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MERITAGE CORP  
Form S-8  
July 03, 2002

As filed with the Securities and Exchange Commission on July 3, 2002  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

Meritage Corporation  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State or Other Jurisdiction of  
Incorporation or Organization)

86-0611231  
(I.R.S. Employer  
Identification No.)

6613 North Scottsdale Road, Suite 200, Scottsdale, Arizona 85250  
(Address of Principal Executive Offices) (Zip Code)

Meritage Corporation Stock Option Plan  
(Full Title of the Plan)

Larry W. Seay  
Chief Financial Officer and Vice President-Finance  
Meritage Corporation  
6613 North Scottsdale Road, Suite 200  
Scottsdale, Arizona 85250  
(Name and Address of Agent For Service)

(877) 400-7888  
(Telephone Number, Including Area Code, of Agent for Service)

With copy to:  
Steven D. Pidgeon  
Snell & Wilmer L.L.P.  
One Arizona Center  
400 East Van Buren Street  
Phoenix, Arizona 85004-0001  
(602) 382-6000

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 per share)	600,000	\$43.745	\$26,247,000	\$2,414.72

(1) In the event of a stock split, stock dividend, or similar transaction

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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.

- (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 July 2, 2002.

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This Registration Statement relates to Form S-8 Registration Statement No. 333-37859, filed on October 14, 1997, pursuant to which the Registrant registered 450,000 shares of common stock for issuance under the Meritage Corporation Stock Option Plan (the "Plan") (as adjusted to reflect an increase resulting from a 2-for-1 stock split); Form S-8 Registration Statement No. 333-75629, filed on April 2, 1999, pursuant to which the Registrant registered 500,000 shares of common stock for issuance under the Plan (as adjusted to reflect an increase resulting from a 2-for-1 stock split); and Form S-8 Registration Statement No. 333-39036, filed on June 12, 2000, pursuant to which the Registrant registered 600,000 shares of common stock for issuance under the Plan (as adjusted to reflect a increase resulting from a 2-for-1 stock split). The contents of these 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. The Plan has been amended to increase the number of shares of common stock authorized to be issued thereunder from 1,550,000 shares to 2,150,000 shares and the number of shares that may be issued to any one person thereunder from 200,000 to 300,000. The previously paid filing fees associated with the referenced securities under the registration statements are \$2,399.59.

EXHIBIT INDEX

Exhibit Number -----	Description -----	Page or Method of Filing -----
4.1	Meritage Corporation Stock Option Plan	Filed herewith
5.1	Opinion of Venable, Baetjer, Howard & Civiletti, LLP, Maryland counsel (including consent)	Filed herewith
23.1	Consent of Independent Auditors	Filed herewith
23.2	Consent of Counsel	Included as part of Exhibit 5.1
24	Power of Attorney	See Signature Page

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 3rd day of July, 2002.

MERITAGE CORPORATION

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By: /s/ Larry W. Seay

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 Larry W. Seay  
 Chief Financial Officer and  
 Vice President - Finance

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John R. Landon, 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.

Signature -----	Title -----	Date -----
By: /s/ John R. Landon ----- John R. Landon	Co-Chairman, Co-Chief Executive Officer and Director	July 2, 2002
By: /s/ Steven J. Hilton ----- Steven J. Hilton	Co-Chairman, Co-Chief Executive Officer and Director	July 1, 2002
By: /s/ Larry W. Seay ----- Larry W. Seay	Chief Financial Officer, Vice President-Finance, Secretary and Treasurer (Principal Financial and Accounting Officer)	July 1, 2002
By: /s/ Richard T. Morgan ----- Richard T. Morgan	Vice President	July 2, 2002
By: /s/ Robert G. Sarver ----- Robert G. Sarver	Director	July 2, 2002
By: /s/ C. Timothy White ----- C. Timothy White	Director	July 2, 2002

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By: /s/ Raymond Oppel                      Director                      July 2, 2002  
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                    Raymond Oppel

By: /s/ Peter L. Ax                      Director                      July 2, 2002  
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                    Peter L. Ax

By: /s/ William G. Campbell                      Director                      July 2, 2002  
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                    William G. Campbell