
**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

(State or other jurisdiction
of incorporation)

1-9977

(Commission File Number)

86-0611231

(IRS Employer Identification No.)

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

(Address of principal executive offices)

85255

(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:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
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.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
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.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
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:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
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

**MERITAGE HOMES CORPORATION
AMENDMENT NO. 2 TO BYLAWS**

The Board of Directors of Meritage Homes Corporation, a Maryland corporation (the "Corporation"), pursuant to Article XII of Amended and Restated Bylaws of the Corporation, as amended by that certain Amendment to Bylaws dated December 19, 2008 (as amended, the "Amended and Restated Bylaws") hereby amends the Amended and Restated Bylaws as follows:

FIRST: Article II, Section 9 of the Amended and Restated Bylaws is hereby amended and restated in its entirety to read as follows:

Section 9. Committees.

The Board of Directors may appoint from among its members an executive committee, an audit committee, an executive compensation committee, a nominating/governance committee and any other committees the Board deems appropriate. Each committee shall be composed of two or more directors. A majority of the members of any committee so appointed shall be independent directors to the extent required by applicable rules or policies of any governmental authority, securities exchange or other similar facility. The Board of Directors may delegate to any committee any of the powers of the Board of Directors except those powers specifically denied by law. However, if the Board of Directors has given general authorization for the issuance of stock, a committee of the board, in accordance with a general formula or method specified by the Board of Directors by resolution or by adoption of a stock option plan, may fix the terms of stock subject to classification or reclassification and the terms on which any stock may be issued.

Notice of committee meetings shall be given in the same manner as notice for special meetings of the Board of Directors.

One-third (1/3), but not less than two (2), of the members of any committee shall be present in person at any meeting of such committee in order to constitute a quorum for the transaction of business at such meeting, and the act of a majority present shall be the act of such committee. The Board of Directors may designate a chairman of any committee and such chairman or any two members of any committee may fix the time and place of its meetings unless the Board shall otherwise provide. In the absence or disqualification of any member of any such committee, the members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of such absent or disqualified members; provided, however, that in the event of the absence or disqualification of an independent director, such appointee shall be an independent director.

Each committee shall keep minutes of its proceedings and shall report the same to the Board of Directors at a succeeding meeting, and any action by the committees shall be subject to revision and alteration by the Board of Directors, provided that no rights of third persons shall be affected by any such revision or alteration. Action of a committee without a meeting may be taken by unanimous consent as provided in Section 12 of this Article II.

Exhibit 3.1

Subject to the provisions hereof, the Board of Directors shall have the power at any time to change the membership of any committee, to fill all vacancies, to designate alternate members to replace any absent or disqualified member, or to dissolve any such committee.

SECOND: Article II, Section 12 of the Amended and Restated Bylaws is hereby amended and restated in its entirety to read as follows:

Section 12. Informal Action by the Directors.

Any action required or permitted to be taken at any meeting of the Board or a committee of the Board may be taken without a meeting if unanimous consent which sets forth the action is given in writing or by electronic transmission by each member of the Board or committee, as applicable, and filed in paper or electronic form with the minutes or proceedings of the Board or committee.