TYLER TECHNOLOGIES INC

Form SC 13G/A January 22, 2007

40	MB APPROV	AL
OMB	Number:	3235-0145
Expires:	February	28, 2009
Estimated	d averag	e burder
hours per	respons	e14.5

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Tyler Technologies, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

902252105

(CUSIP Number)

December 31, 2006

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

(Date of Event which Requires Filing of this Statement)

- |_| 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)
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Exhibit Index Found on Page 36

13G ______ CUSIP No. 902252105 -----NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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 3,404,300 Shares, which is 8.8% 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 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----SOLE VOTING POWER 5 NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 3,404,300 _____ SOLE DISPOSITIVE POWER EACH REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 3,404,300 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,404,300 ------CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) 10

11	PERCENT OF CLA	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
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1	NAMES OF REPOR I.R.S. IDENTIF		NNS OS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Noonday G.P. (Noonday G.P. (U.S.), L.L.C.					
	CHECK THE APPR	OPRIATE BO	X IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**				
2	**	The reporting persons making this filing hold aggregate of 3,404,300 Shares, which is 8.8% of t class of securities. The reporting person on the cover page, however, may be deemed a beneficial own only of the securities reported by it on this cover page.					
3	SEC USE ONLY	=======					
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4	Delaware						
		_	SOLE VOTING POWER				
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	SHARES	_	SHARED VOTING POWER				
Bl	ENEFICIALLY OWNED BY	6	3,404,300				
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1	REPORTING PERSON WITH -	7	-0- 				
•		0	SHARED DISPOSITIVE POWER				
		8	3,404,300				

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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9	3,404,300			
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES ructions)	[]
11	PERCENT OF CLA	SS REPRESE	ENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORT	ING PERSON	J (See Instructions)	
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ı	EROON WIII	SHARED DISPOSITIVE POWER
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9	3,404,300	
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		Page 4 of 38 Pages
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1	NAMES OF REPORIRE.S. IDENTIF	TING PERSONS ICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	David I. Cohen	
	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
2	**	The reporting persons making this filing hold ar
		aggregate of 3,404,300 Shares, which is 8.8% 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.
3	SEC USE ONLY	
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4	United States	
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	EACH EPORTING	7	SOLE DISPOSITIVE POWER -0-
PE	RSON WITH -	8	SHARED DISPOSITIVE POWER 3,404,300
9	AGGREGATE AMOU	====== NT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES tructions) []
11	PERCENT OF CLA	SS REPRES	ENTED BY AMOUNT IN ROW (9)
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1		ICATION N	ONS OS. OF ABOVE PERSONS (ENTITIES ONLY)
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3	SEC USE ONLY		
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	=========		SOLE VOTING POWER
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IP No.	902252105		
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1		_	NOS. OF ABOVE PERSONS (ENTITIES ONLY))
	Noonday Capita	al Partne	rs, L.L.C.
	CHECK THE APPF	ROPRIATE	BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]**
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3	SEC USE ONLY		

4	CITIZENSHIP O	R PLACE OF	ORGANIZATION			
4	Delaware					
			SOLE VOTING POWER			
	NUMBER OF	5	-0-			
_	SHARES		SHARED VOTING POWER			
E	BENEFICIALLY OWNED BY	6	63,800			
	EACH	7	SOLE DISPOSITIVE POWER			
	REPORTING	/	-0-			
	PERSON WITH		SHARED DISPOSITIVE POWER			
		8	63,800			
9	AGGREGATE AMO	UNT BENEFI	CIALLY OWNED BY EACH REPORTING	PERSON		
ý	63,800					
10	CHECK IF THE . CERTAIN SHARE		AMOUNT IN ROW (9) EXCLUDES			
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11	PERCENT OF CL	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	0.2%	0.2%				
12	TYPE OF REPOR	TYPE OF REPORTING PERSON (See Instructions)				
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	NAMES OF REPO	======= RTING PERS				
1	I.R.S. IDENTI	FICATION N	JOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	Farallon Capi	tal Partne	ers, L.P.	==========		
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2	**		porting persons making this e of 3,404,300 Shares, which			

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.

		the secu	rities reported by it on this cover page.
3	SEC USE ONLY		
4	CITIZENSHIP OF	R PLACE OF	ORGANIZATION
		_	SOLE VOTING POWER
	NUMBER OF	5 	-0- =================================
	SHARES		SHARED VOTING POWER
	BENEFICIALLY OWNED BY	6 	656,100
	EACH		SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH -	7	-0-
	I BROOM WITH		SHARED DISPOSITIVE POWER
		8	656,100
	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
9	656 , 100		
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES cructions)
	PERCENT OF CLA	SS REPRESI	ENTED BY AMOUNT IN ROW (9)
11			2.122 21 12:00:12 21. 1:01. (5)
	1.7% 		
	TYPE OF REPORT	TING PERSO	N (See Instructions)
12	PN		
		Page	8 of 38 Pages
			13G
	No. 902252105		
	NAMES OF REPOR	RTING PERS	======================================
1			OS. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capit	al Institu	utional Partners, 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 3,404,300 Shares, which is 8.8% 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 California SOLE VOTING POWER NUMBER OF -0-SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 588,500 _____ EACH SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 588,500 -----AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 588,500 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 1.5% TYPE OF REPORTING PERSON (See Instructions) 12 PN -----Page 9 of 38 Pages 13G CUSIP No. 902252105 -----

