

Meritage Homes CORP  
Form 8-K  
May 19, 2017

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): May 19, 2017

---

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

Mar-9-2017 86-0611231  
(State or Other Commission File Number of Incorporation)  
or (IRS Employer Identification No.)

8800 E. Raintree  
Drive, Suite 300,  
Scottsdale, Arizona 85260  
(Address of Principal Executive Offices) (Zip Code)

(480) 515-8100  
(Registrant's telephone number, including area code)

N/A  
(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities and Exchange Act of 1934 (§240.12b-2 of this chapter).  
Emerging growth company o

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  
pursuant to  
Section 13 (a)  
of the  
Exchange Act.  
o

---

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 19, 2017, Meritage Homes Corporation held its Annual Meeting of Stockholders at 8:30 am local time at the Company's corporate office at 8800 E. Raintree Drive, Suite 300, Scottsdale, Arizona, 85260. The following matters were voted upon at the meeting:

Proposal No. 1

The Company's stockholders elected four individuals to the Board of Directors as Class II Directors as set forth below:

| Name             | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------------|------------|---------------|-------------|------------------|
| Peter L. Ax      | 34,704,999 | 1,100,977     | 240,062     | 2,096,682        |
| Robert G. Sarver | 32,409,485 | 3,396,394     | 240,159     | 2,096,682        |
| Gerald Haddock   | 34,097,764 | 1,708,373     | 239,901     | 2,096,682        |
| Michael R. Odell | 35,745,970 | 60,862        | 239,206     | 2,096,682        |

Proposal No. 2

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm for the 2017 fiscal year.

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 37,112,174 | 1,023,274     | 7,272       |

Proposal No. 3

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers by the votes set forth in the table below.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 34,500,868 | 1,507,176     | 37,994      | 2,096,682        |

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:

| One year   | Two years | Three Years | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|-------------|------------------|
| 26,444,510 | 15,102    | 9,572,768   | 13,658      | 2,096,682        |

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.

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, 2017

MERITAGE HOMES CORPORATION

/s/ Hilla Sferruzza

By: Hilla Sferruzza

Executive Vice President and Chief Financial Officer  
(Principal Accounting Officer)