

MERITAGE CORP
Form 8-K
February 25, 2003

Table of Contents

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): February 21, 2003

MERITAGE CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-------------------------------------|--|
| Maryland | I-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)

(877) 400-7888

(Registrant's telephone number, including area code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

TABLE OF CONTENTS

Item 5. OTHER EVENTS.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

SIGNATURES

EXHIBIT INDEX

Exhibit 10.1

Exhibit 99.1

Table of Contents

Item 5. OTHER EVENTS.

References to we, our and us in this Current Report on Form 8-K refer to Meritage Corporation and its consolidated subsidiaries.

On February 21, 2003, we completed a private placement of \$50 million in aggregate principal amount of our 9.75% senior notes due June 1, 2011. The senior notes were priced at 103.25% of their face amount to yield 9.054%. The issuance of the notes has not been registered under the Securities Act of 1933, as amended (the Securities Act), or any state securities laws and the notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the 9.75% senior notes. A copy of our press release announcing the completion of the offering of the senior notes, including information concerning forward-looking statements and factors that may affect our future results, is attached hereto as Exhibit 99.1. Additionally, a registration rights agreement executed in connection with the private placement is attached as Exhibit 10.1.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 10.1 | Registration Rights Agreement, dated as of February 21, 2003 |
| 99.1 | Meritage Corporation Press Release dated February 25, 2003 |

Table of Contents

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: February 25, 2003

MERITAGE CORPORATION

/s/ Vicki L. Biggs

By: Vicki L. Biggs
Chief Accounting Officer and Vice President Corporate Controller

Table of Contents

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