have entered six new markets since 2011 and most recently we entered the Atlanta, Georgia and Greenville, South Carolina markets in 2014 through acquisition of the assets of a regional homebuilder.

Our active community count declined to 243 at year end versus 254 a year ago. Our orders per average active community during 2016 was relatively flat at 29.3 as compared to 29.4 in 2015. Our unsold inventory consisted of 1,692 homes as of December 31, 2016, approximately 28.9% of which were completed, as compared to prior year unsold inventory of 1,270 homes. The increase in unsold inventory primarily relates to our strategy to increase the availability of quick move-in home opportunities in our entry-level segment.

Land Acquisition and Development

Our current land pipeline goal is to maintain an approximate four-to-five year supply of lots, which we believe provides an appropriate planning horizon to address regulatory matters and land development and manage to our business plan for future closings. To grow our business and to better leverage our existing overhead, we are currently focused on adding to our current lot positions and expanding our market share in our key markets and their surrounding submarkets while also exploring opportunities outside of our existing markets, when available. As of December 31, 2016 we have a 4.1-year supply of lots, based on 2016 closings. We continually evaluate our markets, monitoring and adjusting our lot supplies through lot and land acquisitions to ensure we have a sufficient pipeline that is in sync with local market dynamics as well as our goals for growth in those markets.

We are currently purchasing primarily partially-developed or undeveloped lots. The opportunity to purchase substantially finished lots in desired locations is becoming increasingly more limited and competitive than in prior years. Finished lots are those on which the development has already been completed by a third party, and which are ready for immediate home construction. Undeveloped land and partially finished lots require a longer lead time to allow for development activities before our new communities are able to open for sales. However, we are typically purchasing undeveloped and partially finished lots at a lower cost as we are responsible for improvements on the land, rather than paying a mark-up on improvements from a prior developer. When evaluating any land acquisition, our selection is based upon a variety of factors, including:

- financial feasibility of the proposed project, including projected profit margins, return on capital invested, and the capital payback period;
- management's judgment as to the local real estate market and economic trends, and our experience in particular markets;
- suitability of the land to achieve desired shift in product mix toward entry-level product;
- existing concentration of owned and contracted lots in surrounding markets, including nearby Meritage communities;
- timeline for development, generally within a three to five-year time period from the beginning of the development process to the delivery of the last home;
- surrounding demographics based on extensive marketing studies, including surveys of both new and resale homebuyers;
- the ability to secure governmental approvals and entitlements, if required;
- results of environmental and legal due diligence;
- proximity to local traffic and employment corridors and amenities;
- entitlement and development risks and timelines; and
- availability of seller-provided purchase options or agreements that allow us to defer lot purchases until needed for production

When purchasing undeveloped or partially developed land, we prefer to acquire land only after most necessary entitlements have been obtained so that development or construction may begin as market conditions dictate. The term "entitlements" refers to appropriate zoning, development agreements and preliminary or tentative maps and recorded plats, depending on the jurisdiction within which the land is located. Entitlements generally give the developer the right to obtain building permits upon compliance with conditions that are ordinarily within the developer's control. Even though entitlements are usually obtained before land is purchased, we are typically still required to secure a variety of other governmental approvals and permits prior to and during development, and the process of obtaining such approvals and permits can be lengthy. We may consider the purchase of unentitled property when we can do so in a manner consistent with our business strategy. Currently, we are purchasing and developing parcels that on average range from 50 to 200 lots.

Once we secure undeveloped land, we generally supervise and control the development of the land through contractual agreements with subcontractors. These activities include site planning and engineering, as well as constructing road, sewer, water, utilities, drainage, landscaping improvements, and recreation facilities and other improvements and refinements. We may build homes in master-planned communities with home sites that are along or near major amenities, such as golf courses or recreation facilities.

The factors used to evaluate finished lot purchases are similar to those for land we intend to develop ourselves, although the development risks associated with the undeveloped land—financial, environmental, legal and governmental—have been borne by others. Therefore, these finished lots may be more attractive to us, despite their higher price, as we can immediately bring the community to market and begin home construction as well as mitigate potential cost and time risks that can occur during the land development cycle.

We develop a design and marketing concept tailored to each community, which includes the determination of size, style and price range of homes. We may also determine street layout, individual lot size and layout, and overall community design for each project we develop. The product lines offered depend upon many factors, including the guidelines, if any, of the existing community, housing generally available in the area, the needs and desired housing product for a particular market, and our lot sizes, though we are increasingly able to use standardized design plans across most of our communities.

As a means of accessing parcels of land with minimal cash outlay, we may use rolling option contracts. Acquiring our land through option contracts, when available, allows us to leverage our balance sheet by controlling the timing and volume of lot and land purchases from third parties. These contracts provide us the right, but generally not the obligation, to buy lots and are usually structured to approximate our projected absorption rate at the time the contract is negotiated. Lot option contracts are generally non-recourse and typically require the payment of non-refundable deposits of 5% to 20% of the total land purchase price. We believe the use of option contracts limits the market risks associated with land ownership by allowing us to re-negotiate option terms or terminate options in the event of declines in land value and/or market downturns. In the event we elect to cancel an option contract, our losses are typically limited to the forfeiture of our option deposits and any associated capitalized pre-acquisition costs. The cost of obtaining land through such option contracts is generally higher than if we were to purchase land in bulk, although historically the financial leverage they can provide has frequently outweighed the financing costs associated with them. However, during a period of gross margin contraction, we diligently analyze each option contract to ensure financial feasibility and will generally only contract for lots in this manner if we are still able to achieve desired margins. During 2016 we were successful in securing approximately 1,900 lots through such options. Land purchases are generally financed through our working capital, including corporate borrowings.

At December 31, 2016, in addition to our 19,380 owned lots, we also had 10,435 lots under purchase or option contracts for a total purchase price of approximately $696.6 million, with $79.7 million in cash deposits. We purchase and develop land primarily to support our homebuilding operations, although we may sell land and lots to other developers and homebuilders from time to time where we have excess land positions. Information related to lots and land under option is presented in Note 3—Variable Interest Entities and Consolidated Real Estate Not Owned in the accompanying consolidated financial statements.

All land and lot acquisitions are reviewed by our corporate land acquisition committee, which is comprised of certain members of our executive management team and key operating executives. All land acquisitions exceeding pre-specified limits must also be approved by our Board of Directors' Land Committee.

The following table presents information as of December 31, 2016 (dollars in thousands):

	Number of Lots Owned (1)		Number of Lots Under Contract or Option (2)	Total Number of Lots Controlled (1)
	Finished	Land, Land Under Development and Held for Sale		
West Region				
Arizona	1,850	3,075	1,015	5,940
California	638	1,080	1,132	2,850
Colorado	173	525	1,310	2,008
West Region Total	2,661	4,680	3,457	10,798
Central Region				
Texas	2,672	3,326	2,462	8,460
Central Region Total	2,672	3,326	2,462	8,460
East Region				
Florida	1,018	1,456	1,296	3,770
Georgia	373	622	618	1,613
North Carolina	405	1,160	1,103	2,668
South Carolina	388	—	816	1,204
Tennessee	166	453	683	1,302
East Region Total	2,350	3,691	4,516	10,557
Total Company	7,683	11,697	10,435	29,815
Total book cost (3)	$670,924	$ 663,081	$ 79,687	$ 1,413,692

(1) Excludes lots with finished homes or homes under construction. The number of lots is an estimate and is subject to change.

(2) There can be no assurance that we will actually acquire any lots controlled under option or purchase contract. These amounts do not include 6,744 lots under contract with $5.9 million of refundable earnest money deposits, for which we have not completed due diligence and, accordingly, have no money at risk and are under no obligation to perform under the contracts.

(3) For lots owned, book cost primarily represents the cost of land, development and capitalized interest incurred to date. For lots under contract or option, book cost primarily represents earnest and option deposits.

Investments in Unconsolidated Entities — Joint Ventures

We may enter into joint ventures as a means of accessing larger parcels of land, expanding our market opportunities, managing our risk profile and leveraging our capital base. While purchasing land through a joint venture can be beneficial, we currently do not view joint ventures as critical to the success of our homebuilding operations. We currently have only three such active ventures and in the fourth quarter of 2016 we entered into our first joint venture since 2008. We recently announced in a press release our plans related to this newest joint venture, which is expected to develop and sell more than 500 luxury condominiums in a highly amenitized community in Scottsdale, AZ. In addition to land development joint ventures, we also participate in one mortgage business joint venture. The mortgage joint venture is engaged in mortgage activities, providing services to both our customers and other homebuyers.

In connection with our land development joint ventures, we may also provide certain types of guarantees to associated lenders and municipalities.

Construction Operations

We typically act as the general contractor for our projects and hire experienced subcontractors on a geographic basis to complete construction at a fixed price. We usually enter into agreements with subcontractors and materials suppliers on an individual basis after receiving competitive bids. We also enter into longer-term and national or regional contracts with subcontractors and suppliers, where possible, to obtain more favorable terms, minimize construction costs and to control product consistency and availability. Our contracts require that our subcontractors comply with all laws and labor practices pertaining to their work, follow local building codes and permits, and meet performance, warranty and insurance requirements. Our purchasing and construction managers coordinate and monitor the activities of subcontractors and suppliers, and monitor compliance with zoning, building and safety codes. At December 31, 2016, we employed 700 full-time construction and warranty managers.

We specify that quality durable materials be used in the construction of our homes and we do not maintain significant inventories of construction materials, except for work in process materials for homes under construction. When possible, we negotiate price and volume discounts and rebates with manufacturers and suppliers on behalf of our subcontractors so we can take advantage of production volume. Our raw materials consist primarily of lumber, concrete, drywall and similar construction materials and are frequently purchased on a national or regional level. Such materials have historically been available from multiple suppliers and therefore we do not believe there is a supplier risk concentration. However, because such materials are substantially comprised of natural resource commodities, their cost and availability is subject to national and worldwide price fluctuations and inflation, each of which could be impacted by legislation or regulation relating to energy and climate change.

We generally build and sell homes in phases within our larger projects, which we believe creates efficiencies in land development, home construction operations and cash management. We also believe it improves customer satisfaction by reducing the number of vacant lots and construction activity surrounding completed homes. Our homes are typically completed within three to five months from the start of construction, depending upon the geographic location and the size and complexity of the home. Construction schedules may vary depending on the size of the home, availability of labor, materials and supplies, product type, location, municipal requirements and weather. Our homes are usually designed to promote efficient use of space and materials, and to minimize construction costs and time. We typically do not enter into any derivative contracts to hedge against weather or materials fluctuations as we do not believe they are particularly advantageous to our operations, although we do lock in short and mid-term pricing with our vendors for certain key construction commodities.

