

MERITAGE PASEO CROSSING LLC

Form S-4/A

June 12, 2012

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As filed with Securities and Exchange Commission on June 12, 2012

Registration Statement No. 333-181336

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MERITAGE HOMES CORPORATION

Co-registrants are listed on the following page

(Exact name of registrant as specified in its charter)

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Maryland (State or other jurisdiction of incorporation or organization)	1531 (Primary Standard Industrial Classification Code Number)	86-0611231 (IRS Employer Identification Number)
17851 North 85th Street, Suite 300 Scottsdale, Arizona 85255 (480) 515-8100		

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Larry W. Seay
Executive Vice President and Chief Financial Officer

17851 North 85th Street, Suite 300

Scottsdale, Arizona 85255

(480) 515-8100

(Name, address, including zip code,
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 85004-2202

(602) 382-6316

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective and all other conditions to the exchange offer set forth in the registration rights agreement described in the enclosed prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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.

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(Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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The following direct and indirect wholly-owned subsidiaries of Meritage Homes Corporation will guarantee Meritage Homes Corporation's payment obligations under its 7% Senior Notes due 2022 and are co-registrants under this registration statement. The address, including zip code, and telephone number, including area code, of each co-registrant is 17851 North 85th Street, Suite 300, Scottsdale, Arizona 85255, (480) 515-8100.

Name of Each Co-Registrant as Specified in Its Charter (1)	State or Other Jurisdiction of Incorporation or Organization	IRS Employer Identification No.
Meritage Paseo Crossing, LLC	Arizona	86-1006497
Meritage Paseo Construction, LLC	Arizona	86-0863537
Meritage Homes of Arizona, Inc.	Arizona	86-1028848
Meritage Homes Construction, Inc.	Arizona	86-1028847
Meritage Homes of California, Inc.	California	86-0917765
Meritage Homes of Nevada, Inc.	Arizona	43-1976353
Meritage Holdings, L.L.C.	Texas	42-1732552
Meritage Homes of Texas Holding, Inc.	Arizona	86-0875147
Meritage Homes of Texas Joint Venture Holding Company, LLC	Texas	75-2771799
Meritage Homes of Texas, LLC	Arizona	65-1308131
Meritage Homes Operating Company, LLC	Arizona	65-1308133
MTH-Cavalier, LLC	Arizona	86-0863537
MTH Golf, LLC	Arizona	56-2379206
Meritage Homes of Colorado, Inc.	Arizona	20-1091787
Meritage Homes of Florida, Inc.	Florida	59-1107583
California Urban Homes, LLC	California	20-2707345
WW Project Seller, LLC	Arizona	86-1006497
Meritage Homes of North Carolina, Inc.	Arizona	27-5411983
Carefree Title Agency, Inc.	Texas	45-3742536
M&M Fort Myers Holdings, LLC	Delaware	26-3996740

- (1) Each Co-Registrant guarantor subsidiary is 100% owned directly or indirectly by Meritage Homes Corporation as defined by Article 3-10(h)(1) of Regulation S-X. The guarantees are full and unconditional and joint and several.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JUNE 12, 2012

PROSPECTUS

OFFER TO EXCHANGE

\$300,000,000 of 7% Senior Notes due 2022

**and the full and unconditional, joint and several
guarantees thereof by all of our existing subsidiaries
(other than our Unrestricted Subsidiaries)**

that have been registered under the Securities Act of 1933

for any and all of our outstanding

\$300,000,000 of 7% Senior Notes due 2022

**and the full and unconditional, joint and several
guarantees thereof by all of our existing subsidiaries
(other than our Unrestricted Subsidiaries)**

that have not been registered under the Securities Act of 1933

THE EXCHANGE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M.,

NEW YORK CITY TIME, ON _____, 2012, UNLESS EXTENDED.

We are offering to exchange up to \$300 million aggregate principal amount of our registered 7% Senior Notes due 2022 (the "exchange notes"), for the identical aggregate principal amount of our outstanding unregistered 7% Senior Notes due 2022, which were issued on April 10, 2012 (the "outstanding notes"). The aggregate principal amount of the outstanding notes, and therefore, the aggregate principal amount of exchange notes which would be issued if all the outstanding notes were exchanged, is \$300 million. The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2012 unless we extend the offer. Promptly following the expiration of the exchange offer, we will exchange the exchange notes for all outstanding notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer. You may withdraw tenders of outstanding notes at any time prior to the expiration of the exchange offer. The terms of the exchange notes to be issued will be identical in all material respects to those of the outstanding notes, except that the exchange notes do not have any transfer restrictions, registration rights or rights to additional interest. We will not receive any cash proceeds from the exchange offer.

The notes are our unsecured senior obligations. The notes rank equally with all of our other unsecured senior indebtedness.

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Prior to the exchange offer, there has been no public market for the exchange notes. We do not currently intend to list the exchange notes on a securities exchange or seek approval for quotation of the exchange notes on an automated quotation system. Therefore, it is unlikely that an active trading market for the exchange notes will develop.

The exchange agent for the exchange offer is Wells Fargo Bank, National Association.

