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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**MERITAGE HOMES CORPORATION**

Co-registrants are listed on the following page  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of incorporation or  
organization)

**86-0611231**  
(IRS Employer Identification  
Number)

**8800 E. Raintree Drive, Suite 300  
Scottsdale, Arizona 85260  
(480) 515-8100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Meritage Homes Corporation 2018 Stock Incentive Plan**  
(Full title of the plan)

**Hilla Sferruzza**

**Executive Vice President and Chief Financial Officer**

**8800 East Raintree Drive, Suite 300  
Scottsdale, Arizona 85260  
(480) 515-8100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*

**Jeffrey E. Beck  
Snell & Wilmer L.L.P.  
One East Washington Street  
Suite 2700  
Phoenix, Arizona 85004  
(602) 382-6000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement relates to the Registration Statement on Form S-8 (No. 333-225087) (the “2018 Form S-8”) that Meritage Homes Corporation, a Maryland corporation (the “Company”), filed on May 21, 2018, pursuant to which the Company registered 1,250,000 shares of its common stock, par value \$0.01 per share (“Common Stock”), for issuance under the Meritage Homes Corporation 2018 Stock Incentive Plan (the “Plan”). The contents of the 2018 Form S-8 are incorporated by reference herein pursuant to General Instruction E to Form S-8, except that the provisions contained in Part II of the 2018 Form S-8 are modified as set forth in this Registration Statement. This Registration Statement relates to the amendment to the Plan to increase the number of shares of Common Stock authorized to be issued thereunder from 1,250,000 to 2,050,000.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 8. Exhibits.

Exhibit Number	Description	Page or Method of Filing
4.1	Restated Articles of Incorporation of Meritage Homes Corporation	<a href="#">Incorporated by reference to Exhibit 3 of Form 8-K dated June 20, 2002</a>
4.1.1	Amendment to Articles of Incorporation of Meritage Homes Corporation	<a href="#">Incorporated by reference to Exhibit 3.1 of Form 10-Q for the quarter ended September 30, 1998</a>
4.1.2	Amendment to Articles of Incorporation of Meritage Homes Corporation	<a href="#">Incorporated by reference to Exhibit 3.1 of Form 8-K dated September 15, 2004</a>
4.1.3	Amendment to Articles of Incorporation of Meritage Homes Corporation	<a href="#">Incorporated by reference to Appendix A of the Definitive Proxy Statement for the 2006 Annual Meeting of Stockholders filed on April 10, 2006</a>
4.1.4	Amendment to Articles of Incorporation of Meritage Homes Corporation	<a href="#">Incorporated by reference to Appendix B of the Definitive Proxy Statement for the 2008 Annual Meeting of Stockholders filed on April 1, 2008</a>
4.1.5	Amendment to Articles of Incorporation of Meritage Homes Corporation	<a href="#">Incorporated by reference to Appendix A of the Definitive Proxy Statement filed on January 9, 2009</a>
4.2	Amended and Restated Bylaws of Meritage Homes Corporation	<a href="#">Incorporated by reference to Exhibit 3.1 of Form 8-K dated June 14, 2023</a>
5.1	Opinion of Venable LLP	<a href="#">Filed herewith</a>
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm	<a href="#">Filed herewith</a>
23.2	Consent of Venable LLP	Included as part of Exhibit 5.1
24.1	Power of Attorney	Included on the signature page hereto
99.1	Meritage Homes Corporation 2018 Stock Incentive Plan	<a href="#">Incorporated by reference to Appendix A of the Proxy Statement for the 2018 Annual Meeting of Stockholders</a>
99.2	Amendment to the Meritage Homes Corporation 2018 Stock Incentive Plan	<a href="#">Incorporated by reference to Exhibit 10.1 of Form 8-K dated May 18, 2023</a>
107.1	Filing Fee Table	<a href="#">Filed herewith</a>







**Calculation of Filing Fee Table**

**Form S-8**  
(Form Type)

**Meritage Homes Corporation**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock \$0.01 par value	Other <sup>(1)</sup>	800,000 <sup>(2)(3)</sup>	\$130.46 <sup>(4)</sup>	\$104,368,000 <sup>(4)</sup>	\$110.20 per \$1,000,000	\$11,501.35
<b>Total Offering Amounts</b>					\$104,368,000		\$11,501.35
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$11,501.35

(1) Rules 457(c) and 457(h).

(2) Represents an additional 800,000 shares of the registrant's common stock, par value \$0.01 per share (the "Common Stock"), reserved for issuance under the Meritage Homes Corporation 2018 Stock Incentive Plan (as amended, the "Plan").

(3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock that may become issuable under the Plan in the event of certain changes in the number of shares of Common Stock outstanding, including stock dividends, stock splits, recapitalization, merger, consolidation, combination or exchange of shares, or other similar transactions.

(4) Estimated solely for the purpose of determining the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act, on the basis of the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on June 14, 2023, which is a date within five business days prior to filing.

June 15, 2023

Meritage Homes Corporation  
8800 East Raintree Drive  
Suite 300  
Scottsdale, Arizona 85260

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to Meritage Homes Corporation, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law relating to the registration by the Company of an additional 800,000 shares (the "Shares") of common stock, \$.01 par value per share (the "Common Stock"), of the Company, to be issued by the Company in accordance with its 2018 Stock Incentive Plan, as amended by that certain Amendment to 2018 Stock Incentive Plan (as amended, the "Plan"). The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"), on or about the date hereof.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. The Registration Statement in the form in which it was transmitted to the Commission under the 1933 Act;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company relating to, among other things, the issuance of the Shares, certified as of the date hereof by an officer of the Company;
6. The Plan;
7. A certificate executed by an officer of the Company, dated as of the date hereof; and
8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
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2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. Upon any issuance of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter. The Shares will not be issued in violation of any restriction or limitation contained in the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when issued and delivered against payment therefor in accordance with the Resolutions, the Plan and the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with, or the applicability of, federal or state securities laws, including the securities laws of the State of Maryland.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for your submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 15, 2023 relating to the financial statements of Meritage Homes Corporation and the effectiveness of Meritage Homes Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Meritage Homes Corporation for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

Tempe, Arizona

June 15, 2023