

TYLER TECHNOLOGIES INC  
Form S-8  
June 25, 2012

As filed with the Securities and Exchange Commission on June 25, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**TYLER TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**75-2303920**  
(I.R.S. Employer  
Identification No.)

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5949 Sherry Lane, Suite 1400

Dallas, Texas 75225

(Address of registrant's principal executive offices)

**TYLER TECHNOLOGIES, INC.**  
**2004 EMPLOYEE STOCK PURCHASE PLAN**  
**(AMENDED AND RESTATED EFFECTIVE JUNE 1, 2012)**  
(Full title of plan)

**H. Lynn Moore, Jr.**  
**Executive Vice President, General Counsel,**  
**and Secretary**  
**Tyler Technologies, Inc.**  
**5949 Sherry Lane, Suite 1400**  
**Dallas, Texas 75225**  
**(972) 713-3700**  
(Name and address and telephone number, including area code, of registrant's agent for service)

**with copy to:**  
**Randall G. Ray, Esq.**  
**Munck Wilson Mandala, LLP**  
**12770 Coit Road, Suite 600**  
**Dallas, Texas 75251**  
**(972) 628-3600**

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (2)</b>
Common Stock, \$0.01 par value	1,000,000 shares	\$40.685	\$40,685,000	\$4,663

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.
- (2) Estimated solely for the purpose of calculating the registration fee, which has been computed in accordance with Rule 457(h) of the Securities Act, based on the average of the high and low prices for the common stock on June 20, 2012, as reported on the New York Stock Exchange.

**EXPLANATORY STATEMENT**

In February 2012, our board of directors approved, subject to stockholder approval, the amendment and restatement of the Tyler Technologies, Inc. 2004 Employee Stock Purchase Plan, effective June 1, 2012 (the Plan). At our 2012 Annual Meeting of Stockholders held on May 10, 2012, our stockholders approved the amended and restated Plan which, among other things, increased the aggregate number of shares of our common stock authorized for issuance under the Plan from 1,000,000 shares to 2,000,000 shares. The amended and restated Plan was further amended by Amendment No. 1 adopted by our board of directors on June 20, 2012 and effective June 1, 2012. The contents of our Registration Statement on Form S-8 (File No. 333-116406) filed with the Securities and Exchange Commission on June 10, 2012 relating to the Plan, including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

**PART I**

The information required by Part I to be contained in a Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

**PART II**

**Item 8. Exhibits.**

- 5.1 Opinion of Munck Wilson Mandala, LLP (filed herewith).
  
- 10.1 Tyler Technologies, Inc. 2004 Employee Stock Purchase Plan (Amended and Restated Effective June 1, 2012) (filed as Appendix A to our Proxy Statement filed with the Commission on March 29, 2012 and incorporated by reference herein).
  
- 10.2 Amendment No. 1 to Tyler Technologies, Inc. 2004 Employee Stock Purchase Plan (Amended and Restated Effective June 1, 2012), adopted June 20, 2012 and effective June 1, 2012 (filed herewith).
  
- 23.1 Consent of Ernst & Young LLP (filed herewith).
  
- 23.2 Consent of Munck Wilson Mandala, LLP (included as part of Exhibit 5.1).
  
- 24.1 Power of Attorney (set forth on the signature page of this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, and the State of Texas, on June 25, 2012.

TYLER TECHNOLOGIES, INC.  
(Registrant)

By: /s/ BRIAN K. MILLER

Brian K. Miller  
Executive Vice President, Chief Financial

Officer, and Treasurer

**POWER OF ATTORNEY**

Each of the undersigned hereby appoints Brian K. Miller and H. Lynn Moore, Jr., and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place, and stead of the undersigned, to sign and file with the Commission under the Securities Act any and all amendments and exhibits to this registration statement and any and all applications, instruments, and other documents to be filed with the Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite or desirable.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities indicated on June 25, 2012.

Signature	Title
/s/ JOHN M. YEAMAN John M. Yeaman	Chairman of the Board and Director
/s/ JOHN S. MARR, JR. John S. Marr, Jr.	President, Chief Executive Officer, and Director (principal executive officer)
/s/ BRIAN K. MILLER Brian K. Miller	Executive Vice President, Chief Financial Officer, and Treasurer (principal financial officer)
/s/ W. MICHAEL SMITH W. Michael Smith	Vice President and Chief Accounting Officer (principal accounting officer)

Signature	Title
/s/ DONALD R. BRATTAIN Donald R. Brattain	Director
/s/ J. LUTHER KING, JR. J. Luther King, Jr.	Director
/s/ G. STUART REEVES G. Stuart Reeves	Director
/s/ MICHAEL D. RICHARDS Michael D. Richards	Director
/s/ DUSTIN R. WOMBLE Dustin R. Womble	Director

**INDEX TO EXHIBITS**

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