

TYLER TECHNOLOGIES INC  
Form SC 13G/A  
February 11, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 6)\*

Tyler Technologies, Inc.

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(Name of Issuer)

Common Stock, Par Value \$0.01

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(Title of Class of Securities)

902252105

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(CUSIP Number)

January 31, 2013

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(Date of Event Which Requires Filing of This Statement)

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

<input checked="" type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	Rule 13d-1(d)

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\* 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 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).



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1 NAMES OF REPORTING PERSONS

Brown Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

1,754,981

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

3,057,111

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,057,111

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.00%

12 TYPE OF REPORTING PERSON

IA

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1 NAMES OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

The Brown Capital Management Small Company Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Massachusetts

5 SOLE VOTING POWER

1,438,840

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

1,438,840

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,438,840

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.71%

12 TYPE OF REPORTING PERSON

IV

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Item 1. (a) Name of Issuer:  
Tyler Technologies, Inc.

(b) Address of Issuer's Principal Executive Offices:  
5949 Sherry Lane, Suite 1400  
Dallas, Texas 75225

Item 2. (a) Name of Person Filing:  
Brown Capital Management, LLC  
The Brown Capital Management Small Company Fund

(b) Address of Principal Business Office or, if None, Residence:  
For all persons filing:

1201 N. Calvert Street  
Baltimore, MD 21202

(c) Citizenship:  
Brown Capital Management, LLC is a Maryland Limited Liability Company  
The Brown Capital Management Small Company Fund, a Separate Diversified Series of The Nottingham Investment Trust II, is a Massachusetts business trust

(d) Title of Class of Securities:  
Common Stock, Par Value \$0.01

(e) CUSIP Number:  
902252105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(This Item is answered on behalf of the primary filer, Brown Capital Management, LLC).

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Item 4. Ownership.

		Brown Capital Management, LLC	The Brown Capital Mgmt Small Company Fund
(a)	Amount beneficially owned:	3,057,111	1,438,840
(b)	Percent of class:	10.00%	4.71%
(c)	Number of shares as to which the person has:		
(i)	Sole power to vote or to direct the vote:	1,754,981	1,438,840
(ii)	Shared power to vote or to direct the vote:	None	None
(iii)	Sole power to dispose or to direct the disposition of:	3,057,111	1,438,840
(iv)	Shared power to dispose or to direct the disposition of:	None	None

As of January 31, 2013, Brown Capital Management, LLC beneficially owned 3,057,111 shares of company identified in this filing. Included in those shares are 1,438,840 shares beneficially owned by The Brown Capital Management Small Company Fund, a registered investment company, which is managed by Brown Capital Management, LLC.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

All of the shares of Common Stock set forth in Item 4 are owned by various investment advisory clients of Brown Capital Management, LLC, which is deemed to be a beneficial owner of those shares pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, due to its discretionary power to make investment decisions over such shares for its clients and/or its ability to vote such shares. In all cases, persons other than Brown Capital Management, LLC have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of the shares. No individual client holds more than five percent of the class.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

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902252105

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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.

Signature

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

Brown Capital Management, LLC

By: /s/ Eddie C. Brown

Name: Eddie C. Brown

Title: President

Date: February 8, 2013

.94%;">

5.

Sole Voting Power  
4,524,022

6.

Shared Voting Power

7.

Sole Dispositive Power  
4,524,022

8.

Shared Dispositive Power

9.

Aggregate Amount Beneficially Owned by Each Reporting Person  
4,524,022

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.

Percent of Class Represented by Amount in Row (9)  
6.2%

12.

Type of Reporting Person (See Instructions)  
IA

**Item 1.**

- (a) Name of Issuer  
IntercontinentalExchange Inc.
- (b) Address of Issuer's Principal Executive Offices  
2100 Riveredge Parkway, Suite 500, Atlanta GA 30328