NAMES OF REPORTING PERSONS

1	I.R.S. IDENT	NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Farallon Cap	ital Insti	tutional Partners II, L.P.	
2	CHECK THE AP	PROPRIATE	BOX IF A MEMBER OF A GROUP (See Instru (a) [] (b) [X]*	
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3	SEC USE ONLY	=======		=====
	==================================	 OR PLACE O	F ORGANIZATION	
4	California			
			SOLE VOTING POWER	
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ВІ	SHARES ENEFICIALLY OWNED BY	6	SHARED VOTING POWER 55,500	====
	EACH		SOLE DISPOSITIVE POWER	=====
	REPORTING	7	-0-	
Ι	PERSON WITH	8	SHARED DISPOSITIVE POWER	=====
			55,500	
9		OUNT BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	[
	55,500 			
10	CHECK IF THE CERTAIN SHAR		AMOUNT IN ROW (9) EXCLUDES structions)	
11	PERCENT OF C	====== LASS REPRE	SENTED BY AMOUNT IN ROW (9)	=====
11	0.1%			
12	TYPE OF REPO	======= RTING PERS	ON (See Instructions)	
	PN			

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13G

CUSIP No. 902252105

______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Farallon Capital Institutional Partners III, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X] ** The reporting persons making this filing hold an aggregate of 3,404,300 Shares, which is 8.8% 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. SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 48,600 _____ SOLE DISPOSITIVE POWER EACH 7 REPORTING -0-PERSON WITH _____ SHARED DISPOSITIVE POWER 48,600 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 48,600 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 ______ TYPE OF REPORTING PERSON (See Instructions) 12

Page 11 of 38 Pages

13G ______ CUSIP No. 902252105 _____ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Tinicum Partners, 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 $% \left(1\right) =\left(1\right) +\left(1\right) +\left$ aggregate of 3,404,300 Shares, which is 8.8% 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. SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION New York _____ SOLE VOTING POWER NUMBER OF -0-_____ SHARES SHARED VOTING POWER 6 BENEFICIALLY OWNED BY 21,400 -----EACH SOLE DISPOSITIVE POWER REPORTING -0-PERSON WITH SHARED DISPOSITIVE POWER 8 21,400 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 21,400 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.1% _____ TYPE OF REPORTING PERSON (See Instructions)

12

PN

Page 12 of 38 Pages

13G CUSIP No. 902252105 ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 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 3,404,300 Shares, which is 8.8% 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. _____ SEC USE ONLY -----CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands -----SOLE VOTING POWER 5 NUMBER OF -0-_____ SHARED VOTING POWER SHARES 6 BENEFICIALLY OWNED BY 594,171 _____ EACH SOLE DISPOSITIVE POWER 7 -0-REPORTING _____ PERSON WITH SHARED DISPOSITIVE POWER 594,171 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 594**,**171 _____ CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) -----PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11

	1.5%	
	TYPE OF REPOR	TING PERSON (See Instructions)
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1		ORTING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Farallon Capi	tal Management, L.L.C.
	CHECK THE APP	PROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions (a) [] (b) [X]**
2	**	The reporting persons making this filing hold aggregate of 3,404,300 Shares, which is 8.8% of t class of securities. The reporting person on th cover page, however, may be deemed a beneficial own only of the securities reported by it on this cov page.
3	SEC USE ONLY	
4	CITIZENSHIP C	R PLACE OF ORGANIZATION
4	Delaware	
		SOLE VOTING POWER 5
	NUMBER OF	-0-
Б	SHARES BENEFICIALLY	SHARED VOTING POWER
_	OWNED BY	1,376,229
	EACH	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH	
	I DIVOOM MIIII	SHARED DISPOSITIVE POWER 8
		1,376,229
9	AGGREGATE AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
,	1,376,229	

10	CHECK IF THE A		MOUNT IN ROW (9) EXCLUDES ructions)	[]
11	PERCENT OF CLA	SS REPRESE	NTED BY AMOUNT IN ROW (9)	
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CUSIP NO.	902252105			
1	NAMES OF REPOR		NS S. OF ABOVE PERSONS (ENTI:	TIES ONLY)
	Farallon Partn	ers, L.L.C		
	CHECK THE APPR	====== OPRIATE BO	X IF A MEMBER OF A GROUP	(See Instructions) (a) [] (b) [X]**
2	**	aggregate class of cover pag	rting persons making the of 3,404,300 Shares, where securities. The reported he securities reported he	hich is 8.8% of the ing person on this a beneficial owner
3	SEC USE ONLY	======		
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		5		
	NUMBER OF -		-0- -==================================	
	SHARES NEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,028,071	
	EACH		SOLE DISPOSITIVE POWER	
	REPORTING	7	-0-	
PERSON WITH -		8	SHARED DISPOSITIVE POWER	