Marketing and Sales

We believe that we have an established reputation for building a diversified line of attractive, high quality and efficient homes, which helps generate demand in each project. Our communication and marketing plans are tailored to target and reach our different customer segments. Part of these plans involve reaching new customers through a combination of advertising and other promotional activities, including our website at www.meritagehomes.com, social media outlets, magazine and newspaper advertisements, radio, brochures, direct mailings and the placement of strategically located signs in the vicinities near our developments to drive traffic to our communities. Our marketing strategy is aimed at differentiating us from other new homebuilders, and resale homes. We solidify this differentiation across all of our marketing and sales efforts to explain how we have thoughtfully selected and incorporated every home's energy-efficient features and benefits as part of a larger, integrated system that enables us to truly deliver on our LIFE. BUILT. BETTER. brand promise to our customers, which means having a home that is quieter, cleaner, healthier, smarter and safer.

We sell our homes using furnished model homes as a marketing tool to demonstrate to prospective homebuyers the advantages of the designs and features of our homes. At December 31, 2016, we owned 341 completed model homes and 29 models under construction and we leased back an additional 16 model homes. We generally employ or contract with interior and landscape designers who enhance the appeal of our model homes, which highlight the features and options available for the product line within a project. We typically build between one and three model homes for each actively selling community, depending upon the number of homes to be built in the project and the products to be offered. We strive to implement marketing strategies that will educate our buyers on how our unique building techniques and the energy efficient features in our homes differentiate them from other homes. In our communities, we have built "learning centers" or in-home displays in order to inform our buyers about energy-efficient features and help them understand how and to what extent a Meritage home can help them enjoy more savings through reduced energy bills, better health, improved comfort and peace of mind.

Our homes generally are sold by our commissioned sales associate employees who work from a sales office typically located in a converted garage of one of the model homes for each project. We also employ a team of online sales associates who offer assistance to potential buyers viewing our communities and products over the Internet. At December 31, 2016, we had 475 full-time sales and marketing personnel. Our goal is to ensure that our sales force has extensive knowledge of our housing product, our energy efficient and innovative features, our sales strategies, mortgage options, and community dynamics, in order to fully execute our marketing message. To achieve this goal, we train our sales associates and conduct regular meetings to update them on our product, communities, sales techniques, competition in the area, financing availability, construction schedules, marketing and advertising plans, available product lines, pricing, options and warranties offered, as well as the numerous benefits and savings our energy efficient product provides. Our sales associates are licensed real estate agents where required by law. Our sales associates may also assist our customers to make standard selections and to select from available options and upgrades that may be available on a community by community basis, which we design to appeal to local consumer demands. In some divisions, we contract with third-party design studios that specialize in assisting our homebuyers with those selections to personalize their homes. Utilizing such third-party design studios typically allows us to manage our overhead costs more efficiently. We may offer various sales incentives, including price concessions, assistance with closing costs, and landscaping or interior upgrades, to attract buyers. The use, type and amount of incentives depends largely on economic and local competitive market conditions. Third-party brokers may also sell our homes, and are usually paid a sales commission based on the price of the home. Frequently, outside brokers bring prospective buyers to our communities. We have a robust loyalty program for these brokers and we aim to regularly educate them on the benefits of owning a Meritage home and our community offerings, which we believe helps enhance the impact of our marketing message.

We differentiate ourselves from our competitors through the superior design and value of our communities and homes, our energy-efficiency and other technologies, and our offerings and enhancements made pursuant to the results of ongoing surveying and product research efforts. We believe our commitment to design and build energy-efficient homes is aligned with buyer sensitivities about how eco-friendly designs, features and materials help impact the environment and the livability of homes, as well as their pocketbooks. We are continually evaluating buyer preferences and make adjustments to the homes we offer and the targeted price points in accordance with buyer demand. Most recently we introduced LiVE. NOW., our newest "entry-level plus" collection of product offerings targeted to the growing number of first-time homebuyers who are looking for an affordable home with features beyond a typical entry-level home and who appreciate a streamlined and expedited home purchasing process.

Backlog

Our sales contracts require cash deposits and are subject to certain contingencies such as the buyer’s ability to qualify for financing. Additional deposits are usually collected upon the selection of options and upgrades. Homes covered by such sales contracts but which are not yet closed are considered “backlog” and are representative of potential future revenues. Started homes are excluded from backlog until a sales contract is signed and are referred to as unsold or “spec” inventory. A contract contingent upon the sale of a customer’s existing home is not considered a sale and not included in backlog until the contingency is removed. We generally require a signed sales contract to release a lot to start construction, although on a regular basis we also start a certain number of homes for speculative sales inventory, as we have had a high level of success with these quick move-in opportunities, particularly in communities that appeal to the renter and first-time buyer demographic. As a result of our strategic shift to expand our entry-level home products, we expect to grow our number of spec homes. We may also start construction on such homes to accelerate or facilitate the close-out of a community. At December 31, 2016, 77.0% of our 2,627 homes in backlog were under construction.

We do not recognize any revenue from a home sale until a finished home is delivered to the homebuyer, payment is collected and other criteria for sale and profit recognition are met. At December 31, 2016, of our total homes in inventory excluding completed model homes, 32.1% were under construction without sales contracts and 13.1% were completed homes without sales contracts. A portion of the unsold homes resulted from homesites that began construction with valid sales contracts that were subsequently canceled. We believe that during 2017 we will deliver to customers substantially all homes in backlog at December 31, 2016 under existing or, in the case of cancellations, replacement sales contracts.

The number of units in backlog decreased 2.4% to 2,627 units at December 31, 2016 from 2,692 units December 31, 2015; however, due to higher average sales prices, the value of backlog year-over-year was flat at $1.1 billion. The larger volume of closings in 2016, combined with the tempering of orders in the latter part of 2016 from fewer actively selling communities contributed to the slight decline in backlog units from prior year.

Customer Financing

Most of our homebuyers require financing. Accordingly, we refer them to mortgage lenders that offer a variety of financing options. While our homebuyers may obtain financing from any mortgage provider of their choice, we have a joint venture arrangement with an established mortgage broker that allows it to act as a preferred mortgage broker to our buyers in most of our markets to help facilitate the sale and closing process as well as generate additional revenue for us through our interest in the joint venture (See Note 4 for additional information on joint venture financial results). In some markets we also use unaffiliated preferred mortgage lenders. We may pay a portion of the closing costs to assist homebuyers who obtain financing from our preferred lenders.

Customer Relations, Quality Control and Warranty Programs

We believe that positive customer relations and an adherence to stringent quality control standards are fundamental to our continued success, and that our commitment to buyer satisfaction and quality control has significantly contributed to our reputation as a high-quality builder.

In accordance with our company-wide standards, one or more Meritage project manager or superintendent generally monitors compliance with quality control standards for each community through the building phase of our homes. These employees perform the following tasks:

- oversee home construction;
- monitor subcontractor and supplier performance;
- manage scheduling and construction completion deadlines; and
- conduct formal inspections as specific stages of construction are completed.

At the time a home is completed and delivered to a buyer, we typically hand off the process to a customer relations employee who manages the warranty and customer care efforts.

We generally provide a one-to-two-year limited warranty on workmanship and building materials and a ten-year warranty for the structural integrity on the homes we build. We require our subcontractors to provide a warranty and indemnity to us as well as evidence of insurance before beginning work, and therefore any claims relating to workmanship and materials are generally the subcontractors' responsibility. Although our subcontractors are generally required to repair and replace any product or labor defects, we are, during applicable warranty periods, ultimately responsible to the homeowner for making such repairs. Accordingly, with the assistance of an actuary, we have estimated and established reserves for future structural warranty costs based on the number of home closings and historical data trends for warranty work within our communities. Warranty reserves generally range between 0.1% to 0.6% of a home's sale price. Those projections are subject to variability due to uncertainties regarding structural defect claims for the products and labor we use in the construction of our homes, the markets in which we build, claim settlement history, and insurance and legal interpretations, among other factors and we are, therefore, constantly monitoring such reserves. Historically, these reserves have been sufficient to cover net out-of-pocket warranty costs.

Competition and Market Factors

The construction and sale of homes is a highly-competitive industry. We compete for sales in each of our markets with national, regional and local developers and homebuilders, as well as existing resale homes, and to a lesser extent, condominiums and rental housing. Some of our competitors have significantly greater financial resources and may have lower costs than we do. Competition among residential homebuilders of all sizes is based on a number of interrelated factors, including location, reputation, product type, amenities, design, innovation, quality and price. We believe that we compare favorably to other homebuilders in the markets in which we operate due to our:

- experience within our geographic markets which allows us to develop and offer products that provide superior design and quality in line with the needs and desires of the targeted demographic;
- streamlined construction processes that allow us to save on materials, labor and time and pass those savings to our customers in the form of lower prices;
- ENERGY STAR® standards in all of our communities (except those we construct in markets in which we enter through acquisition and are in the process of converting existing product) and incremental energy-efficient features that create a variety of benefits to our customers and differentiate our product from competing new and existing home inventories;
- ability to recognize and adapt to changing market conditions, from both a capital and human resource perspective;
- ability to capitalize on opportunities to acquire land on favorable terms; and
- reputation for outstanding service and quality products and our exceptional customer and warranty service.

Our product offerings and strategic locations are successfully competing with both existing homes inventory and surrounding new-home communities as evidenced by our relative orders volume and market share in most of our divisions. We expect that the strengths noted above will continue to provide us with long-term competitive advantages.

We have an extensive market research department that assists our operating divisions in each of our markets to better compete with other homebuilders, and the inventory of re-sale homes in surrounding neighborhoods. Our strategic operations team conducts in-depth community-level reviews in each of our markets, including a detailed analysis of existing inventory, pricing, buyer demographics and the identification of each location's key buyer metrics. This analysis and resulting analytical tools assist in decision making regarding product designs, positioning, and pricing and underwriting standards for land purchases and land development. Additionally, our market research department is focused on evaluating and identifying new market opportunities.

Government Regulation and Environmental Matters

To the extent that we acquire undeveloped land, we prefer to acquire land after all or most entitlements have been obtained. Construction may begin almost immediately on such entitled land upon compliance with and receipt of specified permits, approvals and other conditions, which generally are within our control. The time needed to obtain such approvals and permits affects the carrying costs of unimproved property acquired for development and construction. The continued effectiveness of permits already granted is subject to factors such as changes in government policies, rules and regulations, and their interpretation and application. To date, the government approval processes discussed above have caused some timing delays but have not had a material adverse effect on our development activities, although there is no assurance that these and other restrictions will not adversely affect future operations as, among other things, sunset clauses may exist on some of our entitlements and they could lapse.

Local and state governments have broad discretion regarding the imposition of development fees for projects under their jurisdictions. These fees are normally established when we receive recorded maps or plats and building permits. Governing agencies may also require concessions or may require the builder to construct certain improvements to public places such as parks and streets. In addition, governing agencies may impose construction moratoriums. Because most of our land is entitled, construction moratoriums typically would not affect us in the near term unless they arise from health, safety or welfare issues, such as insufficient water, electric or sewage facilities. In the long term, we could become subject to delays or may be precluded entirely from developing communities due to building moratoriums, “no growth” or “slow growth” initiatives or building permit allocation ordinances, which could be implemented in the future.

