TYLER TECHNOLOGIES INC Form SC 13G December 13, 2005

> OMB APPROVAL OMB Number: 3235-0145 Expires: December 31, 2005 Estimated average burden hours per response.....11

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. \_\_)\*

Tyler Technologies, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

902252105

\_\_\_\_\_

(CUSIP Number)

December 5, 2005

(Date of Event which Requires Filing of this Statement)

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

1_1	Rule	13d-1(b)
X	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 36 Pages

Exhibit Index Found on Page 34

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) [ ] (b) [ X ]\*\* 2 \* \* The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% 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. 3 SEC USE ONLY \_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware SOLE VOTING POWER 5 NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,002,300 \_\_\_\_\_ EACH SOLE DISPOSITIVE POWER 7 REPORTING -0-PERSON WITH \_\_\_\_\_ SHARED DISPOSITIVE POWER 8 2,002,300 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,002,300 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) [ ] \_\_\_\_\_ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11	5.2%		
12		TING PERS	ON (See Instructions)
	PN =		
		Page	e 2 of 36 Pages
			120
====== CUSIP ======	No. 902252105		13G
1	NAMES OF REPO		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Noonday G.P.	(U.S.), ]	L.L.C.
	CHECK THE APP	ROPRIATE H	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**
2	**	aggregat class of cover pa	porting persons making this filing hold an te of 2,002,300 Shares, which is 5.2% of the f securities. The reporting person on this age, however, may be deemed a beneficial owner the securities reported by it on this cover
3	SEC USE ONLY		
4	CITIZENSHIP O	R PLACE OF	F ORGANIZATION
	Delaware		
	NUMBER OF	5	SOLE VOTING POWER -0-
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,002,300
	EACH		SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH		-0-
		8	SHARED DISPOSITIVE POWER 2,002,300
9	AGGREGATE AMO 2,002,300	UNT BENEF:	ICIALLY OWNED BY EACH REPORTING PERSON

	Edgar Filing:	TYLER TE	ECHNOLOGIES INC - Form	SC 13G		
10	CHECK IF THE A CERTAIN SHARES		MOUNT IN ROW (9) EXCLUDES ructions)	[ ]		
11		======== SS REPRESE	NTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON (See Instructions) 2 00					
		Page	3 of 36 Pages			
			13G			
 CUSIP No. 9						
1	NAMES OF REPOR I.R.S. IDENTIF	ICATION NO	NS . OF ABOVE PERSONS (ENTIT	IES ONLY)		
			X IF A MEMBER OF A GROUP	(See Instructions) (a) [ ] (b) [ X ]**		
2	**	aggregate class of cover pag	orting persons making t of 2,002,300 Shares, w securities. The report re, however, may be deemed he securities reported	his filing hold an hich is 5.2% of the ing person on this a beneficial owner		
3	SEC USE ONLY					
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION			
NU	IMBER OF	5	SOLE VOTING POWER			
BENE	SHARES EFICIALLY NNED BY	6	SHARED VOTING POWER 2,002,300			
	EACH EPORTING	7	SOLE DISPOSITIVE POWER			
PEI	RSON WITH	8	SHARED DISPOSITIVE POWER			

### 

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	2,002,300
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
±±	5.2%
12	TYPE OF REPORTING PERSON (See Instructions)
	00

Page 4 of 36 Pages

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) [ ] (b) [ X ]\*\* 2 \* \* The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% 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. 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States SOLE VOTING POWER 5 NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,002,300 \_\_\_\_\_ EACH SOLE DISPOSITIVE POWER 7

