

Meritage Homes CORP  
Form 8-K  
May 20, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 18, 2011**

**MERITAGE HOMES CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**

**1-9977**

**86-0611231**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**17851 N. 85th Street, Suite 300,  
Scottsdale, Arizona**

**85255**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(480) 515-8100**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR**

On May 18, 2011, the board of directors of Meritage Homes Corporation (the Company) approved an amendment to the Company's Amended and Restated Bylaws (the Bylaws) to (i) update and clarify the Board committees that may be established, (ii) clarify the procedures by which informal board and committee actions may be taken and documented, and (iii) other minor changes.

The above description of amendment to our bylaws is qualified in its entirety by reference to the full text of the Amendment No. 2 to Bylaws filed herewith as Exhibit 3.1 and incorporated herein by reference.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 18, 2011, the Company held its Annual Meeting of Stockholders at 10:00 am local time at the Company's headquarters, 17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255. The following matters were voted upon at the meeting:

**Proposal No. 1**

The Company's stockholders elected the three following individuals to the Board of Directors as Class II Directors as set forth below:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Peter L. Ax	27,606,176	1,114,448	2,508,060
Gerald W. Haddock	28,597,012	123,612	2,508,060
Robert G. Sarver	12,322,217	16,398,407	2,508,060

**Proposal No. 2**

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm for the 2011 fiscal year.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
31,129,203	91,632	7,849

**Proposal No. 3**

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive offices by the votes set forth in the table below.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
28,424,988	283,618	12,018	2,508,060

**Proposal No. 4**

The Company's stockholders recommended, as set forth below, the frequency with which the Company should hold its future advisory votes on executive compensation:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
21,646,156	53,402	6,988,550	32,516	2,508,060

In light of these voting results, the Company's Board of Directors has decided to hold its future advisory votes on the compensation of named executive officers annually until the next frequency vote. A frequency vote is required to be held at least once every six years.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

Exhibit 3.1 Amendment No. 2 to Meritage Homes Corporation Amended and Restated Bylaws

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 19, 2011

**MERITAGE HOMES CORPORATION**

By: /s/ Larry W. Seay  
Larry W. Seay  
Executive Vice President and Chief Financial  
Officer