In addition, there is a variety of new legislation being enacted, or considered for enactment at the federal, state and local level relating to energy and climate change. This legislation relates to items such as carbon dioxide emissions control and building codes that impose energy efficiency standards. New building code requirements that impose stricter energy efficiency standards could significantly increase the cost to construct homes, although our energy-efficiency technologies and offerings meet, and in many instances exceed, current and expected energy efficiency thresholds. As climate change concerns continue to grow, legislation and regulations of this nature are expected to continue and may result in increased costs and longer approval and development timelines. Similarly, energy-related initiatives affect a wide variety of companies throughout the United States and the world, and because our operations are heavily dependent on significant amounts of raw materials, such as lumber, steel, and concrete, such initiatives could have an indirect adverse impact on our operations and profitability to the extent the manufacturers and suppliers of our materials are burdened with expensive carbon dioxide emissions control and energy-related regulations.

We are also subject to a variety of local, state, and federal statutes, ordinances, rules and regulations concerning the protection of health and the environment. In some markets, we are subject to environmentally sensitive land ordinances that mandate open space areas with public elements in housing developments, and prevent development on hillsides, wetlands and other protected areas. We must also comply with flood plain restrictions, desert wash area restrictions, native plant regulations, endangered species acts and view restrictions. These and similar laws and regulations may result in delays, cause substantial compliance and other costs, and prohibit or severely restrict development in certain environmentally sensitive regions or areas. To date, compliance with such laws and regulations has not materially affected our operations, although it may do so in the future.

We usually will condition our obligation to acquire property on, among other things, an environmental review of the land. To date, we have not incurred any material unanticipated liabilities relating to the removal or remediation of unknown toxic wastes or other environmental conditions. However, there is no assurance that we will not incur material liabilities in the future relating to toxic waste removal or other environmental conditions affecting land currently or previously owned.

In order for our homebuyers to finance their home purchases with FHA-insured or VA-guaranteed or USDA-guaranteed mortgages, we are required to build such homes in accordance with the regulatory requirements of those agencies.

Some states have statutory disclosure requirements governing the marketing and sale of new homes. These requirements vary widely from state to state.

Some states require us to be registered as a licensed contractor, a licensed real estate broker and in some markets our sales agents are required to be registered as licensed real estate agents.

Employees, Subcontractors and Consultants

At December 31, 2016, we had 1,485 full-time employees, including 276 in management and administration, 34 in our title company, 475 in sales and marketing, and 700 in construction operations. Our operations are carried out through both local and centralized corporate management. Local operations are made up of our division employees, led by management with significant homebuilding experience and who typically possess a depth of knowledge in their particular markets. Our centralized corporate management sets our strategy and leads decisions related to the Company's land acquisition, risk management, finance, cash management and information systems. Our employees are not unionized, and we believe that we have good employee relationships. We pay for a substantial portion of our employees' insurance costs, with the balance contributed by the employees. We also have a 401(k) savings plan, which is available to all employees who meet the plan's participation requirements.

We act solely as a general contractor, and all construction operations are coordinated by our project managers and field superintendents who schedule and monitor third party independent subcontractors. We use independent consultants and contractors for architectural, engineering, advertising and some legal services, and we strive to maintain good relationships with our subcontractors and independent consultants and contractors.

Seasonality

Historically, we experienced seasonal variations in our quarterly operating results and capital requirements. We typically sell more homes in the first half of the fiscal year than in the second half, which creates additional working capital requirements in the second and third quarters to build our inventories to satisfy the deliveries in the second half of the year. We typically benefit from the cash generated from home closings more in the third and fourth quarters than in the first and second quarters. We expect this seasonal pattern to continue over the long term, although it has been and may continue to be affected by volatility in the homebuilding industry.

Executive Officers of the Registrant

The names, ages, positions and business experience of our executive officers are listed below (all ages are as of March 1, 2017). Other than the terms and provisions of various employment and change of control agreements between the Company and the listed officers, there are no understandings between any of our executive officers and any other person pursuant to which any executive officer was selected to his office.

Name	Age	Position
Steven J. Hilton	55	Chairman of the Board and Chief Executive Officer
Hilla Sferruzza	41	Chief Financial Officer, Executive Vice President
C. Timothy White	56	General Counsel, Executive Vice President and Secretary
Phillippe Lord	43	Chief Operating Officer, Executive Vice President
Javier Feliciano	43	Chief Human Resources Officers, Executive Vice President

Steven J. Hilton co-founded Monterey Homes in 1985, which merged with our predecessor in December 1996. Mr. Hilton served as Co-Chairman and Co-Chief Executive Officer from July 1997 to May 2006 and has been the Chairman and Chief Executive Officer since May 2006.

Hilla Sferruzza was appointed Chief Financial Officer and Executive Vice President in April 2016. Prior to her appointment as Chief Financial Officer and Executive Vice President, Ms. Sferruzza was named Chief Accounting Officer and Corporate Controller in 2010 and has worked in other management roles at the company since 2006.

C. Timothy White has been General Counsel, Executive Vice President and Secretary since October 2005 and served on our Board of Directors from December 1996 until October 2005.

Phillippe Lord has been Chief Operating Officer, Executive Vice President since April 2015. Prior to his appointment as Chief Operating Officer, Mr. Lord was Vice President of Strategic Operations from 2008 through 2012 and served as our Western Region President from 2012 through March 2015.

Javier Feliciano joined Meritage in November 2015 as Chief Human Resources Officer, Executive Vice President. From January 2013 through November 2015, Mr. Feliciano was employed by Apollo Education Group as Vice President, Human Resources and as HR Director from June 2010 through January 2013.

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Item 1A. Risk Factors

The risk factors discussed below are factors that we believe could significantly impact our business, if they occur. These factors could cause results to differ materially from our historical results or our future expectations.

Risk Factors Related to our Business

Our long-term success depends on the availability of lots and land that meet our land investment criteria.

The availability of lots and land that meet our investment and marketing standards depends on a number of factors outside of our control, including land availability in general, competition with other homebuilders and land buyers, credit market conditions, legal and government agency processes and regulations, inflation in land prices, zoning, our ability and the costs to obtain building permits, the amount of impact fees, property tax rates and other regulatory requirements. If suitable lots or land becomes less available, or the cost of attractive land increases, it could reduce the number of homes that we may be able to build and sell, each of which could adversely impact our financial results. The availability of suitable land assets could also affect the success of our strategic land acquisition strategy, which may impact our ability to increase the number of actively selling communities and to maintain profitability.

Decreases in mortgage availability and increases in interest rates may make purchasing a home more difficult and may negatively impact the ability to sell new and existing homes.

In general, housing demand is adversely affected by a lack of availability of mortgage financing and increases in interest rates. Most of our buyers finance their home purchases through our mortgage joint venture or third-party lenders providing mortgage financing. If mortgage interest rates increase and, consequently, the ability of prospective buyers to finance home purchases is adversely affected, our home sales and cash flow may be adversely affected and the impact may be material. These risks can also indirectly impact us to the extent our customers need to sell their existing home to purchase a new home from us if the potential buyers of our customer's homes are unable to obtain mortgage financing. Although long-term interest rates currently remain near historically low levels, it is impossible to predict future increases or decreases in market interest rates.

Mortgage lenders are subject to underwriting standards by the regulatory authorities which oversee them. Regulations, standards, rules and requirements, as and when implemented, could restrict the availability of loans and/or increase the costs to borrowers to obtain such loans. While lending requirements have loosened in the past couple of years, mortgage lending underwriting standards are more restrictive than in the previous homebuilding cycle; potentially limiting the number of buyers able to obtain a mortgage. The FHA insures mortgage loans that generally have lower credit requirements and is an important source for financing some of our home sales. Changes or restrictions in FHA programs may negatively affect the availability or affordability of FHA financing. Financing through programs offered by the VA, USDA and other certain housing finance agencies are subject to changes in regulations, lending standards and government funding levels. There can be no assurance that these programs will continue to be available or that they will be as attractive as they currently are. Continued legislative and regulatory actions and more stringent underwriting standards could have a material adverse effect on our business if certain buyers are unable to obtain mortgage financing. A prolonged tightening of the financial markets could also negatively impact our business.

Shortages in the availability of subcontract labor may delay construction schedules and increase our costs.

We conduct our construction operations only as a general contractor. Virtually all design, architectural, construction and development work is performed by unaffiliated third-party consultants and subcontractors. As a consequence, we depend on the continued availability of and satisfactory performance by these consultants and subcontractors for the design and construction of our communities and homes and to provide related materials. The cost of labor may also be adversely affected by shortages of qualified trades people, changes in laws and regulations relating to union activity and changes in immigration laws and trends in labor migration. Throughout the homebuilding cycle, we have experienced shortages of skilled labor in certain markets, which led to increased labor costs. We cannot be assured that in the future there will be a sufficient supply or satisfactory performance by these unaffiliated third-party consultants and subcontractors, which could have a material adverse effect on our business.

Expirations, amendments or changes to tax laws, incentives or credits currently available to us and our homebuyers may negatively impact our business.

Significant changes to existing tax laws that currently benefit our homebuyers may result in an increase in the total cost of home ownership and may make the purchase of a home less attractive to our buyers. Many homeowners receive substantial tax benefits in the form of tax deductions against their personal taxable income for mortgage interest and property tax payments and the loss or reduction of these deductions would affect most homeowners' net cost of owning a home. If federal or state governments further change income tax laws by eliminating, limiting or substantially reducing these or other associated income tax benefits or by altering tax rates, the after-tax cost of owning a home could increase substantially, which could adversely impact demand for and/or selling prices of our homes, and the effect on our consolidated financial statements could be material. Also, federal or state governments have in the past provided for substantial benefits in the form of tax credits for buyers of new or used homes. Currently, under the American Taxpayer Relief Act of 2012, the federal government enacted higher income tax rates and limits on the value of tax deductions for certain high-income individuals and households which may have an indirect impact on our operations. On December 16, 2014, Congress passed the Tax Increase Prevention Act of 2014 (the "Extenders Act"), which the President signed into law on December 19, 2014. The Extenders Act extended the availability of the IRC §45L new energy efficient homes credit to the end of 2014. On December 18, 2015, Congress passed the Protecting Americans from Tax Hikes ("PATH") Act of 2015. The PATH Act further extended the availability of the IRC §45L new energy efficient homes credit through the end of 2016. Legislation to extend this tax credit for 2017 and beyond has not been adopted and it is uncertain whether an extension or similar tax credit will be adopted, particularly in light of the new Presidential administration that began in January 2017. The energy tax credits provided us a significant benefit and reduced our effective income tax rate in 2015 and 2016. If such legislation to extend these tax credits is not adopted, it would increase our effective tax rate and the amount of Federal income taxes we are required to remit to the United States Treasury.

If our current strategic initiatives are not successful, it could have negative consequences on our operations, financial position and cash flows.

We have traditionally focused our marketing, community and home designs, and product offerings on the first- or second-move-up buyer. As a result of changing demographics and trends, we have shifted our strategy and have undertaken actions to align our pricing, product and community offerings to include a focus on entry-level homes based on our belief that there will be a resurgence of first time buyers. We have invested significant efforts to align our community layouts, lot sizes and product designs to include more homes targeted to first time buyers. If there is not a resurgence of first time buyers or our entry-level home offerings are not attractive to our customers it could have negative consequences on our operations, financial position and cash flows.