	REPORTING	-0-
E	PERSON WITH	SHARED DISPOSITIVE POWER
		8 2,002,300
	AGGREGATE AMC	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	2,002,300	
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CS (See Instructions) [ ]
	PERCENT OF CI	ASS REPRESENTED BY AMOUNT IN ROW (9)
11	5.2%	
	TYPE OF REPOR	TING PERSON (See Instructions)
12	IN	
	902252105	13G
	. 902252105 	PRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
SIP No.	. 902252105 	PRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ttal
IP No.	. 902252105 	PRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
SIP No.	. 902252105 	PRTING PERSONS FFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ttal PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]
IP No.	902252105 NAMES OF REPO I.R.S. IDENTI Saurabh K. Mi CHECK THE APE	PRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ttal PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold ar aggregate of 2,002,300 Shares, which is 5.2% 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
1 1 2 2 3 3 3 3 3 3 4 5 5 5 5 5 5 5 5 5 5 5 5 5	. 902252105 NAMES OF REPO I.R.S. IDENTI Saurabh K. Mi CHECK THE APP **	PRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ttal PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold ar aggregate of 2,002,300 Shares, which is 5.2% 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
1 2	. 902252105 NAMES OF REPO I.R.S. IDENTI Saurabh K. Mi CHECK THE APP **	DRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ttal PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold ar aggregate of 2,002,300 Shares, which is 5.2% 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. DR PLACE OF ORGANIZATION
1 1 2 2 3 3 3 3 3 3 4 5 5 5 5 5 5 5 5 5 5 5 5 5	. 902252105 NAMES OF REPO I.R.S. IDENTI Saurabh K. Mi CHECK THE APP ** SEC USE ONLY CITIZENSHIP (	PRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ttal PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold ar aggregate of 2,002,300 Shares, which is 5.2% 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. PR PLACE OF ORGANIZATION SOLE VOTING POWER
1 1 2 2 3 3 3 3 3 3 4 5 5 5 5 5 5 5 5 5 5 5 5 5	. 902252105 NAMES OF REPO I.R.S. IDENTI Saurabh K. Mi CHECK THE APP ** SEC USE ONLY CITIZENSHIP (	DRTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) ttal ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]** The reporting persons making this filing hold ar aggregate of 2,002,300 Shares, which is 5.2% 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. DR PLACE OF ORGANIZATION

B	ENEFICIALLY OWNED BY	6	2,002,300		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING PERSON WITH	7	-0-		
		8	SHARED DISPOSITIVE POWER		
		-	2,002,300		
9			IALLY OWNED BY EACH REPORTING		
9	2,002,300				
10		REGATE AI	MOUNT IN ROW (9) EXCLUDES ructions)	[	]
			NTED BY AMOUNT IN ROW (9)		
	5.2%				
12			(See Instructions)		
12	IN				
		Page	6 of 36 Pages		
			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) [ ] (b) [ X ]\*\* 2 \* \* The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware \_\_\_\_\_ SOLE VOTING POWER

		E	
1	NUMBER OF	5	-0-
SHARES		6	SHARED VOTING POWER
	BENEFICIALLY OWNED BY		40,100
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
Ρ.	ERSON WITH -	8	SHARED DISPOSITIVE POWER
			40,100
	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
9	40,100		
			AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SHARES	5 (See Ins	tructions) [ ]
	PERCENT OF CLA	ASS REPRES	ENTED BY AMOUNT IN ROW (9)
11	0.1%		
	TYPE OF REPORT	======== FING PERSO	N (See Instructions)
12	12 00		
		Page	7 of 36 Pages
			13G
CUSIP No.	======= 902252105		
	NAMES OF REPOR		
1	I.R.S. IDENTIE	FICATION N	O. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capit	cal Partne	rs, L.P.
	CHECK THE APPI	ROPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**
2	* *	aggregat class of cover pa	orting persons making this filing hold an e of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this ge, however, is a beneficial owner only of rities reported by it on this cover page.
3	SEC USE ONLY		
	CITIZENSHIP OF	R PLACE OF	ORGANIZATION

	-======================================			
			SOLE VOTING POWER	
NU	IMBER OF	5	-0-	
S	HARES		SHARED VOTING POWER	
	FICIALLY INED BY	6	378,700	
	EACH		SOLE DISPOSITIVE POWER	
	PORTING	7	-0-	
PER	SON WITH		SHARED DISPOSITIVE POWER	
		8	378,700	
	AGGREGATE AMOU	NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON	
9	378,700			
			AMOUNT IN ROW (9) EXCLUDES	
10	CERTAIN SHARES	(See Ins	tructions) [ ]	
	PERCENT OF CLA	SS REPRES	ENTED BY AMOUNT IN ROW (9)	
11	1.0%			
	TYPE OF REPORT	======= ING PERSO	N (See Instructions)	
12	PN			
		Page	8 of 36 Pages	
			13G	
CUSIP No. 9	02252105			
1	NAMES OF REPOR		ONS O. OF ABOVE PERSONS (ENTITIES ONLY)	
	Farallon Capital Institutional Partners, L.P.			
	CHECK THE APPR	OPRIATE B	OX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**	
2	**	aggregat class of cover pa	orting persons making this filing hold an e of 2,002,300 Shares, which is 5.2% of the securities. The reporting person on this ge, however, is a beneficial owner only of rities reported by it on this cover page.	

