

Meritage Homes CORP
Form 8-K/A
May 11, 2005

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

**FORM 8-K/A
Amendment No. 2**

CURRENT REPORT

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

Date of report (Date of earliest event reported) February 9, 2005

**MERITAGE HOMES CORPORATION
(Exact Name of Registrant as Specified in Charter)**

| | | |
|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------|
| Maryland | 1-9977 | 86-0611231 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 8501 E. Princess Drive, Suite 290, Scottsdale, Arizona | | 85255 |
| (Address of Principal Executive Offices) | | (Zip Code) |
| | (480) 609-3330 | |
| | (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))

Explanatory Note

On February 22, 2005 we filed a Form 8-K/A in connection with the completion of our purchase of the homebuilding assets of Fort Myers/Naples-based Colonial Homes of Florida. Included with that Form 8-K/A as Exhibit 10.1 was a copy of the contracts governing our acquisition of Colonial. We are filing this Form 8-K/A Amendment No. 2 along with Exhibit 10.1 for purpose of indicating on Exhibit 10.1 that certain portions of the exhibit have been omitted based on a request for confidential treatment and that the non-public information has been filed with the United States Securities and Exchange Commission.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

10.1 Master Transaction Agreement, dated February 9, 2005*

- * Certain Confidential Information contained in this Exhibit was omitted by means of redacting a portion of the text and replacing it with an asterisk. This Exhibit has been filed separately with the Secretary of the Securities and Exchange Commission without the redaction pursuant to Confidential Treatment Request under Rule 24b-2 of the Securities Exchange Act of 1934.

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 11, 2005

MERITAGE HOMES CORPORATION

/s/ Larry W. Seay

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