If home prices decline, potential buyers may not be able to sell their existing homes, which may negatively impact our sales.

As a homebuilder, we are subject to market forces beyond our control. In general, housing demand is impacted by the affordability of housing. Many homebuyers need to sell their existing homes in order to purchase a new home from us, and a weakness in the home resale market could adversely affect that ability. Declines in home prices could have an adverse effect on our homebuilding business margins and cash flows.

High cancellation rates may negatively impact our business; some home cancellations are with homebuyers that have refundable deposits.

Our backlog reflects the number and value of homes for which we have entered into non-contingent sales contracts with customers but have not yet delivered those homes. While we may accept sales contracts on a contingent basis in limited circumstances, they are not included in our backlog until the contingency is removed. In connection with the purchase of a home, our policy is to generally collect a deposit from our customers, although typically, this deposit reflects a small percentage of the total purchase price, and due to local regulations, the deposit may, in certain circumstances, be fully or partially refundable prior to closing. If the prices for our homes in a given community decline, our neighboring competitors reduce their sales prices (or increase their sales incentives), interest rates increase, the availability of mortgage financing tightens or there is a downturn in local, regional or national economies, homebuyers may elect to cancel their home purchase contracts with us. Significant cancellations have previously had, and could in the future have, a material adverse effect on our business as a result of lost sales revenue and the accumulation of unsold housing inventory.

Our future operations may be adversely impacted by high inflation.
We, like other homebuilders, may be adversely affected during periods of high inflation, mainly from higher land, construction, labor and materials costs. Also, higher mortgage interest rates may significantly affect the affordability of mortgage financing to prospective buyers. Inflation could increase our cost of financing, materials and labor and could cause our financial results or profitability to decline. Traditionally, we have attempted to pass cost increases on to our customers through higher sales prices. Although inflation has not historically had a material adverse effect on our business, sustained increases in material costs have recently had and may continue to have a material adverse effect on our business if we are unable to correspondingly increase home sale prices.
A reduction in our sales absorption levels may force us to incur and absorb additional community-level costs.
We incur certain overhead costs associated with our communities, such as marketing expenses and costs associated with the upkeep and maintenance of our model and sales complexes. If our sales absorptions pace decreases and the time required to close out our communities is extended, we would likely incur additional overhead costs, which would negatively impact our financial results. Additionally, we incur various land development improvement costs for a community prior to the commencement of home construction. Such costs include infrastructure, utilities, taxes and other related expenses. Reduction in home absorption rates increases the associated holding costs and extends our time to recover such costs. Declines in the homebuilding market may also require us to evaluate the recoverability of costs relating to land acquired more recently.
The value of our real estate inventory may decline, leading to impairments and reduced profitability.
During the last homebuilding cycle downturn, and in certain isolated circumstances afterward, we had to impair many of our real-estate assets to fair-value, incurring large impairment charges which negatively impacted our financial results. Another decline in the homebuilding market may require us to re-evaluate the value of our land holdings and we could incur additional impairment charges, which would decrease both the book value of our assets and stockholders’ equity.
Reduced levels of sales may cause us to re-evaluate the viability of existing option contracts, resulting in a potential termination of these contracts which may lead to impairment charges.
In the prior homebuilding cycle, a significant portion of our lots were controlled under option contracts. Such options generally require a cash deposit that will be forfeited if we do not exercise the option or proceed with the purchase(s). During the prior downturn, we forfeited significant amounts of deposits and wrote off significant amounts of related pre-acquisition costs related to projects we no longer deemed feasible, as they were not projected to generate acceptable returns. Another downturn in the homebuilding market may cause us to re-evaluate the feasibility of our optioned projects, which may result in writedowns that would reduce our assets and stockholders’ equity.
Our business may be negatively impacted by natural disasters or extensive weather.
Our homebuilding operations include operations in Texas, California, North Carolina, South Carolina, Tennessee, Georgia and Florida. These markets occasionally experience extreme weather conditions such as tornadoes and/or hurricanes, earthquakes, wildfires, flooding, landslides, prolonged periods of precipitation, sinkholes and other natural disasters. We do not insure against some of these risks. These occurrences could damage or destroy some of our homes under construction or our building lots, which may result in uninsured or underinsured losses. We could also suffer significant construction delays or substantial fluctuations in the pricing or availability of building materials due to such disasters. Any of these events could cause a decrease in our revenue, cash flows and earnings.
If we are unable to successfully compete in the highly competitive housing industry, our financial results and growth may suffer.
The housing industry is highly competitive. We compete for sales in each of our markets with national, regional and local developers and homebuilders, existing home resales (including foreclosures) and, to a lesser extent, condominiums and available rental housing. Some of our competitors have significantly greater financial resources and some may have lower costs than we do. Competition among homebuilders of all sizes is based on a number of interrelated factors, including location, reputation, amenities, design, innovation, quality and price. Competition is expected to continue and may become more intense, and there may be new entrants in the markets in which we currently operate and in markets we may enter in the future and our industry may also experience some consolidations. If we are unable to successfully compete, our financial results and growth could suffer.

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We are subject to home warranty and construction defect claims arising in the ordinary course of business, which may lead to additional reserves or expenses.

Home warranty and construction defect claims are common in the homebuilding industry and can be costly. Therefore, in order to account for future potential obligations, we establish a warranty reserve in connection with every home closing. Additionally, we maintain general liability insurance and generally require our subcontractors to provide a warranty and indemnity to us and insurance coverage for liabilities arising from their work; however, we cannot be assured that our warranty reserves and insurance and those subcontractors warranties, insurance and indemnities will be adequate to cover all warranty and construction defect claims for which we may be held responsible. For example, we may be responsible for applicable self-insured retentions, and certain claims may not be covered by insurance or may exceed applicable coverage limits.

A major safety incident relating to our operations could be costly in terms of potential liabilities and reputational damage.

Building sites are inherently dangerous, and operating in the homebuilding industry poses certain inherent health and safety risks. Due to health and safety regulatory requirements and the number of projects we work on, health and safety performance is important to the success of our development and construction activities. Any failure in health and safety performance may result in penalties for non-compliance with relevant regulatory requirements, and a failure that results in a major or significant health and safety incident is likely to be costly and could expose us to claims resulting from personal injury. Such a failure could generate significant negative publicity and have a corresponding impact on our reputation, our relationships with relevant regulatory agencies or governmental authorities, and our ability to attract customers and employees, which in turn could have a material adverse effect on our business, financial condition and operating results. We and our subcontractors carry insurance that covers some of these risks.

Our income tax provision and other tax liabilities may be insufficient if taxing authorities initiate and are successful in asserting tax positions that are contrary to our position.

In the normal course of business, we are audited by various federal, state and local authorities regarding income tax matters. Significant judgment is required to determine our provision for income taxes and our liabilities for federal, state, local and other taxes. We have one state tax audit unresolved at this time. Although we believe our approach to determining the appropriate tax treatment is supportable and in accordance with tax laws and regulations and relevant accounting literature, it is possible that the final tax authority will take a tax position that is materially different than ours. As each audit is conducted, adjustments, if any, are recorded in our consolidated financial statements in the period determined. Such differences could have a material adverse effect on our income tax provision or benefit, or other tax reserves, in the reporting period in which such determination is made and, consequently, on our results of operations, financial position and/or cash flows for such period.

Our ability to acquire and develop raw or partially finished lots may be negatively impacted if we are unable to secure performance bonds.

In connection with land development work on our raw or partially finished land, we are oftentimes required to provide performance bonds or other assurances for the benefit of the respective municipalities or governmental authorities. These performance bonds provide assurance to the beneficiaries that the development will be completed, or that in case we do not perform, that funds from the bonds are available for the municipality or governmental agency to finish such work. In the future, additional performance bonds may be difficult to obtain, or may become difficult to obtain on terms that are acceptable to us. If we are unable to secure such required bonds, progress on affected projects may be delayed or halted or we may be required to expend additional cash to secure other forms of sureties which may adversely affect our financial position and ability to grow our operations.

The loss of key personnel may negatively impact us.

Our success largely depends on the continuing services of certain key employees and our ability to attract and retain qualified personnel. We have employment agreements with certain key employees who we believe possess valuable industry knowledge, experience and leadership abilities that would be difficult in the short term to replicate. The loss of the services of such key employees could harm our operations and business plans.

Failure to comply with laws and regulations by our employees or representatives may harm us.

We are required to comply with applicable laws and regulations that govern all aspects of our business including land acquisition, development, home construction, mortgage origination, title and escrow operations, sales and warranty. It is possible that individuals acting on our behalf could intentionally or unintentionally violate some of these laws and regulations. Although we endeavor to take immediate action if we become aware of such violations, we may incur fines or penalties as a result of these actions and our reputation with governmental agencies and our customers may be damaged. Further, other acts of bad judgment may also result in negative publicity and/or financial consequences.

Our lack of geographic diversification could adversely affect us if the homebuilding industry in our market declines.
We have operations in Texas, Arizona, California, Colorado, Florida, North Carolina, South Carolina, Georgia and Tennessee. Although we have recently expanded our operations to new markets, our geographic diversification is still limited and could adversely impact us if the homebuilding business in our current markets should decline, since we may not have a balancing opportunity in other geographic regions. For example, oil prices declined significantly in the latter part of 2014 and 2015 which had an impact on our operations in the Houston market which are sensitive to declining oil prices as energy is an important employment sector in this market.

We experience fluctuations and variability in our operating results on a quarterly basis and, as a result, our historical performance may not be a meaningful indicator of future results.

We historically have experienced, and expect to continue to experience, variability in home sales and results of operations on a quarterly basis. As a result of such variability, our historical performance may not be a meaningful indicator of future results. Factors that contribute to this variability include:

- timing of home deliveries and land sales;
- the changing composition and mix of our asset portfolio;
- delays in construction schedules due to adverse weather, acts of God, reduced subcontractor availability and governmental requirements and restrictions;
- conditions of the real estate market in areas where we operate and of the general economy;
- the cyclical nature of the homebuilding industry; and
- costs and availability of materials and labor.

Our level of indebtedness may adversely affect our financial position and prevent us from fulfilling our debt obligations.

The homebuilding industry is capital intensive and requires significant up-front expenditures to secure land and pursue development and construction on such land. Accordingly, we incur substantial indebtedness to finance our homebuilding activities. At December 31, 2016, we had approximately $1.1 billion of indebtedness and $131.7 million of cash and cash equivalents. If we require working capital greater than that provided by operations, our current liquidity position, and our current $481.2 million available to be drawn under our credit facility, we may be required to seek additional capital in the form of equity or debt financing from a variety of potential sources, including bank financing and securities offerings. There can be no assurance we would be able to obtain such additional capital on terms acceptable to us, if at all. The level of our indebtedness could have important consequences to our stockholders, including the following:

- our ability to obtain additional financing for working capital, capital expenditures, acquisitions or general corporate purposes could be impaired;
- we could have to use a substantial portion of our cash flow from operations to pay interest and principal on our indebtedness, which would reduce the funds available to us for other purposes such as land and lot acquisition, development and construction activities;
- we have a moderate level of indebtedness and a lower volume of cash and cash equivalents than some of our competitors, which may put us at a competitive disadvantage and reduce our flexibility in planning for, or responding to, changing conditions in our industry, including increased competition; and
- we may be more vulnerable to economic downturns and adverse developments in our business than some of our competitors.