3	SEC USE ONL	Y =============	
4	CITIZENSHIP	OR PLACE OF	F ORGANIZATION
7	California		
	==========		SOLE VOTING POWER
1	NUMBER OF	5	-0-
	SHARES		SHARED VOTING POWER
	NEFICIALLY OWNED BY	6	428,300
	EACH		SOLE DISPOSITIVE POWER
1	REPORTING	7	-0-
	ERSON WITH		SHARED DISPOSITIVE POWER
		8	
	==========		428,300
9	AGGREGATE A	MOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
	428,300		
10	CHECK IF TH CERTAIN SHA		AMOUNT IN ROW (9) EXCLUDES
10		·	[ ]
			SENTED BY AMOUNT IN ROW (9)
11	1.1%		
	TYPE OF REP	DRTING PERSO	 DN (See Instructions)
12	PN		
	=========		
		Page	e 9 of 36 Pages
		1 4 9 4	

13G

CUSIP No. 902252105

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capital Institutional Partners II, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**
2	** The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% of the

		cover pa	f securities. The reporting person on this age, however, is a beneficial owner only of urities reported by it on this cover page.
3	SEC USE ONLY		
	CITIZENSHIP (	DR PLACE OF	F ORGANIZATION
4	California		
		5	SOLE VOTING POWER
]	NUMBER OF	5	-0-
סדי	SHARES NEFICIALLY	6	SHARED VOTING POWER
	OWNED BY	0	28,100
	EACH		SOLE DISPOSITIVE POWER
	REPORTING ERSON WITH	7	-0-
E J	ERSON WITH	8	SHARED DISPOSITIVE POWER
		0	28,100
9	AGGREGATE AMO	DUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
9	28,100		
10	CHECK IF THE CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDES structions) [ ]
	PERCENT OF CI	LASS REPRES	SENTED BY AMOUNT IN ROW (9)
11	0.1%		
	TYPE OF REPOR	RTING PERS	DN (See Instructions)
12	PN		
		Page	10 of 36 Pages
			13G
CUSIP No.	======= 902252105		
1	NAMES OF REPO I.R.S. IDENT		SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Cap	tal Instit	tutional Partners III, L.P.
	CHECK THE APP	PROPRIATE I	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]

2	* *	aggregate class of	(b) rting persons making this of 2,002,300 Shares, which securities. The reporting re, however, is a beneficial	is 5.2% of the person on this
			ities reported by it on this	-
3	SEC USE ONLY			
4	CITIZENSHIP OR	PLACE OF	ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
	NUMBER OF		-0-	
	SHARES BENEFICIALLY	6	SHARED VOTING POWER	
	OWNED BY		30,400	
	EACH	7	SOLE DISPOSITIVE POWER	
	REPORTING PERSON WITH -	,	-0-	
	THROON WITH	SHARED DISPOSITIVE POWER		
			30,400	
9	AGGREGATE AMOU	NT BENEFIC	IALLY OWNED BY EACH REPORTING	PERSON
5	30,400			
10	CHECK IF THE A CERTAIN SHARES		MOUNT IN ROW (9) EXCLUDES	
				[ ]
11	PERCENT OF CLA	SS REPRESE	NTED BY AMOUNT IN ROW (9)	·
±±	0.1%			
12	TYPE OF REPORT	ING PERSON	(See Instructions)	·
12	PN			

