

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MERITAGE HOMES CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

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

86-0611231
(IRS Employer
Identification No.)

85255
(Zip Code)

MERITAGE HOMES CORPORATION 2006 STOCK INCENTIVE PLAN
(Full title of the plan)

Larry W. Seay
Executive Vice President and Chief Financial Officer
17851 North 85th Street
Suite 300
Scottsdale, Arizona 85255
480-515-8100
(Name, address and telephone number
including area code) of agent for service)

Copies to:
Jeffrey E. Beck
Snell & Wilmer L.L.P.
One Arizona Center
400 East Van Buren
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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock (\$0.01 par value)	2,562,482	\$30.00	\$76,874,460	\$8,809.81

- (1) Includes 1,362,482 shares of the Registrant's Common Stock (the "Carried Forward Shares") that were not issued under the Meritage Homes Corporation Stock Option Plan (the "Former Plan") and that may be offered or sold under the Meritage Homes Corporation 2006 Stock Incentive Plan (the "Plan"). The Carried Forward Shares, which have been adjusted to reflect a 2-for-1 stock split in January 2005, were previously registered on a Registration Statement on Form S-8 filed on June 7, 2004 (No. 333-116243). The Registrant is concurrently filing a Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (No. 333-116243), as well as Post-Effective Amendments to certain other previously filed Registration Statements on Form S-8 (Nos. 333-37859, 333-75629, 333-39036 and 333-91960), to deregister the Carried Forward Shares under the Former Plan. In the event of a stock split, stock dividend, or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for the purpose of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) of the Securities Act, on the basis of the average of the high and low prices of the Registrant's shares of Common Stock on May 24, 2012.

This Registration Statement relates to:

- the Registration Statement on Form S-8 (No. 333-134637) that Meritage Homes Corporation, a Maryland corporation (the “Registrant”), filed on June 1, 2006, pursuant to which the Registrant registered 1,201,350 shares of common stock for issuance under the Meritage Homes Corporation 2006 Stock Incentive Plan (the “Plan”);
- the Registration Statement on Form S-8 (No. 333-151261) filed on May 29, 2008, pursuant to which the Registrant registered an additional 900,000 shares of common stock for issuance under the Plan; and
- the Registration Statement on Form S-8 (No. 333-166991) filed on May 21, 2010, pursuant to which the Registrant registered an additional 250,000 shares of common stock for issuance under the Plan.

The contents of the above-referenced registration statements are incorporated by reference herein pursuant to General Instruction E to Form S-8. This Registration Statement relates to the amendment of the Plan to, among other things, increase the number of shares of common stock authorized to be issued thereunder from 1,850,000 shares to 3,050,000 shares (excluding the shares that were rolled into the Plan from the Meritage Homes Corporation Stock Option Plan (the “Former Plan”), including the Carried Forward Shares (as defined below)). The previously paid filing fees associated with the referenced securities under the registration statements were \$6,890, which includes an amount of \$2,149 related to securities that were carried forward from a registration statement on Form S-8 that was filed for securities registered under the Former Plan.

In addition, this Registration Statement registers 1,362,482 shares of the Registrant’s common stock (the “Carried Forward Shares”) that were not issued under the Former Plan and that may be offered or sold under the Plan. The Carried Forward Shares, which have been adjusted to reflect a 2-for-1 stock split in January 2005, were previously registered for issuance under the Former Plan on a Registration Statement on Form S-8 filed on June 7, 2004 (No. 333-116243), but have not yet been registered for issuance under the Plan. The Registrant is concurrently filing a Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (No. 333-116243), as well as Post-Effective Amendments to certain other previously filed Registration Statements on Form S-8 (Nos. 333-37859, 333-75629, 333-39036 and 333-91960), to deregister the Carried Forward Shares under the Former Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>	<u>Page or Method of Filing</u>
4.1	Restated Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Exhibit 3 of Form 8-K dated June 20, 2002
4.2	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Exhibit 3.1 of Form 8-K dated September 15, 2004
4.3	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Appendix A of the Proxy Statement for the 2006 Annual Meeting of Stockholders
4.4	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Appendix B of the Proxy Statement for the 2008 Annual Meeting of Stockholders
4.5	Amendment to Articles of Incorporation of Meritage Homes Corporation	Incorporated by reference to Appendix A of the Definitive Proxy Statement filed with the Securities and Exchange Corporation on January 9, 2009

