

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) May 15, 2017

MERITAGE HOMES CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland

(State or Other Jurisdiction
of Incorporation)

1-9977

(Commission File
Number)

86-0611231

(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)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS;ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On May 15, 2017, Meritage Homes Corporation (the “Company”) entered into an amendment to the employment agreement with Phillippe Lord, Executive Vice President and COO, dated February 14, 2017. The amendment corrected an inconsistency in the February 14, 2017 agreement with respect to the upper end of the Bonus range payable to Mr. Lord for Performance Periods beginning on and after January 1, 2017. The Compensation Committee had approved on November 14, 2016 a Bonus amount ranging from 0% to 170.5% of Mr. Lord's Target Bonus, but the original agreement incorrectly reflected a range of 0% to 150%.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

- 10.1 Amendment to Phillippe Lord Employment Agreement
-

SIGNATURES

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

Dated: May 15, 2017

MERITAGE HOMES CORPORATION

/s/ JAVIER FELICIANO
By: Javier Feliciano
Executive Vice President and Chief Human Resources
Officer

**AMENDMENT TO
EMPLOYMENT AGREEMENT**

RECITALS

WHEREAS, Philippe Lord (“Executive”) is currently employed by Meritage Homes Corporation (the “Company”) as its Executive Vice President - Chief Operating Officer under that certain Employment Agreement (the “Agreement”) executed by and between the Company and Executive on May 15, 2017; and

WHEREAS, Paragraph 9 of the Agreement provides that the Agreement may be amended only in writing executed by the Company and the Executive (each a “Party” and together the “Parties”); and

WHEREAS, the Agreement sets forth a number of provisions governing the employment relationship between the Parties, including but not limited to the Bonus opportunities available to the Executive; and

WHEREAS, in action taken on November 14, 2016 by the Compensation Committee of the Company’s Board of Directors (the “Compensation Committee”), the Bonus payable to Executive with respect to a Performance Period was set at an amount ranging from 0% to 170.5% of the Executive’s Target Bonus; and

WHEREAS, inconsistent with the Compensation Committee’s previous decision, the Agreement as executed erroneously provided that the Bonus payable to Executive with respect to a Performance Period was set at an amount ranging from 0% to 150% of the Executive’s Target Bonus; and

WHEREAS, the Compensation Committee has affirmed that the upper end of the Bonus range it established in an action taken November 14, 2016 effective for Performance Periods beginning on and after January 1, 2017 reflects the Company’s legally binding commitment to the Executive for such Performance Periods.

NOW THEREFORE, in consideration of the covenants and mutual agreements set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in reliance upon the representations, covenants and mutual agreements contained herein, the Parties agree to amend the Agreement as provided in this amendment (the “Amendment”) to correct the above described error and conform the Agreement with actions previously taken by the Compensation Committee, as follows:

1. Paragraph C of Exhibit C to the Agreement (“Target Bonus and Bonus”) be and hereby is amended to conform such paragraph with the Compensation Committee’s November 14, 2016 action by replacing the term “150%” with “170.5%.”

[remainder of page intentionally left blank - signatures appear on the following page]

The Parties have executed this Agreement on this 15th day of May, 2017, effective retroactively to January 1, 2017.

COMPANY: MERITAGE HOMES CORPORATION

By: /s/ Steven J. Hilton

By: Steven J. Hilton
Chief Executive Officer

EXECUTIVE: PHILLIPPE LORD

/s/ Philippe Lord