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CUSIP No. 902252105

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NAMES OF REPORTING PERSONS

 1
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

	Tinicum Partne:	rs, L.P.		
2	CHECK THE APPRO	OPRIATE BC		Instructions) [ ] [ X ]**
Z	* *	aggregate class of cover pag	orting persons making this e of 2,002,300 Shares, which securities. The reporting ge, however, is a beneficial rities reported by it on this o	is 5.2% of the person on this owner only of
3	SEC USE ONLY			
4	CITIZENSHIP OR New York	PLACE OF	ORGANIZATION	
	NUMBER OF	5	SOLE VOTING POWER	
	SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	
	EACH REPORTING PERSON WITH	7	-O-	
	FERSON WITH	8	SHARED DISPOSITIVE POWER	
9	AGGREGATE AMOUI	NT BENEFIC	CIALLY OWNED BY EACH REPORTING	PERSON
10	CHECK IF THE ACCEPTAIN SHARES		AMOUNT IN ROW (9) EXCLUDES	[ ]
11	PERCENT OF CLA:	SS REPRESE	ENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORT: PN	ING PERSON	J (See Instructions)	
	=	=		=

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CUSIP No. 902252105

13G

#### \_\_\_\_\_ 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) [ ] (b) [ X ]\*\* 2 \* \* The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. \_\_\_\_\_\_ 3 SEC USE ONLY \_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION 4 Cayman Islands \_\_\_\_\_ SOLE VOTING POWER 5 NUMBER OF -0-\_\_\_\_\_ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 325,971 \_\_\_\_\_ SOLE DISPOSITIVE POWER EACH 7 -0-REPORTING PERSON WITH SHARED DISPOSITIVE POWER 8 325**,**971 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 325,971 \_\_\_\_\_ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) [ ] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.8% TYPE OF REPORTING PERSON (See Instructions) 12 PN

#### Edgar Filing: TYLER TECHNOLOGIES INC - Form SC 13G

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	902252105		
1	NAMES OF REPO	-	SONS NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capi	tal Manag =======	rement, L.L.C.
2	CHECK THE APP	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**
2	**	aggrega class o cover p	porting persons making this filing hold a te of 2,002,300 Shares, which is 5.2% of th of securities. The reporting person on the page, however, may be deemed a beneficial owned the securities reported by it on this cover
3	SEC USE ONLY		
4		R PLACE O	PF ORGANIZATION
	Delaware		
		5	SOLE VOTING POWER
	NUMBER OF		-0-
BE	SHARES ENEFICIALLY OWNED BY	6	SHARED VOTING POWER
	EACH		SOLE DISPOSITIVE POWER
	REPORTING	7	-0-
F	PERSON WITH		SHARED DISPOSITIVE POWER
			758,429
9	AGGREGATE AMO	UNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON
J	758,429		
10	CHECK IF THE . CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDES structions)
	PERCENT OF CL	ASS REPRE	SENTED BY AMOUNT IN ROW (9)
11	2.0%		
	TYPE OF REPOR	TING PERS	CON (See Instructions)
12	IA, 00		

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USIP 1	No. 902252105	
	NAMES OF REPO	RTING PERSONS
1		FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Part	ners, L.L.C.
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**
2	**	The reporting persons making this filing hold a aggregate of 2,002,300 Shares, which is 5.2% 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.
3	SEC USE ONLY	
	CITIZENSHIP O	R PLACE OF ORGANIZATION
4	Delaware	
		SOLE VOTING POWER 5
	NUMBER OF	-0-
	SHARES BENEFICIALLY OWNED BY	SHARED VOTING POWER 6 1,243,871
	EACH	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH	7 -0-
	FERSON WITH	SHARED DISPOSITIVE POWER
		1,243,871
9	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,243,871	
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES S (See Instructions) [ ]
	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)
ΤŢ	3.2%	
	TYPE OF REPOR	TING PERSON (See Instructions)

NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Chun R. Ding CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ ] (b) [ X ]** 2 ** The reporting persons making this filing hold aggregate of 2,002,300 Shares, which is 5.2% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own	12	00				
SIP No. 902252105         SIP No. 902252105         NAMES OF REPORTING PERSONS         1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)         Chun R. Ding         CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions						
SIP No. 902252105 SIP No. 902252105 NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Chun R. Ding CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [ 1] (b) [ X ]**  ** The reporting persons making this filing hold aggregate of 2,002,300 Shares, which is 5.2% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial ow only of the securities reported by it on this com page. 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States SOLE VOTING FOWER 5 NUMBER OF 5 NUMBER 5 NUMBER OF 5 NUMBER 5 NUMBER OF 5 NUMBER 5 NUMBER 5 NUMBER OF 5 NUMBER 5 NU			Page	15 of 36 Pages		
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CUSIP No. 902252105