2,028,071

		2,028,071	
9	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING	PERSON
9	2,028,071		
10		AGGREGATE AMOUNT IN ROW (9) EXCLUDES (See Instructions)	[]
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		Page 15 of 38 Pages	
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CUSIP N	No. 902252105		
1	NAMES OF REPOR	RTING PERSONS CICATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Chun R. Ding		
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		SOLE VOTING POWER	
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	OWNED BY	3,404,300	

	EACH	7	SOLE DISPOSITIVE POWER					
	REPORTING	7	-0-					
	PERSON WITH -		SHARED DISPOSITIVE POWER					
		8	3,404,300					
	AGGREGATE AMOU	===== NT BENEF	FICIALLY OWNED BY EACH REPORTING PERSON					
9	3,404,300	3,404,300						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES							
10	CERTAIN SHARES	CERTAIN SHARES (See Instructions) []						
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11	8.8%							
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	NAMES OF REPOR	====== TING PER	:=====================================					
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
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	NUMBER OF		-0-
BE	SHARES NEFICIALLY	6	SHARED VOTING POWER
	OWNED BY		3,404,300
	EACH	7	SOLE DISPOSITIVE POWER
	REPORTING ERSON WITH -		-0-
_	EIGON WIII	8	SHARED DISPOSITIVE POWER
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	AGGREGATE AMOU	JNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON
9	3,404,300		
10	CHECK IF THE A		AMOUNT IN ROW (9) EXCLUDES tructions)
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11	PERCENT OF CLA	ASS REPRES	ENTED BY AMOUNT IN ROW (9)
11	8.8%		
	TYPE OF REPORT	======= TING PERSO	N (See Instructions)
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CITIZENSHIP OR PLACE OF ORGANIZATION

4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	United States				
		5	SOLE VOTING POWER		
1	NUMBER OF		-0-		
55	SHARES		SHARED VOTING POWER		
	NEFICIALLY DWNED BY	6	-0-		
	EACH		SOLE DISPOSITIVE POWER		
	REPORTING ERSON WITH	7	-0-		
			SHARED DISPOSITIVE POWER		
		8	-0-		
	AGGREGATE AMC	UNT BENEFI	CIALLY OWNED BY EACH REPORTING B	PERSON	
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			EENTED BY AMOUNT IN ROW (9)		
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1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Douglas M. Mac	cMahon [S	See Preliminary Note]	
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CUSIP No. 902252105

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This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on December 13, 2005 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: This Schedule 13G reports that effective as of January 1, 2007, Douglas M. MacMahon became a managing member of Farallon Partners, L.L.C. and Farallon Capital Management, L.L.C., two of the Reporting Persons listed below, and as such may be deemed to be a beneficial owner of the securities beneficially owned by such entities as of such date.

This Schedule 13G reports that effective as of April 3, 2006, Charles E. Ellwein resigned as a managing member of Farallon Partners, L.L.C. and Farallon Capital Management, L.L.C., and Mr. Ellwein may therefore no longer be deemed a beneficial owner of the Company's securities reported herein.

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 Sub-adviser Entities

(i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser 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;

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- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser 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
- (iii) 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

(iv) 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 $% \left(1\right) =\left(1\right) \left(1\right)$ respect to all of the Shares $% \left(1\right)$ held by the Funds and the Managed Accounts.

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

The Noonday Fund

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

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;
- (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

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

The Farallon General Partner

(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, or solely with respect
to Charles E. Ellwein were, 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"), Douglas M. MacMahon ("MacMahon"),
William F. Mellin ("Mellin"), Stephen L. Millham
("Millham"), Jason E. Moment ("Moment"), Rajiv A.
Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas
F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Duhamel, Ellwein, Fried, Landry, MacMahon, Mellin, Millham, Moment, 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 Noonday Sub-adviser Entities, Funds, the Management Company and the Farallon General Partner 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-adviser 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.

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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

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 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 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 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. Other than Ellwein, the Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares beneficially owned owned by the Funds and the Managed Accounts. Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner, 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

Not Applicable.

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

Not Applicable.

Not Applicable.

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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.

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

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: January 22, 2007

/s/ Monica R. Landry
-----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

/s/ Monica R. Landry
----NOONDAY G.P. (U.S.), L.L.C.

By Monica R. Landry, Attorney-in-fact

/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

/s/ Monica R. Landry

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

/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, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

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The Powers of Attorney 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 Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Powers of Attorney executed by Ellwein and Patel authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Powers of Attorney executed by 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 were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are 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. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. The Power of Attorney executed by MacMahon authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 5, 2007, by such Reporting Person with respect to the Class A Common Stock of Univision Communications Inc., is hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 3

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

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EXHIBIT 3 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: January 22, 2007

/s/ Monica R. Landry

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

/s/ Monica R. Landry

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

By Monica R. Landry, Attorney-in-fact

/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

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, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly

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