<u>Exhibit Number</u>	<u>Description</u>	<u>Page or Method of Filing</u>
4.6	Amended and Restated Bylaws of Meritage Homes Corporation	Incorporated by reference to Exhibit 3.1 of Form 8-K dated August 21, 2007
4.7	Amendment to Amended and Restated Bylaws of Meritage Homes Corporation	Incorporated by reference to Exhibit 3.1 of Form 8-K filed on December 24, 2008
4.8	Amendment No. 2 to Amended and Restated Bylaws of Meritage Homes Corporation	Incorporated by reference to Exhibit 3.1 of Form 8-K dated May 19, 2011
5.1	Opinion of Venable LLP	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Venable LLP	Included as part of Exhibit 5.1
24.1	Power of Attorney	See Signature Page
99.1	Meritage Homes Corporation 2006 Stock Incentive Plan, as amended	Incorporated by reference to Appendix A of the Proxy Statement for the 2012 Annual Meeting of Stockholders

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 25th day of May, 2012.

MERITAGE HOMES CORPORATION

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven J. Hilton and Larry W. Seay, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

	<u>Signature</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ Steven J. Hilton</u> Steven J. Hilton	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 25, 2012
By:	<u>/s/ Larry W. Seay</u> Larry W. Seay	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 25, 2012
By:	<u>/s/ Hilla Sferruzza</u> Hilla Sferruzza	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	May 25, 2012
By:	<u>/s/ Peter L. Ax</u> Peter L. Ax	Director	May 25, 2012
By:	<u>/s/ Raymond Oppel</u> Raymond Oppel	Director	May 25, 2012
By:	<u>/s/ Robert G. Sarver</u> Robert G. Sarver	Director	May 25, 2012
By:	<u>/s/ Richard T. Burke, Sr.</u> Richard T. Burke, Sr.	Director	May 25, 2012
By:	<u>/s/ Gerald W. Haddock</u> Gerald W. Haddock	Director	May 25, 2012
By:	<u>/s/ Dana Bradford</u> Dana Bradford	Director	May 25, 2012
By:	<u>/s/ Michael R. Odell</u> Michael R. Odell	Director	May 25, 2012

EXHIBIT INDEX

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May 25, 2012

Meritage Homes Corporation
17851 North 85th Street
Suite 300
Scottsdale, Arizona 85255

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 arising out of the registration of up to 2,562,482 shares (the "Shares") of common stock, \$.01 par value per share (the "Common Stock"), of the Company issuable under the Meritage Homes Corporation 2006 Stock Incentive Plan, as amended (the "Plan"), covered by the above-referenced Registration Statement (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 (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The charter of the Company (the "Charter"), certified as of a recent date 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 adopted by the Board of Directors of the Company relating to the approval of the Plan and the authorization of the issuance of the Shares (the "Resolutions"), 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 any other person, is legally competent to do so.

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 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.

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 by the Company pursuant to the Resolutions and the Plan and otherwise in accordance with the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the substantive laws of the State of Maryland, and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter.

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 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 relating to the consolidated financial statements of Meritage Homes Corporation and the effectiveness of Meritage Homes Corporation's internal control over financial reporting dated February 24, 2012, appearing in the Annual Report on Form 10-K of Meritage Homes Corporation for the year ended December 31, 2011.

/s/ DELOITTE & TOUCHE LLP
Phoenix, Arizona
May 25, 2012