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	William F. Mellin
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [ X ]**
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_	** The reporting persons making this filing hold an aggregate of 2,002,300 Shares, which is 5.2% 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.
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	Stephen L. Mil	lham			
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		cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Mark C. Wehrly					
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Page 26 of 36 Pages

Item 1. Issuer \_\_\_\_\_ (a) Name of Issuer: \_\_\_\_\_ Tyler Technologies, Inc. (the "Company") (b) Address of Issuer's Principal Executive Offices: \_\_\_\_\_ 5949 Sherry Lane, Suite 1400, Dallas, Texas 75225. Item 2. Identity And Background \_\_\_\_\_ Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e)) \_\_\_\_\_ This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 902252105. Name Of Persons Filing, Address Of Principal Business Office And \_\_\_\_\_ Citizenship (Item 2(a), (b) and (c)) \_\_\_\_\_ This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Noonday Fund

(i) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares held by it.

The Noonday Sub-adviser Entities

- (ii) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Funds and the Managed Accounts;
- (iii) Noonday Asset Management, L.P., a Delaware limited partnership, which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Funds and the Managed Accounts; and

<sup>(1)</sup> The First Noonday Sub-adviser and the Second Noonday Sub-adviser entered into certain subadvisory arrangements with the Management Company and the Farallon General Partner effective as of January 1, 2005, pursuant to which the

First Noonday Sub-adviser and the Second Noonday Sub-adviser were granted investment discretion over all of the assets of the Noonday Fund and certain of the assets of the Farallon Funds and the Managed Accounts.

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(iv) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities."

The Noonday Managing Members

\_\_\_\_\_

(v) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal") the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares held by the Funds and the Managed Accounts.

Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons."

The Farallon Funds

- (vi) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (x) Tinicum Partners, L.P., a New York limited partnership ("Tinicum"), with respect to the Shares held by it; and
- (xi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the "Farallon Funds."

The Management Company

(xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain

Page 28 of 36 Pages

accounts managed by the Management Company (the "Managed Accounts").

The Farallon General Partner

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(xiii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds.

The Farallon Managing Members

(xiv) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." The Farallon Individual Reporting Persons and the Noonday Individual Reporting Persons are together referred to herein as the "Individual Reporting Persons"

The citizenship of each of the Funds, the Farallon General Partner, the Management Company and the Noonday Sub-adviser Entities is set forth above. Each of the Individual Reporting Persons other than Mittal is a citizen of the United States. Mittal is a citizen of India. The address of the principal business office of each of the Noonday Sub-advisors Entities and the Noonday Individual Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box. [X]

Item 4. Ownership

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The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members of both the First Noonday Sub-adviser and the Noonday General Partner, may each be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Shares owned by the Funds. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. Each of the Farallon General Partner, the Management Company, the Noonday Sub-adviser Entities and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership Of Five Percent Or Less Of A Class

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Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The Security Being Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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#### SIGNATURES

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After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 13, 2005

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C., On its own behalf, as the General Partner of FARALLON CAPITAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P., TINICUM PARTNERS, L.P., and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and as the Managing Member of NOONDAY CAPITAL PARTNERS, L.L.C. By Monica R. Landry, Managing Member

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/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member

/s/ Monica R. Landry

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NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

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NOONDAY CAPITAL, L.L.C., On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P. By Monica R. Landry, Attorney-in-fact

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/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Saurabh K. Mittal, Stephen L. Millham, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

The Powers of Attorney, each executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Ding and Schrier authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Person with respect to the Common Stock of Salix Pharmaceuticals, Ltd., is hereby incorporated by reference. The Powers of Attorney executed by each of Ellwein and Patel authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by each of Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital,

L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc. is hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

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EXHIBIT 1 to SCHEDULE 13G

JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: December 13, 2005

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C., On its own behalf, as the General Partner of FARALLON CAPITAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P., TINICUM PARTNERS, L.P., and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and as the Managing Member of NOONDAY CAPITAL PARTNERS, L.L.C. By Monica R. Landry, Managing Member

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/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member

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/s/ Monica R. Landry

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NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C., On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P.

NOONDAY ASSET MANAGEMENT, L.P. By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Charles E. Ellwein, Richard B. Fried, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.

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