

**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) April 24, 2012

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.)**

17851 N. 85th Street, Suite 300, Scottsdale, Arizona
(Address of Principal Executive Offices)

85255
(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))

ITEM 8.01 OTHER EVENTS

On April 24, 2012, we announced in a press release the expiration of our cash tender offer to purchase the entire \$285 million outstanding principal amount of our 6.25% Senior Notes due 2015. The tender offer expired at 12:00 midnight, New York City time, on April 23, 2012. We also announced the final results of the tender offer.

A copy of this press release is attached as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press Release dated April 24, 2012, announcing final results of cash tender offer for any and all of our outstanding 6.25% Senior Notes due 2015

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: April 24, 2012

MERITAGE HOMES CORPORATION

/s/ Larry W. Seay

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



Contacts: Brent Anderson
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**Meritage Homes Announces Final Results of Cash Tender Offer for
Senior Unsecured Notes due 2015**

SCOTTSDALE, Ariz., April 24, 2012 – Meritage Homes Corporation (NYSE: MTH), a leading U.S. homebuilder, today announced the expiration and final results of its cash tender offer to purchase any and all of its outstanding \$285 million principal amount 6.25% Senior Notes due 2015 (“2015 Notes”). The cash tender offer was made pursuant to the terms and conditions set forth in the Company’s Offer to Purchase and Solicitation of Consents dated March 27, 2012 (collectively, the “Tender Offer”).

The Tender Offer expired at 12:00 midnight, New York City time, on April 23, 2012 (the “Expiration Date”). Based on information provided by the depository for the Tender Offer, an aggregate principal amount of approximately \$259.2 million of 2015 Notes were validly tendered and not validly withdrawn in the Tender Offer.

Holders of 2015 Notes who validly tendered their 2015 Notes in the Tender Offer as of 12:00 midnight, New York City time on Monday, April 9, 2012 (the “Early Tender & Consent Date”) received \$1,013 per \$1,000 principal amount of 2015 Notes accepted in the Tender Offer. Holders of 2015 Notes who validly tendered after the Early Tender & Consent Date and at or before the Expiration Date will receive \$1,003 per \$1,000 principal amount of 2015 Notes accepted in the Tender Offer, which excludes the consent payment of \$10 per \$1,000 principal amount of 2015 Notes.

Meritage intends to retire the remaining, untendered 2015 Notes through a call for redemption, and has provided notice of such call to the holders of the 2015 Notes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation, or sale in any jurisdiction in which such offer, solicitation, or sale is unlawful. The securities will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.

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