We expect to generate cash flow to pay our expenses and to pay the principal and interest on our indebtedness with cash flow from operations or from existing working capital. Our ability to meet our expenses thus depends, to a large extent, on our future performance, which will be affected by financial, business, economic and other factors. We will not be able to control many of these factors, such as economic conditions in the markets where we operate and pressure from competitors. If we do not have sufficient funds, we may be required to refinance all or part of our existing debt, sell assets or borrow additional funds. We cannot guarantee that we will be able to do so on terms acceptable to us, if at all. In addition, the terms of existing or future debt agreements may restrict us from pursuing any of these alternatives.

Our ability to obtain third-party financing may be negatively affected by any downgrade of our credit rating from a rating agency

We consider the availability of third-party financing to be a key component of our long-term strategy to grow our business either through acquisitions or through internal expansion. As of December 31, 2016, our credit ratings were BB-, Ba2, and BB- by Standard and Poor’s Financial Services, Moody’s Investor Services and Fitch Ratings, respectively, the three primary rating agencies. Any downgrades from these ratings may impact our ability to obtain future additional financing, or to obtain such financing at terms that are favorable to us and therefore, may adversely impact our future operations.

We may not be successful in future expansion and integrating acquisitions.

We may consider growth or expansion of our operations in our current markets or in other areas of the country. We may not be successful in future expansion and integrating future acquisitions. Our expansion into new or existing markets could have a material adverse effect on our cash flows and/or profitability as we may incur costs to integrate new markets into our operations in advance of those operations providing a right-sized impact to our bottom line. The magnitude, timing and nature of any future expansion will depend on a number of factors, including suitable additional markets and/or acquisition candidates, the negotiation of acceptable terms, our financial capabilities, the size of the new business, and general economic and business conditions. New acquisitions may result in the incurrence of additional debt. Acquisitions also involve numerous risks, including difficulties and/or delays in the assimilation and integration of the acquired company’s operations, the incurrence of unanticipated liabilities or expenses, the diversion of management’s attention from other business concerns, risks of entering markets in which we have limited or no direct experience and the potential loss of key employees of the acquired company. In our recent acquisitions in Nashville, Atlanta and Greenville, the integration of the operations was slower than originally anticipated, although we believe we have now worked through most of the delays. However, it cannot be assured that integration delays for future acquisitions will not occur, which could have an impact on our operations and our financial results.

We are subject to extensive government regulations that could cause us to incur significant liabilities or restrict our business activities.

Regulatory requirements could cause us to incur significant liabilities and costs and could restrict our business activities. We are subject to local, state and federal statutes and rules regulating certain developmental matters, as well as building and site design. We are subject to various fees and charges of government authorities designed to defray the cost of providing certain governmental services and improvements. We may be subject to additional costs and delays or may be precluded entirely from building projects because of “no-growth” or “slow-growth” initiatives, building permit ordinances, building moratoriums, or similar government regulations that could be imposed in the future due to health, safety, climate, welfare or environmental concerns. We must also obtain licenses, permits and approvals from government agencies to engage in certain activities, the granting or receipt of which are beyond our control and could cause delays in our homebuilding projects.

We are also subject to a variety of local, state and federal statutes, ordinances, rules and regulations concerning the protection of health and the environment. Environmental laws or permit restrictions may result in project delays, may cause substantial compliance and other costs and may prohibit or severely restrict development in certain environmentally sensitive regions or geographic areas. Environmental regulations can also have an adverse impact on the availability and price of certain raw materials, such as lumber.

Our wholly-owned title company, Carefree Title Agency, provides title insurance and closing settlement services for our homebuyers. The title and settlement services provided by Carefree Title Agency are subject to various regulations, including regulation by state banking and insurance regulations. Potential changes to federal and state laws and regulations could have the effect of limiting our activities or how our joint venture conducts its operations and this could have an adverse effect on our results of operations.

Our mortgage joint venture is engaged in mortgage broker activities and provides services both to our customers and other homebuyers. The mortgage industry remains under intense scrutiny and continues to face increasing regulation at the federal, state and local level. Although we do not originate mortgages, we are directly or indirectly subject to certain of these regulations. In addition, if we are determined to have violated federal or state regulations, we face the loss of our licenses or other required approvals or we could be subject to fines, penalties, civil actions or we could be required to suspend our activities, each of which could have an adverse effect on our reputation, results and operations.

Legislation relating to energy and climate change could increase our costs to construct homes.

There is a variety of new legislation being enacted, or considered for enactment at the federal, state and local level relating to energy and climate change. This legislation relates to items such as carbon dioxide emissions control and building codes that impose energy efficiency standards. New building code requirements that impose stricter energy efficiency standards could significantly increase our cost to construct homes. As climate change concerns continue to grow, legislation and regulations of this nature are expected to continue and become more costly to comply with. Similarly, energy-related initiatives affect a wide variety of companies throughout the United States and the world and because our operations are heavily dependent on significant amounts of raw materials, such as lumber, steel, and concrete, they could have an indirect adverse impact on our operations and profitability to the extent the manufacturers and suppliers of our materials are burdened with expensive cap and trade and similar energy-related regulations.

Our ability to build energy-efficient technologies at a profitable price point may be replicated by other builders in the future, which could reduce our competitive advantage.

We believe we currently have a competitive advantage over many of the other production homebuilders by virtue of our energy efficiency technologies. Our communities offer a high level of energy-saving features included in the base price of our homes, and most of our communities are engineered to add on optional solar features to further optimize energy savings. If other builders are able to replicate our energy efficient technologies and offer them at a similar price point, it could diminish our competitive advantage in the marketplace.

Information technology failures and data security breaches could harm our business.

We use information technology and other computer resources to carry out important operational and marketing activities as well as maintain our business records. Many of these resources are provided to us and/or maintained on our behalf by third-party service providers pursuant to agreements that specify certain security and service level standards. Although we and our service providers employ what we believe are adequate security, disaster recovery and other preventative and corrective measures, our ability to conduct our business may be impaired if these resources are compromised, degraded, damaged or fail, whether due to a virus or other harmful circumstance, intentional penetration or disruption of our information technology resources by a third party, natural disaster, hardware or software corruption or failure or error (including a failure of security controls incorporated into or applied to such hardware or software), telecommunications system failure, service provider error or failure, intentional or unintentional personnel actions (including the failure to follow our security protocols), or lost connectivity to our networked resources.

A significant and extended disruption in the functioning of these resources could damage our reputation and cause us to lose customers, sales, result in the unintended public disclosure or the misappropriation of proprietary, personal and confidential information (including information about our homebuyers and business partners), and require us to incur significant expense to address and resolve these kinds of issues. The release of confidential information may also lead to litigation or other proceedings against us by affected individuals and/or business partners and/or by regulators, and the outcome of such proceedings, which could include penalties or fines, could have a material and adverse effect on our consolidated financial statements. In addition, the costs of maintaining adequate protection against such threats, depending on their evolution, pervasiveness and frequency and/or government-mandated standards or obligations regarding protective efforts, could continue to increase and could be material to our consolidated financial statements.

Any of the above risk factors could have a material adverse effect on your investment in our bonds and common stock. As a result, you could lose some or all of your investment.

Special Note of Caution Regarding Forward-Looking Statements

In passing the Private Securities Litigation Reform Act of 1995 (“PSLRA”), Congress encouraged public companies to make “forward-looking statements” by creating a safe-harbor to protect companies from securities law liability in connection with forward-looking statements. We intend to qualify both our written and oral forward-looking statements for protection under the PSLRA.

The words “believe,” “expect,” “anticipate,” “forecast,” “plan,” “intend,” “may,” “will,” “should,” “could,” “estimate,” and “pr expressions identify forward-looking statements, which speak only as of the date the statement was made. All statements we make other than statements of historical fact are forward-looking statements within the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act.

Forward-looking statements in this Annual Report include statements concerning our belief that we have ample liquidity; our intentions and the expected benefits and advantages of our strategic model and energy efficiency initiatives as well as our product and land positioning strategies; the benefits of and our intentions to use options to acquire land; our exposure to supplier concentration risk; our delivery of substantially all of our backlog existing as of year end; management estimates regarding future joint venture exposure; our positions and our expected outcome relating to litigation in general; our intentions to not pay dividends; growth in the first-time buyer segment that are seeking entry-level homes; the timing and extent of new community openings in 2017; that our spec home inventory will increase; that we may repurchase our debt and equity securities; that we plan to issue a sustainability report in 2017; our use of derivative financial instruments; expectations regarding our industry and our business into 2017 and beyond, and that we expect our cash expenditures will exceed our cash generated by operations as we continue to expand our business; the demand for and the pricing of our homes; our land and lot acquisition strategy (including that we will redeploy cash to acquire well-positioned finished lots and that we may participate in joint ventures or opportunities outside of our existing markets if opportunities arise and the benefits relating thereto); that we may expand into new markets; the availability of suppliers; that we may seek additional debt or equity capital; our expectation that existing guarantees, letters of credit and performance and surety bonds will not be drawn on; the sufficiency of our insurance coverage and warranty reserves; the sufficiency of our capital resources to support our business strategy; the impact of new accounting standards and changes in accounting estimates; trends and expectations concerning sales prices, sales orders, cancellations, construction costs, gross margins, land costs and profitability and future home inventories; our future cash needs; the impact of seasonality; and our future compliance with debt covenants and actions we may take with respect thereto.

Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements, and that could negatively affect our business are discussed above in this report under the heading “Risk Factors.”

Forward-looking statements express expectations of future events. All forward-looking statements are inherently uncertain as they are based on various expectations and assumptions concerning future events and they are subject to numerous known and unknown risks and uncertainties that could cause actual events or results to differ materially from those projected. Due to these inherent uncertainties, the investment community is urged not to place undue reliance on forward-looking statements. In addition, we undertake no obligations to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to projections over time, except as required by law.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our corporate office is in a leased building located in Scottsdale, Arizona with 66,209 square feet and a September 30, 2023 lease expiration.

We lease an aggregate of approximately 306,000 square feet of office space (of which approximately 15,000 square feet is currently subleased by us to third parties) in our markets for our operating divisions, corporate and executive offices.

Item 3. Legal Proceedings

We are involved in various routine legal and regulatory proceedings, including, without limitation, claims and litigation alleging construction defects. In general, the proceedings are incidental to our business, and most exposure is subject to and should be covered by warranty and indemnity obligations of our consultants and subcontractors. Additionally, some such claims are also covered by insurance. With respect to the majority of pending litigation matters, our ultimate legal and financial responsibility, if any, cannot be estimated with certainty and, in most cases, any potential losses related to these matters are not considered probable. Historically, most disputes regarding warranty claims are resolved prior to litigation. We believe there are no pending legal or warranty matters that could have a material adverse impact upon our consolidated financial condition, results of operations or cash flows that have not been sufficiently reserved. Information related to pending legal proceedings is presented in Note 15 - Commitments and Contingencies, in the accompanying consolidated financial statements and is incorporated by reference herein.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “MTH”. The high and low sales prices per share of our common stock for the periods indicated, as reported by the NYSE, follow.