See Risk Factors beginning on page 10, for a discussion of certain factors that should be considered in evaluating the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Broker-dealers who receive new securities pursuant to the exchange offer acknowledge that they will deliver a prospectus in connection with any resale of such new securities. Broker-dealers who acquired the old securities as a result of market-making or other trading activities may use the prospectus for the exchange offer, as supplemented or amended, in connection with resales of the new securities.

The date of this prospectus is , 2012.

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ADDITIONAL INFORMATION

This prospectus incorporates important business and financial information about us that is not included in or delivered with the document. This information is available without charge to security holders upon written or oral request. You may request a copy of this information, at no cost, by calling us or by writing to us at our principal executive offices in Arizona at the following address:

Meritage Homes Corporation

17851 North 85th Street, Suite 300

Scottsdale, Arizona 85255

Attention: Investor Relations

Telephone: (480) 515-8100

In order to obtain timely delivery, you must make your request no later than five business days before the expiration of the exchange offer. The exchange offer will expire on , 2012, unless extended.

Our obligations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to file periodic reports and other information with the SEC may be suspended, under certain circumstances, if our common stock and exchange notes are each held by fewer than 300 holders of record at the beginning of any fiscal year and are not listed on a national securities exchange. We have agreed that, whether or not we are required to do so by the rules and regulations of the Securities and Exchange Commission (the "SEC"), for so long as any of the exchange notes remain outstanding we will furnish to the holders of the exchange notes, and if required by the Exchange Act, file with the SEC, all annual, quarterly and current reports that we are or would be required to file with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. In addition, we have agreed that, as long as any of the outstanding notes remain outstanding, we will make the information required by Rule 144A(d)(4) under the Securities Act of 1933, as amended (the "Securities Act"), available to any prospective purchaser of outstanding notes or beneficial owner of outstanding notes in connection with a sale of them.

No person has been authorized to give any information or to make any representations, other than those contained in this prospectus. If given or made, that information or those representations may not be relied upon as having been authorized by us. This prospectus does not constitute an offer to or solicitation of any person in any jurisdiction in which such an offer or solicitation would be unlawful.

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PROSPECTUS SUMMARY

The following summary highlights selected information contained elsewhere in this prospectus and may not contain all of the information that is important to you. For a more complete understanding of this exchange offer, we encourage you to read this entire document (including the documents incorporated herein by reference) and the documents to which we have referred you. Unless otherwise indicated in this prospectus, the terms Meritage, the Company, we, our and us refer to Meritage Homes Corporation and its subsidiaries and predecessors as a combined entity.

MERITAGE HOMES CORPORATION

We are a leading designer and builder of single-family attached and detached homes based on the number of home closings. We build in the historically high-growth regions of the western and southern United States and offer a variety of homes that are designed to appeal to a wide range of homebuyers, including first-time, move-up, active adult and luxury. We have operations in three regions: West, Central and East, which are comprised of seven states: Arizona, California, Nevada, Texas, Colorado, Florida, and North Carolina. These three regions are our principal business segments. In 2011, we entered the Raleigh, North Carolina market and announced our expansion within Florida into the Tampa market as well as the wind-down of our operations in Nevada.

Our homebuilding and marketing activities are conducted primarily under the Meritage Homes brand, except in Arizona and Texas, where we also operate under the name Monterey Homes. At March 31, 2012, we were actively selling homes in 150 communities, with base prices ranging from approximately \$105,000 to \$683,000.

CORPORATE INFORMATION

We are a Maryland corporation. Our principal offices are at 17851 North 85th Street, Suite 300, Scottsdale, Arizona. Our telephone number at these offices is (480) 515-8100. Our website address is www.meritagehomes.com. The information on our website is not part of this prospectus.

RECENT DEVELOPMENTS

In the first quarter of 2012, we achieved significant improvements in orders, closings and backlog year over year. Aided by a higher beginning backlog at the start of 2012 and coupled with increased orders in the first three months, we believe our first quarter results are indicative of increased demand and consumer confidence, which should translate into higher profitability throughout the year. As interest rates and selling prices are still attractively low and while our current operating results indicate a recovering and stronger housing market, we recognize that we are still operating in a volatile economic environment and are cautiously optimistic about our future operational outlook. We believe the housing market will continue to gradually strengthen to the extent the overall economy continues to improve.

Total home closing revenue was \$204.0 million for the three months ended March 31, 2012, increasing 14.9% from the same period last year. The increase in closings of 81 units was further aided by a 2.7% increase in average sales price of \$7,000. We reported net loss of \$4.8 million for the three months ended March 31, 2012, as compared to net loss of \$6.7 million for the same period in 2011. Although closings increased over the prior year, we did not generate sufficient closing volume and gross profit to fully cover our overhead costs. Our first quarter closings are typically our lowest due to seasonality, and based on our historical trends and our high ending backlog, we expect improved results for the remainder of 2012.