**Item 2.**

- (a) Name of Person Filing  
This Schedule 13G is jointly filed by Macquarie Group Limited, Macquarie Bank Limited, Macquarie Investment Management Limited, Macquarie Private Wealth Inc., Delaware Management Holdings, Inc. and Delaware Management Business Trust.
- (b) Address of Principal Business Office or, if none, Residence  
The principal business address of Macquarie Group Limited, Macquarie Bank Limited and Macquarie Investment Management Limited is No.1 Martin Place Sydney, New South Wales, Australia. The principal business address of Macquarie Private Wealth Inc. is 20 Toronto Street, Suite 700 Toronto, Ontario M5C 2B8 Canada. The principal business address of Delaware Management Holdings Inc, and Delaware Management Business Trust is 2005 Market Street, Philadelphia, PA 19103.
- (c) Citizenship  
Macquarie Group Limited, Macquarie Bank Limited and Macquarie Investment Management Limited - Sydney, New South Wales, Australia Corporation. Macquarie Private Wealth Inc. Toronto, Ontario, Canada  
  
Delaware Management Holdings Inc. and Delaware Management Business Trust incorporated or formed under the laws of the State of Delaware.
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
45865V100

**Item 3.**

**If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
See responses on the cover page hereto.
- (b) Percent of class:  
  
See responses on the cover page hereto.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
  - (ii) See responses on the cover page hereto.  
Shared power to vote or to direct the vote
  - (iii) 0  
Sole power to dispose or to direct the disposition of
  - (iv) See responses on the cover page hereto.  
Shared power to dispose or to direct the disposition of  
  
0

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**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 or Control Person**

See Exhibit A.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**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 acquired and are held in the ordinary course of business and 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.

**Signature**

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

Macquarie Group Limited

February 10, 2012  
Date

/s/ Gus Wong  
Signature

/s/ Heidi Mortensen  
Signature

Gus Wong  
Attorney-in-Fact

Heidi Mortensen  
Associate Director

Macquarie Bank Limited

February 10, 2012  
Date

/s/ Gus Wong  
Signature

/s/ Heidi Mortensen  
Signature

Gus Wong  
Attorney-in-Fact

Heidi Mortensen  
Associate Director

Macquarie Investment Management Limited

February 10, 2012  
Date

/s/ Gus Wong  
Signature

/s/ Heidi Mortensen  
Signature

Gus Wong  
Attorney-in-Fact

Heidi Mortensen  
Associate Director

Macquarie Private Wealth Inc.

February 10, 2012  
Date

/s/ Dan Bowering  
Signature

Dan Bowering

Chief Compliance Officer

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

Delaware Management Holdings, Inc

February 10, 2012  
Date

/s/ Brian L. Murray  
Signature

Brian L. Murray  
Chief Compliance Officer

Delaware Management Business Trust

February 10, 2012  
Date

/s/ Brian L. Murray  
Signature

Brian L. Murray  
Chief Compliance Officer

**EXHIBIT A**

AGREEMENT TO FILE JOINT ACQUISITION STATEMENTS

AGREEMENT made this 6th day of FEBRUARY, 2012 by and between Delaware Investments Family of Funds listed on Annex A hereto, Delaware Management Business Trust, Delaware Management Holdings, Inc, and the Macquarie Parties listed on Annex B hereto (collectively referred to as the parties ).

WHEREAS, the parties hereto may be deemed to be the direct or indirect beneficial owners of the same equity securities for the purpose of the reporting requirements of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), and

WHEREAS, the regulations promulgated under Section 13(d) of the Exchange Act permit the joining of such beneficial owners in the filing of a single Joint Acquisition Statement reporting such ownership to the Securities and Exchange Commission.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and each of the parties hereto intending to be legally bound, it is agreed as follows:

1. In the event that any two or more parties shall be deemed to be the direct or indirect beneficial owners of the same equity security required to be reported to the Securities and Exchange Commission such parties may join together in the filing of a Joint Acquisition Statement with respect to that security. Additional persons who may after the date hereof be deemed to be the direct or indirect beneficial owners of the same equity security as a party hereto and required to be reported to the Securities and Exchange Commission (a New Party ) may be added as a party this agreement by signing a counterpart hereof. An amendment to this agreement is deemed effective upon the signature of such new party and the amendment of the applicable Annex which may be affixed to this agreement as amended. Each party hereto agrees that this agreement, as it may be amended from time to time as provided herein, is a valid and binding agreement of each such party.