	2016		2015	
Quarter Ended	High	Low	High	Low
March 31	$36.46	$26.86	$49.47	$31.69
June 30	$39.39	$32.84	$49.90	$41.41
September 30	$40.55	$32.34	$49.25	$35.60
December 31	$38.95	$29.95	$41.33	$32.51

The following Performance Graph and related information shall not be deemed to be “soliciting material” or to be “filed” with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

	2011	2012	2013	2014	2015	2016
Meritage Homes Corporation	100.00	161.06	206.94	155.20	146.57	150.06
S&P 500 Index	100.00	113.50	146.68	163.42	162.56	177.92
Dow Jones US Home Construction Index	100.00	181.60	199.36	214.02	234.10	216.92

The preceding graph compares the five-year total return of our common stock with the S&P 500 Index and the Dow Jones US Home Construction Index. The graph assumes $100 invested as of December 31, 2011 in Meritage Common Stock the S&P 500 Index and the Dow Jones US Home Construction Index, and the re-investment of all dividends. The performance of our common stock depicted in the graphs is not indicative of future performance.

On February 1, 2017 there were approximately 203 owners of record and approximately 11,500 beneficial owners of common stock.
The transfer agent for our common stock is Computershare Investor Services, LLC, 480 Washington Blvd., Jersey City, NJ 07310 (www.cpushareownerservices.com).

Historically, we have not declared cash dividends, nor do we intend to declare cash dividends in the foreseeable future. We plan to retain our earnings to finance the continuing development of the business. Future cash dividends, if any, will depend upon our financial condition, results of operations, capital requirements, statutory requirements, as well as other factors considered relevant by our Board of Directors. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources”.
Reference is made to Note 10 in the accompanying consolidated financial statements for a description of our stock-based compensation plans.
Issuer Purchases of Equity Securities
We did not acquire any shares of our common stock during the twelve months ended December 31, 2016. On February 21, 2006, we announced that our Board of Directors approved a stock repurchase program, authorizing the expenditure of up to $100 million to repurchase shares of our common stock, subject to certain price parameters. In August 2006, the Board of Directors authorized an additional $100 million under this program. There is no stated expiration date for this program. As of December 31, 2016, we had approximately $130.2 million of the authorized amount available to repurchase shares under this program.

Item 6. Selected Financial Data

The following table presents selected historical consolidated financial and operating data of Meritage Homes Corporation and subsidiaries as of and for each of the last five years ended December 31, 2016. The financial data has been derived from our audited consolidated financial statements and related notes for the periods presented. This table should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and related notes included elsewhere in this Annual Report. These historical results may not be indicative of future results.

	Historical Consolidated Financial Data Years Ended December 31, ($ in thousands, except per share amounts)				
	2016	2015	2014	2013	2012
Statement of Operations Data:					
Homebuilding:					
Total closing revenue	$3,029,227	$2,568,082	$2,169,643	$1,814,659	$1,193,674
Total cost of closings (1)	(2,498,015)	(2,079,373)	(1,717,026)	(1,418,241)	(975,475)
Total closing gross profit	531,212	488,709	452,617	396,418	218,199
Financial services profit	21,902	19,271	16,178	15,954	10,255
Commissions and other sales costs	(215,092)	(188,418)	(156,742)	(126,716)	(94,833)
General and administrative expenses	(123,803)	(112,849)	(104,598)	(91,510)	(68,185)
Earnings/(loss) from unconsolidated entities, net	4,060	(338)	(447)	(378)	(224)
Interest expense	(5,172)	(15,965)	(5,163)	(15,092)	(24,244)
Other income/(expense), net	4,953	(946)	6,572	2,792	(6,342)
Loss on extinguishment of debt	—	—	—	(3,796)	(5,772)
Earnings before income taxes	218,060	189,464	208,417	177,672	28,854
(Provision for)/benefit from income taxes	(68,519)	(60,726)	(66,176)	(53,208)	76,309
Net earnings	$149,541	$128,738	$142,241	$124,464	$105,163
Earnings per common share:					
Basic	$3.74	$3.25	$3.65	$3.45	$3.09
Diluted (2)	$3.55	$3.09	$3.46	$3.25	$3.00
Balance Sheet Data (December 31):					
Cash, cash equivalents, investments and securities and restricted cash	$131,702	$262,208	$103,333	$363,823	$295,469
Real estate	$2,422,063	$2,098,302	$1,877,682	$1,405,299	$1,113,187
Total assets (3)	$2,888,691	$2,679,777	$2,306,011	$1,991,154	$1,563,828
Senior, senior subordinated and convertible senior notes, net and loans payable and other borrowings (3)	$1,127,314	$1,117,040	$925,081	$908,841	$717,351
Total liabilities (3)	$1,467,196	$1,420,840	$1,196,522	$1,149,762	$869,618
Stockholders' equity	$1,421,495	$1,258,937	$1,109,489	$841,392	$694,210
Cash Flow Data:					
Cash (used in)/provided by:					
Operating activities	$(103,402)	$(3,335)	$(211,248)	$(77,924)	$(220,923)
Investing activities	$(20,106)	$(16,487)	$(62,867)	$1,031	$23,844
Financing activities	$(6,998)	$178,697	$103,312	$180,572	$193,924

(1) Total cost of closings includes $3.8 million, $6.6 million, $3.7 million, $1.0 million and $2.0 million of impairments for the years ending December 31, 2016, 2015, 2014, 2013 and 2012, respectively.

(2) Diluted earnings per common share for all years presented includes adjustments to net earnings to account for the interest attributable to our convertible debt, net of income taxes. See Note 8 of our consolidated financial

statements for additional information.

(3) Capitalized debt costs were retrospectively reclassified from Prepaids, other assets and goodwill to Senior and convertible senior notes, net as a result of FASB's issuance of ASU 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. Debt costs reclassified from assets to liabilities amounted to $10.7 million, $10.1 million, $12.2 million, and $11.7 million for December 31, 2015, 2014, 2013, and 2012, respectively. See Note 1 of our consolidated financial statements for additional information.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations
Overview and Outlook
Industry Conditions

Continued housing affordability and increasing demand in most markets due to improved consumer confidence and a strengthening economy resulted in a steady level of growth for the housing market during 2016. We believe that recent job growth and increased household formations support generally steady growth for our sector over the next several years, particularly among the first-time homebuyer segment. The demand for new homes and the continuing financial recovery have also resulted in rising land, construction and labor costs which translated into tighter gross margins for our company and the homebuilding industry in general.

We are committed to our plan of strategically positioning ourselves in many of the top housing markets in the country and continue to actively source land for well-located communities within those locations. We offer our buyers energy efficient features coupled with the ability to personalize their homes and we provide a home warranty, successfully setting us apart from the competition we face with resale homes. Currently, we are actively pursuing land opportunities and opening new communities that appeal to and target the growing first-time home buyer segment.
Summary Company Results
Total home closing revenue was $3.0 billion for the year ended December 31, 2016, increasing 18.6% from $2.5 billion in 2015. Total home closing revenue for the year ended December 31, 2015 was 18.2% higher than the $2.1 billion recorded for the year ended December 31, 2014. Improved revenue from higher closing volume resulted in net earnings of $149.5 million in 2016 as compared to $128.7 million in 2015 and $142.2 million in 2014. Tight labor supplies and rising construction costs, coupled with the limited ability to increase prices in most markets, put pressure on margins resulting in gross margins in 2016 of 17.6% versus 19.0% in 2015 and 21.2% in 2014. Our 2016 results include $68.5 million of income taxes, representing a 31.4% effective tax rate as compared to a 32.1% effective tax rate in 2015 and a 31.8% effective tax rate in 2014.
Companywide, both units and average sales prices on closings and orders experienced year-over-year increases in 2016. At December 31, 2016, our backlog of $1.1 billion was relatively flat with December 31, 2015, and was up 34.2% from $846.5 million at December 31, 2014. The nominally lower year-over-year ending backlog at December 31, 2016 was primarily the result of a decline in fourth quarter orders resulting from fewer communities open for sale primarily due to delays in community openings following the quick sell-out of certain communities in the prior several quarters. The unit decline in backlog was nearly offset by higher average sales prices in the majority of our markets. Our average sales price for homes in backlog increased 2.3% to $432,300 from $422,600 at December 31, 2015 and increased 8.0% from $400,400 at December 31, 2014. Our cancellation rate on sales orders as a percentage of gross sales in 2016 remained low at 13.1% as compared to 12.1% and 14.0% for the years ended December 31, 2015 and 2014, respectively, reflecting a high quality backlog.
Company Positioning

We remain focused on our main goals of growing our orders, revenue and profit and maintaining a strong balance sheet. To help meet these goals, we continue to focus on the following initiatives:

- Continuing to actively acquire and develop land in key markets in order to maintain and grow our lot supply and active community count;
- Introducing LiVE.NOW, our newest "entry-level plus" collection of product offerings that targets the growing first-time homebuyer segment;
- Expanding market share in our smaller markets;
- Managing construction efficiencies and cost increases through national and regional vendor relationships with a focus on quality construction and warranty management;
- Growing revenue while managing costs, allowing us to improve overhead operating leverage in all of our markets;

- Generating additional working capital and maintaining adequate liquidity;
- Increasing orders pace through the use of our consumer and market research to build homes that offer our buyers their desired features and amenities;
- Continuing to innovate and promote our energy efficiency program to drive sales;

- Adapting sales and marketing efforts to increase traffic and allow us to favorably compete with both resale and new homes;
- Actively monitoring and adjusting our sales, construction and closing processes through customer satisfaction surveys; and
- Promoting a positive environment for our employees in order to retain our employees and minimize turnover.

To assist in meeting our company goals, we are pleased to report the following 2016 successes:
- Successfully opened our first LiVE.NOW communities targeted to the growing number of first-time buyers looking for affordable home ownership that offers a product beyond the typical entry-level home.
- Surpassed a historic milestone with the closing of our 100,000th home; and
- Increased our lots under control by 7.3% to 29,815 lots at December 31, 2016 from prior year.

We believe that the investments in our new communities, new markets and industry leading energy efficient product offerings create a differentiated strategy that has aided us in our growth. Throughout 2016, we opened 75 new communities while closing out 83 communities. We expect that the first half of 2017 will be a growth period for us in terms of new community openings as we work through some of the community opening delays experienced in the second half of 2016.

