

TYLER TECHNOLOGIES INC  
Form SC 13G/A  
January 29, 2008

OMB APPROVAL  
OMB Number: 3235-0145

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3) \***

Tyler Technologies, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

902252105  
(Cusip Number)

December 31, 2007  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Edgar Filing: TYLER TECHNOLOGIES INC - Form SC 13G/A

- Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 39 Pages

Exhibit Index Found on Page 37

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Noonday Asset Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,801,400 shares, which is 9.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

3,801,400

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

3,801,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,801,400

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**9.8%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IA, PN**

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Noonday G.P. (U.S.), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

3,801,400

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

3,801,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,801,400

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

9.8%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Noonday Capital, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

3,801,400

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

3,801,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,801,400

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

9.8%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO



13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

David I. Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

3,801,400

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

3,801,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,801,400

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

9.8%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Saurabh K. Mittal

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

India

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

3,801,400

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

3,801,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,801,400

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**9.8%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Noonday Capital Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

71,500

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

71,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

71,500

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

0.2%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

713,600

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

713,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

713,600

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

1.8%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN



13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

617,800

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

617,800

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

617,800

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

1.6%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

59,900

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

59,900

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

59,900

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

0.2%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

51,300

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

51,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

51,300

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

0.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

24,100

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

24,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

24,100

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

0.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN



13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

678,571

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

678,571

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

678,571

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

1.7%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

1,584,629

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

1,584,629

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,584,629

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

4.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IA, OO

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,801,400 shares, which is 9.8% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

2,216,771

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

2,216,771

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,216,771

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.7%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 902252105

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Chun R. Ding [See Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

-0-

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

0.0%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN



13G

CUSIP No. 902252105

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

**William F. Duhamel**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  ]

**2**

(b)  ]\*\*

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**SEC USE ONLY**

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

**NUMBER OF**

**5**

**-0-**

**SHARED VOTING POWER**

**SHARES**

**BENEFICIALLY**

**6**

**OWNED BY**

**3,801,400**

**SOLE DISPOSITIVE POWER**

**EACH**

**7**

**-0-**

**SHARED DISPOSITIVE POWER**

**REPORTING**

**PERSON WITH**

**8**

**3,801,400**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

**3,801,400**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**9.8%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

**13G**

CUSIP No. 902252105

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

**Richard B. Fried**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

**2**

(a)

(b) \*\*

\*\* &