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At March 31, 2012, our backlog of \$353.2 million reflects an increase of 44.2%, or \$108.2 million, when compared to the backlog at March 31, 2011. The backlog improvement reflects a 36.2% increase in unit orders in the first quarter, as well as higher average sales price on homes ordered of 2.6% for the quarter as compared to the same period a year ago. In the first quarter of 2012, we were also able to maintain our low cancellation rate on sales orders at 15% of gross orders as compared to 17% in the same period a year ago.

We have entered into preliminary discussions with various financial institutions (including affiliates of each of the initial purchasers of the notes) regarding a potential new unsecured revolving credit facility. Such discussions are at a preliminary stage and there can be no assurance that such a facility will be available on terms that are acceptable to us, or at all, and even if available, that we will enter into such a facility or any similar facility.

The following table presents selected financial and operating data of Meritage Homes Corporation and subsidiaries as of and for each of the last three years ended December 31, 2011 and as of and for the three-month periods ended March 31, 2012 and 2011 (dollars in thousands):

	Year Ended December 31,			Three Months Ended March 31,	
	2011	2010	2009	2012	2011
Operating Data:					
Homes closed (units)	3,268	3,700	4,039	759	678
Home closing revenue	\$ 860,884	\$ 940,406	\$ 962,797	\$ 204,022	\$ 177,489
Homes ordered (units)	3,405	3,383	3,853	1,144	840
Sales order value	\$ 907,922	\$ 854,687	\$ 912,301	\$ 308,329	\$ 220,612
Backlog at end of period (homes)	915	778	1,095	1,300	940
Backlog at end of period	\$ 248,854	\$ 201,816	\$ 287,535	\$ 353,161	\$ 244,939

	Year Ended December 31,			Three Months Ended March 31,	
	2011	2010	2009	2012	2011
Balance Sheet and Cash Flow Data:					
Real estate	\$ 815,425	\$ 738,928	\$ 675,037	\$ 868,034	\$ 757,653
Total assets	\$ 1,221,378	\$ 1,224,938	\$ 1,242,667	\$ 1,217,614	\$ 1,218,934
Senior and senior subordinated notes	\$ 606,409	\$ 605,780	\$ 605,009	\$ 606,567	\$ 605,937
Total liabilities	\$ 732,466	\$ 724,943	\$ 757,242	\$ 730,748	\$ 722,367
Stockholders' equity	\$ 488,912	\$ 499,995	\$ 485,425	\$ 486,866	\$ 496,567
Cash provided by / (used in)					
Operating activities	\$ (74,136)	\$ 32,551	\$ 184,074	\$ (55,362)	\$ (24,563)
Investing activities	\$ 141,182	\$ (174,515)	\$ (145,419)	\$ (28,702)	\$ 22,600
Financing activities	\$ 2,613	\$ (3,414)	\$ 4,753	\$ 1,055	\$ 1,518

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The following table presents selected historical consolidated financial and operating data of Meritage Homes Corporation and subsidiaries as of and for each of the last five years ended December 31, 2011 and as of and for the three-month period ended March 31, 2012. The financial data has been derived from our audited consolidated financial statements and related notes for the periods presented. This table should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes included in Meritage's Annual Report on Form 10-K for the year ended December 31, 2011, which is incorporated by reference herein. These historical results may not be indicative of future results.

	Historical Consolidated Financial Data (Dollars in thousands, except per share amounts)					
	Three	Year Ended December 31,				
	Months					
	Ended					
	March 31, 2012	2011	2010	2009	2008	2007
Statement of Operations Data:						
Total closing revenue	\$ 204,350	\$ 861,244	\$ 941,656	\$ 970,313	\$ 1,523,068	\$ 2,343,594
Total cost of closings	\$ (168,821)	\$ (704,812)	\$ (767,509)	\$ (840,046)	\$ (1,322,544)	\$ (1,990,190)
Impairments	\$ (293)	\$ (15,324)	\$ (6,451)	\$ (126,216)	\$ (237,439)	\$ (340,358)
Gross profit/(loss)	\$ 35,236	\$ 141,108	\$ 167,696	\$ 4,051	\$ (36,915)	\$ 13,046
Commissions and other sales costs	\$ (18,977)	\$ (74,912)	\$ (76,798)	\$ (78,683)	\$ (136,860)	\$ (196,464)
General and administrative expenses	\$ (14,721)	\$ (64,184)	\$ (59,784)	\$ (59,461)	\$ (64,793)	\$ (104,745)
Goodwill and intangible asset impairments					\$ (1,133)	\$ (130,490)
Earnings/(loss) from unconsolidated entities, net (1)	\$ 1,423	\$ 5,849	\$ 5,243	\$ 4,013	\$ (17,038)	\$ (40,229)
Interest expense	\$ (7,371)	\$ (30,399)	\$ (33,722)	\$ (36,531)	\$ (23,653)	\$ (6,745)
(Loss)/gain on extinguishment of debt			\$ (3,454)	\$ 9,390		
Other (loss)/income	\$ (164)	\$ 2,162	\$ 3,303	\$ 2,422	\$ 4,426	\$ 9,145
(Loss)/earnings before income taxes	\$ (4,574)	\$ (20,376)	\$			