Critical Accounting Policies
We have established various accounting policies that govern the application of United States generally accepted accounting principles ("GAAP") in the preparation and presentation of our consolidated financial statements. Our significant accounting policies are described in Note 1 of the consolidated financial statements included in this Form 10-K. Certain of these policies involve significant judgments, assumptions and estimates by management that may have a material impact on the carrying value of certain assets and liabilities, and revenue and costs. We are subject to uncertainties such as the impact of future events, economic, environmental and political factors and changes in our business environment; therefore, actual results could differ from these estimates. Accordingly, the accounting estimates used in the preparation of our financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as our operating environment changes. Changes in estimates are revised when circumstances warrant. Such changes in estimates and refinements in methodologies are reflected in our reported results of operations and, if material, the effects of changes in estimates are disclosed in the notes to our consolidated financial statements. The judgments, assumptions and estimates we use and believe to be critical to our business are based on historical experience, knowledge of the accounts, industry practices, and other factors, which we believe to be reasonable under the circumstances. Because of the nature of the judgments and assumptions we have made, actual results may differ from these judgments and estimates and could have a material impact on the carrying values of assets and liabilities and the results of our operations.

The accounting policies that we deem most critical to us and involve the most difficult, subjective or complex judgments are as follows:

Revenue Recognition
We recognize revenue from a home sale when title passes to the homeowner, the homeowner's initial and continuing investment is adequate to demonstrate a commitment to pay for the home, the receivable, if any, from the homeowner is not subject to future subordination and we do not have a substantial continuing involvement with the sold home. These conditions are typically achieved when a home closes.
Revenue from land sales is recognized when a significant down payment is received, the earnings process is relatively complete, title passes and collectability of the receivable is reasonably assured. Although there is limited subjectivity in this accounting policy, we have designated revenue recognition as a critical accounting policy due to the significance of this balance in our statements of operations.

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Real Estate

Real estate is stated at cost unless the community or land is determined to be impaired, at which point the inventory is written down to fair value as required by Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 360-10, Property, Plant and Equipment. Inventory includes the costs of land acquisition, land development and home construction, capitalized interest, real estate taxes, direct overhead costs incurred during development and home construction that benefit the entire community, less impairments, if any. Land and development costs are typically allocated and transferred to homes under construction when home construction begins. Home construction costs are accumulated on a per-home basis. Cost of home closings includes the specific construction costs of the home and all related allocated land acquisition, land development and other common costs (both incurred and estimated to be incurred) based upon the total number of homes expected to be closed in each community or phase. Any changes to the estimated total development costs of a community or phase are allocated to the remaining homes in the community or phase. When a home closes, we may have incurred costs for goods and services that have not yet been paid. Therefore, an accrual to capture such obligations is recorded in connection with the home closing and charged directly to cost of sales.

We rely on certain estimates to determine our construction and land development costs. Construction and land costs are comprised of direct and allocated costs, including estimated future costs. In determining these costs, we compile project budgets that are based on a variety of assumptions, including future construction schedules and costs to be incurred. Actual results can differ from these budgeted amounts for various reasons, including construction delays, labor or material shortages, slower absorptions, increases in costs that have not yet been committed, changes in governmental requirements, or other unanticipated issues encountered during construction and development and other factors beyond our control. To address uncertainty in these budgets, we assess, update and revise project budgets on a regular basis, utilizing the most current information available to estimate construction and land costs.

Typically, an entitled community’s life cycle ranges from three to five years, commencing with the acquisition of the land, continuing through the land development phase and concluding with the sale, construction and closing of the homes. Actual community lives will vary based on the size of the community, the absorption rates and whether the land purchased was raw land or finished lots. Master-planned communities encompassing several phases and super-block land parcels may have significantly longer lives and projects involving smaller finished lot purchases may be significantly shorter.

All of our land inventory and related real estate assets are reviewed for recoverability, as our inventory is considered “long-lived” in accordance with GAAP. Impairment charges are recorded to write down an asset to its estimated fair value if the undiscounted cash flows expected to be generated by the asset are lower than its carrying amount. Our determination of fair value is based on projections and estimates. Changes in these expectations may lead to a change in the outcome of our impairment analysis, and actual results may also differ from our assumptions. Our analysis is conducted if indicators of a decline in value of our land and real estate assets exist. If an asset is deemed to be impaired, the impairment recognized is measured as the amount by which the assets’ carrying amount exceeds their fair value. The impairment of a community is allocated to each lot on a straight-line basis.

Goodwill

Goodwill represents the excess of the purchase price paid over the fair value of the net assets acquired in business combinations. Goodwill was $33.0 million as of December 31, 2016 and December 31, 2015. In accordance with ASC 350, Intangibles, Goodwill and Other ("ASC 350"), we analyze goodwill on an annual basis (or whenever indicators of impairment exist) through a qualitative assessment to determine whether it is necessary to perform a two-step goodwill impairment test. ASC 350 states that an entity may assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. Such qualitative factors include: (1) macroeconomic conditions, such as a deterioration in general economic conditions, (2) industry and market considerations such as deterioration in the environment in which the entity operates, (3) cost factors such as increases in raw materials, labor costs, etc., and (4) overall financial performance such as negative or declining cash flows or a decline in actual or planned revenue or earnings. If the qualitative analysis determines that additional impairment testing is required, the two-step impairment testing in accordance with ASC 350 would be initiated. We continually evaluate our qualitative inputs to assess whether events and circumstances have occurred that indicate the goodwill balance may not be recoverable.

Warranty Reserves

We use subcontractors for nearly all aspects of home construction. Although our subcontractors are generally required to repair and replace any product or labor defects, we are, during applicable warranty periods, ultimately responsible to the homeowner for making such repairs. As such, warranty reserves are recorded to cover our exposure to absorb the costs for materials and labor not expected to be covered by our subcontractors to the extent they relate to warranty-type claims subsequent to the delivery of a home to the homeowner. Reserves are reviewed on a regular basis and, with the assistance of an actuary for the structural warranty, we determine their sufficiency based on our and industry-wide historical data and trends. These reserves are subject to variability due to uncertainties regarding structural defect claims for the products we build, the markets in which we build, claim settlement history, insurance and legal interpretations and expected recoveries, among other factors.

At December 31, 2016, our warranty reserve was $22.7 million, reflecting an accrual of 0.1% to 0.6% of a home's sale price depending on our loss history in the geographic area in which the home was built. A 10% increase in our warranty reserve rate would have increased our accrual and corresponding cost of sales by approximately $1.7 million in 2016. We recorded $1.0 million in favorable adjustments to our reserve in 2016 and $1.1 million in unfavorable adjustments in 2015. These adjustments were based on historical trends of actual claims paid combined with our success in recovery of expended amounts and the composition of the homes covered under warranty. While we believe that the warranty reserve is sufficient to cover our projected costs, there can be no assurances that historical data and trends will accurately predict our actual warranty costs. Furthermore, there can be no assurances that future economic or financial developments might not lead to a significant change in the reserve.

Valuation of Deferred Tax Assets

We account for income taxes using the asset and liability method, which requires that deferred tax assets and liabilities be recognized based on future tax consequences of both temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period when the changes are enacted.

In accordance with ASC 740-10, Income Taxes, we evaluate our deferred tax assets by tax jurisdiction, including the benefit from NOLs by tax jurisdiction, to determine if a valuation allowance is required. Companies must assess, using significant judgments, whether a valuation allowance should be established based on the consideration of all available evidence using a "more likely than not" standard with significant weight being given to evidence that can be objectively verified. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the length of statutory carryforward periods, experience with operating losses and experience of utilizing tax credit carryforwards and tax planning alternatives.

We have no valuation allowance on our deferred tax assets and NOL carryovers at December 31, 2016.

Share-Based Payments

We have both time-based restricted stock awards and units ("time-based awards") and performance-based restricted stock awards ("performance awards") outstanding under our stock compensation plan. Compensation cost related to time-based restricted stock awards is measured as of the closing price on the date of grant and is expensed on a straight-line basis over the vesting period of the award. Compensation cost related to the performance awards is also measured as of the closing price on the date of grant but is expensed in accordance with ASC 718-10-25-20, Compensation – Stock Compensation ("ASC 718"), which requires an assessment of probability of attainment of the performance target. As our performance targets are dependent on performance over a specified measurement period, once we determine that the performance target outcome is probable, the cumulative expense is recorded immediately with the remaining expense and recorded on a straight-line basis through the end of the vesting periods of the awards. Within our performance-based restricted stock awards, we have grants that contain market conditions as defined by ASC 718. In accordance with ASC 718, compensation cost related to these market awards is based on a derived fair value analysis and is expensed straight line over the service period of the awards. Our time based awards generally vest on a pro-rata basis over either three or five years, and our performance awards cliff vest at the end of the third year.

Home Closing Revenue, Home Orders and Order Backlog - Segment Analysis
The composition of our closings, home orders and backlog is constantly changing and is based on a dissimilar mix of communities between periods as new projects and product lines open and existing projects wind down. Further, individual homes within a community can range significantly in price due to differing square footage, option selections, lot sizes and quality and location of lots (e.g. cul-de-sac, view lots, greenbelt lots). These variations result in a lack of meaningful comparability between our home orders, closings and backlog due to the changing mix between periods. The tables on the following pages present operating and financial data that we consider most critical to managing our operations (dollars in thousands):

	Years Ended December 31,		Year Over Year	
	2016	2015	Chg $	Chg %
Home Closing Revenue				
Total				
Dollars	$3,003,426	$2,531,556	$471,870	18.6 %
Homes closed	7,355	6,522	833	12.8 %
Average sales price	$408.4	$388.2	$20.2	5.2 %
West Region				
Arizona				
Dollars	$384,767	$325,371	$59,396	18.3 %
Homes closed	1,122	1,008	114	11.3 %
Average sales price	$342.9	$322.8	$20.1	6.2 %
California				
Dollars	$590,340	$478,174	$112,166	23.5 %
Homes closed	1,020	888	132	14.9 %
Average sales price	$578.8	$538.5	$40.3	7.5 %
Colorado				
Dollars	$310,191	$224,125	$86,066	38.4 %
Homes closed	634	495	139	28.1 %
Average sales price	$489.3	$452.8	$36.5	8.1 %
West Region Totals				
Dollars	$1,285,298	$1,027,670	$257,628	25.1 %
Homes closed	2,776	2,391	385	16.1 %
Average sales price	$463.0	$429.8	$33.2	7.7 %
Central Region - Texas				
Central Region Totals				
Dollars	$778,964	$705,318	$73,646	10.4 %
Homes closed	2,130	2,025	105	5.2 %
Average sales price	$365.7	$348.3	$17.4	5.0 %
East Region				
Florida				
Dollars	$368,564	$361,127	$7,437	2.1 %
Homes closed	895	843	52	6.2 %
Average sales price	$411.8	$428.4	$(16.6)	(3.9)%
Georgia				
Dollars	$114,137	$72,913	$41,224	56.5 %
Homes closed	337	228	109	47.8 %
Average sales price	$338.7	$319.8	$18.9	5.9 %
North Carolina				

Dollars	$278,747	$215,642	$63,105	29.3 %
Homes closed	672	551	121	22.0 %
Average sales price	$414.8	$391.4	$23.4	6.0 %
South Carolina				
Dollars	$103,851	$101,847	$2,004	2.0 %
Homes closed	328	330	(2)	(0.6)%
Average sales price	$316.6	$308.6	$8.0	2.6 %
Tennessee				
Dollars	$73,865	$47,039	$26,826	57.0 %
Homes closed	217	154	63	40.9 %
Average sales price	$340.4	$305.4	$35.0	11.5 %
East Region Totals				
Dollars	$939,164	$798,568	$140,596	17.6 %
Homes closed	2,449	2,106	343	16.3 %
Average sales price	$383.5	$379.2	$4.3	1.1 %