2. With respect to each Joint Acquisition Statement in which a party joins, each party acknowledges that (a) it will be eligible under applicable regulations of the Securities and Exchange Commission to join in the filing and (b) it will be responsible for the timely filing of such statement and any amendments thereto and the completeness and accuracy of the information concerning such party; but each such party shall not be responsible for the completeness and accuracy of the information concerning the other parties making the filing, unless such party knows or has reason to believe that such information with respect to such other parties is inaccurate.

3. The parties consent to the inclusion of a copy of this agreement as an exhibit to any Joint Acquisition Statement filed on behalf of any of them.



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IN WITNESS WHEREOF, the parties hereto have executed this agreement by their duly authorized officers as of the date set forth above.

DELAWARE INVESTMENTS FAMILY OF FUNDS (listed on Annex A hereto)

ATTEST BY:

/s/ Brian L. Murray  
Signature

Brian L. Murray  
Chief Compliance Officer

/s/ David P. O Connor  
Signature

David P/ O Connor  
General Counsel

DELAWARE MANAGEMENT BUSINESS TRUST

/s/ Brian L. Murray  
Signature

Brian L. Murray  
Chief Compliance Officer

/s/ David P. O Connor  
Signature

David P/ O Connor  
General Counsel

DELAWARE MANAGEMENT HOLDINGS, INC.

/s/ Brian L. Murray  
Signature

Brian L. Murray  
Chief Compliance Officer

/s/ David P. O Connor  
Signature

David P/ O Connor  
General Counsel

THE MACQUARIE PARTIES (LISTED ON ANNEX B HERETO)

ATTEST BY:

/s/ Gus Wong  
Signature

Gus Wong  
Attorney-in-Fact

/s/ Heidi Mortensen  
Signature

Heidi Mortensen  
Attorney-in-Fact

Annex A Delaware Investments Family of Funds

DELAWARE GROUP EQUITY FUNDS I  
DELAWARE GROUP EQUITY FUNDS II  
DELAWARE GROUP EQUITY FUNDS III  
DELAWARE GROUP EQUITY FUNDS IV  
DELAWARE GROUP EQUITY FUNDS V  
DELAWARE GROUP INCOME FUNDS  
DELAWARE GROUP LIMITED-TERM GOVERNMENT FUNDS  
DELAWARE GROUP CASH RESERVE  
DELAWARE GROUP GOVERNMENT FUND  
DELAWARE GROUP STATE TAX-FREE INCOME TRUST  
DELAWARE GROUP TAX-FREE FUND  
DELAWARE GROUP GLOBAL & INTERNATIONAL FUNDS  
DELAWARE GROUP TAX-FREE MONEY FUND  
DELAWARE GROUP ADVISER FUNDS  
DELAWARE VIP TRUST  
DELAWARE POOLED TRUST  
DELAWARE GROUP FOUNDATION FUNDS  
DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.  
DELAWARE ENHANCED GLOBAL DIVIDEND AND INCOME FUND  
VOYAGEUR INSURED FUNDS  
VOYAGEUR INTERMEDIATE TAX FREE FUNDS  
VOYAGEUR MUTUAL FUNDS  
VOYAGEUR MUTUAL FUNDS II  
VOYAGEUR MUTUAL FUNDS III  
VOYAGEUR TAX FREE FUNDS

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DELAWARE INVESTMENTS COLORADO MUNICIPAL INCOME FUND, INC.

DELAWARE INVESTMENTS NATIONAL MUNICIPAL INCOME FUND

DELAWARE INVESTMENTS MINNESOTA MUNICIPAL INCOME FUND II, INC.

Annex B the Macquarie Parties

Macquarie Group Limited

Macquarie Bank Limited

Macquarie Affiliated Managers (USA) Inc.

Macquarie Affiliated Managers Holdings (USA) Inc.

Macquarie Americas Holdings Pty Ltd.

Macquarie B.H. Pty Limited

Macquarie FG Holdings Inc.

Macquarie Funding Holdings Inc.

Macquarie Investment Management Limited

**EXHIBIT B**

Powers of Attorney for Macquarie Group Limited and Macquarie Bank Limited incorporated by reference to 13G filings made by Macquarie Group Limited and Macquarie Bank Limited on September 9, 2011.