	Years Ended December 31,		Year Over Year	
	2015	2014	Chg $	Chg %
Home Closing Revenue				
Total				
Dollars	$2,531,556	$2,142,391	$389,165	18.2 %
Homes closed	6,522	5,862	660	11.3 %
Average sales price	$388.2	$365.5	$22.7	6.2 %
West Region				
Arizona				
Dollars	$325,371	$307,282	$18,089	5.9 %
Homes closed	1,008	924	84	9.1 %
Average sales price	$322.8	$332.6	$(9.8)	(2.9)%
California				
Dollars	$478,174	$395,105	$83,069	21.0 %
Homes closed	888	785	103	13.1 %
Average sales price	$538.5	$503.3	$35.2	7.0 %
Colorado				
Dollars	$224,125	$206,702	$17,423	8.4 %
Homes closed	495	464	31	6.7 %
Average sales price	$452.8	$445.5	$7.3	1.6 %
West Region Totals				
Dollars	$1,027,670	$909,089	$118,581	13.0 %
Homes closed	2,391	2,173	218	10.0 %
Average sales price	$429.8	$418.4	$11.4	2.7 %
Central Region - Texas				
Central Region Totals				
Dollars	$705,318	$683,717	$21,601	3.2 %
Homes closed	2,025	2,224	(199)	(8.9)%
Average sales price	$348.3	$307.4	$40.9	13.3 %
East Region				
Florida				
Dollars	$361,127	$277,045	$84,082	30.3 %
Homes closed	843	$699	144	20.6 %
Average sales price	$428.4	$396.3	$32.1	8.1 %
Georgia				
Dollars	$72,913	$29,633	$43,280	146.1 %
Homes closed	228	90	138	153.3 %
Average sales price	$319.8	$329.3	$(9.5)	(2.9)%
North Carolina				
Dollars	$215,642	$157,989	$57,653	36.5 %
Homes closed	551	386	165	42.7 %
Average sales price	$391.4	$409.3	$(17.9)	(4.4)%
South Carolina				
Dollars	$101,847	$36,241	$65,606	181.0 %
Homes closed	330	112	218	194.6 %
Average sales price	$308.6	$323.6	$(15.0)	(4.6)%
Tennessee				
Dollars	$47,039	$48,677	$(1,638)	(3.4)%

Homes closed	154	178	(24)	(13.5)%
Average sales price	$305.4	$273.5	$31.9	11.7 %
East Region Totals				
Dollars	$798,568	$549,585	$248,983	45.3 %
Homes closed	2,106	1,465	641	43.8 %
Average sales price	$379.2	$375.1	$4.1	1.1 %

	Years Ended December 31,		Year Over Year	
	2016	2015	Chg $	Chg %
Home Orders (1)				
Total				
Dollars	$3,001,503	$2,822,785	$178,718	6.3 %
Homes ordered	7,290	7,100	190	2.7 %
Average sales price	$411.7	$397.6	$14.2	3.6 %
West Region				
Arizona				
Dollars	$428,204	$377,059	$51,145	13.6 %
Homes ordered	1,249	1,133	116	10.2 %
Average sales price	$342.8	$332.8	$10.0	3.0 %
California				
Dollars	$559,832	$538,357	$21,475	4.0 %
Homes ordered	962	965	(3)	(0.3)%
Average sales price	$581.9	$557.9	$24.0	4.3 %
Colorado				
Dollars	$302,124	$264,643	$37,481	14.2 %
Homes ordered	575	559	16	2.9 %
Average sales price	$525.4	$473.4	$52.0	11.0 %
West Region Totals				
Dollars	$1,290,160	$1,180,059	$110,101	9.3 %
Homes ordered	2,786	2,657	129	4.9 %
Average sales price	$463.1	$444.1	$19.0	4.3 %
Central Region - Texas				
Central Region Totals				
Dollars	$783,504	$746,471	$37,033	5.0 %
Homes ordered	2,119	2,109	10	0.5 %
Average sales price	$369.8	$353.9	$15.9	4.5 %
East Region				
Florida				
Dollars	$367,012	$376,563	$(9,551)	(2.5)%
Homes ordered	861	893	(32)	(3.6)%
Average sales price	$426.3	$421.7	$4.6	1.1 %
Georgia				
Dollars	$114,074	$89,755	$24,319	27.1 %
Homes ordered	333	270	63	23.3 %
Average sales price	$342.6	$332.4	$10.2	3.1 %
North Carolina				
Dollars	$254,521	$258,952	$(4,431)	(1.7)%
Homes ordered	605	626	(21)	(3.4)%
Average sales price	$420.7	$413.7	$7.0	1.7 %
South Carolina				
Dollars	$114,376	$105,838	$8,538	8.1 %
Homes ordered	356	348	8	2.3 %
Average sales price	$321.3	$304.1	$17.2	5.7 %
Tennessee				

Dollars	$77,856	$65,147	$12,709	19.5 %
Homes ordered	230	197	33	16.8 %
Average sales price	$338.5	$330.7	$7.8	2.4 %
East Region Totals				
Dollars	$927,839	$896,255	$31,584	3.5 %
Homes ordered	2,385	2,334	51	2.2 %
Average sales price	$389.0	$384.0	$5.0	1.3 %

(1) Home orders for any period represent the aggregate sales price of all homes ordered, net of cancellations. We do not include orders contingent upon the sale of a customer’s existing home as a sales contract until the contingency is removed.

	Years Ended December 31,		Year Over Year	
	2015	2014	Chg $	Chg %
Home Orders (1)				
Total				
Dollars	$2,822,785	$2,238,117	$584,668	26.1 %
Homes ordered	7,100	5,944	1,156	19.4 %
Average sales price	$397.6	$376.5	$21.1	5.6 %
West Region				
Arizona				
Dollars	$377,059	$276,261	$100,798	36.5 %
Homes ordered	1,133	838	295	35.2 %
Average sales price	$332.8	$329.7	$3.1	0.9 %
California				
Dollars	$538,357	$411,605	$126,752	30.8 %
Homes ordered	965	772	193	25.0 %
Average sales price	$557.9	$533.2	$24.7	4.6 %
Colorado				
Dollars	$264,643	$235,951	$28,692	12.2 %
Homes ordered	559	530	29	5.5 %
Average sales price	$473.4	$445.2	$28.2	6.3 %
West Region Totals				
Dollars	$1,180,059	$923,817	$256,242	27.7 %
Homes ordered	2,657	2,140	517	24.2 %
Average sales price	$444.1	$431.7	$12.4	2.9 %
Central Region - Texas				
Central Region Totals				
Dollars	$746,471	$747,103	$(632)	(0.1)%
Homes ordered	2,109	2,290	(181)	(7.9)%
Average sales price	$353.9	$326.2	$27.7	8.5 %
East Region				
Florida				
Dollars	$376,563	$290,343	$86,220	29.7 %
Homes ordered	893	728	165	22.7 %
Average sales price	$421.7	$398.8	$22.9	5.7 %
Georgia				
Dollars	$89,755	$22,443	$67,312	299.9 %
Homes ordered	270	72	198	275.0 %
Average sales price	$332.4	$311.7	$20.7	6.6 %
North Carolina				
Dollars	$258,952	$171,843	$87,109	50.7 %
Homes ordered	626	438	188	42.9 %
Average sales price	$413.7	$392.3	$21.4	5.5 %
South Carolina				
Dollars	$105,838	$33,177	$72,661	219.0 %
Homes ordered	348	99	249	251.5 %
Average sales price	$304.1	$335.1	$(31.0)	(9.3)%
Tennessee				
Dollars	$65,147	$49,391	$15,756	31.9 %

Homes ordered	197	177	20	11.3	%
Average sales price	$330.7	$279.0	$51.7	18.5	%
East Region Totals					
Dollars	$896,255	$567,197	$329,058	58.0	%
Homes ordered	2,334	1,514	820	54.2	%
Average sales price	$384.0	$374.6	$9.4	2.5	%

(1) Home orders for any period represent the aggregate sales price of all homes ordered, net of cancellations. We do not include orders contingent upon the sale of a customer's existing home as a sales contract until the contingency is removed.

	Years Ended December 31,					
	2016		2015		2014	
	Ending	Average	Ending	Average	Ending	Average
Active Communities						
Total	243	248.5	254	241.5	229	208.5
West Region						
Arizona	42	41.5	41	41.0	41	40.5
California	28	26.0	24	24.0	24	23.0
Colorado	10	13.0	16	16.5	17	15.5
West Region Totals	80	80.5	81	81.5	82	79.0
Central Region - Texas						
Central Region Totals	80	76.0	72	65.5	59	64.5
East Region						
Florida	27	29.0	31	30.0	29	24.5
Georgia	17	17.0	17	15.0	13	6.5
North Carolina	17	21.5	26	23.5	21	19.0
South Carolina	15	16.5	18	19.0	20	10.0
Tennessee	7	8.0	9	7.0	5	5.0
East Region Totals	83	92.0	101	94.5	88	65.0

	Years Ended December 31,		
	2016	2015	2014
Cancellation Rates (1)			
Total	13.1 %	12.1 %	14.0 %
West Region			
Arizona	12.7 %	9.2 %	12.2 %
California	12.9 %	10.4 %	16.2 %
Colorado	10.6 %	10.6 %	12.3 %
West Region Totals	12.3 %	9.9 %	13.7 %
Central Region - Texas			
Central Region Totals	15.3 %	15.5 %	15.9 %
East Region			
Florida	12.3 %	14.1 %	12.0 %
Georgia	19.2 %	13.7 %	12.2 %
North Carolina	9.7 %	9.0 %	10.6 %
South Carolina	9.4 %	6.5 %	18.9 %
Tennessee	9.4 %	10.0 %	6.3 %
East Region Totals	12.0 %	11.3 %	11.5 %

(1) Cancellation rates are computed as the number of canceled units for the period divided by the gross sales units for the same period.

	At December 31,		Year Over Year	
	2016	2015	Chg $	Chg %
Order Backlog (1)				
Total				
Dollars	$1,135,758	$1,137,681	$(1,923)	(0.2)%
Homes in backlog	2,627	2,692	(65)	(2.4)%
Average sales price	$432.3	$422.6	$9.7	2.3 %
West Region				
Arizona				
Dollars	$161,343	$117,906	$43,437	36.8 %
Homes in backlog	444	317	127	40.1 %
Average sales price	$363.4	$371.9	$(8.5)	(2.3)%
California				
Dollars	$153,638	$184,146	$(30,508)	(16.6)%
Homes in backlog	231	289	(58)	(20.1)%
Average sales price	$665.1	$637.2	$27.9	4.4 %
Colorado				
Dollars	$154,084	$162,151	$(8,067)	(5.0)%
Homes in backlog	273	332	(59)	(17.8)%
Average sales price	$564.4	$488.4	$76.0	15.6 %
West Region Totals				
Dollars	$469,065	$464,203		