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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

May 12, 2026 (May 12, 2026)
Date of Report (Date of earliest event reported)

TYLER TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	1-10485 (Commission File Number)	75-2303920 (I.R.S. Employer Identification No.)	
5101 TENNYSON PARKWAY (Address of principal executive offices)	PLANO (City)	Texas (State)	75024 (Zip code)

(972) 713-3700
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
COMMON STOCK, \$0.01 PAR VALUE	TYL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On May 12, 2026, Tyler Technologies, Inc. (the “Company”) issued a press release announcing the pricing of its upsized offering of \$1,250,000,000 aggregate principal amount of its 0.50% convertible senior notes due 2031 (the “Notes”) in a private offering to persons reasonably believed to be “qualified institutional buyers” pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) (the “Offering”). The Company also granted the initial purchasers of the Notes an option to purchase, for settlement within a period of 13 days from, and including, the date the Notes are first issued, up to an additional \$187,500,000 aggregate principal amount of Notes. A copy of the press release announcing the pricing of the Offering is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Report”) and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Announcing Pricing of Offering, dated May 12, 2026
Exhibit 104	Cover Page Interactive Data File (embedded in the Inline XBRL document)

Forward-Looking Statements

This Report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended that are not historical in nature and typically address future or anticipated events, expectations or beliefs. Forward-looking statements include, without limitation, statements regarding the anticipated terms of the Notes, the completion, timing and size of the Offering and the intended use of the proceeds. These forward-looking statements can often, but not always, be identified by phrases such as “believes,” “expects,” “anticipates,” “foresees,” “forecasts,” “estimates,” “plans,” “intends,” “will,” “may,” “should,” “projects,” “might,” “could,” or other words or phrases of similar import. Similarly, statements that describe our business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements.

While the Company believes there is a reasonable basis for the forward-looking statements in this Report, such statements involve certain risks and uncertainties, many of which are beyond the Company’s control, that could cause actual results to differ materially from those indicated in, or implied by, such forward-looking statements. Such risks and uncertainties include, but are not limited to: (i) market conditions, including market interest rates; (ii) the trading price and volatility of the Company’s common stock; and (iii) risks relating to the Company’s business and the Offering, including those described in the Company’s most recent Annual Report on Form 10-K and the other periodic reports that the Company files from time to time with the Securities and Exchange Commission.

The Company may not consummate the Offering and, if the Offering is consummated, the Company cannot provide any assurances regarding the final terms of the Offering or the Notes or its ability to effectively apply the net proceeds from the Offering.

The forward-looking statements in this Report speak only as of the date of this Report. The Company does not undertake any obligation to update any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

No Offer or Solicitation

This Report does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful. The Notes will not be registered under the Securities Act, any state securities laws or the securities laws of any other jurisdiction, and may not be offered or sold in the United States absent registration or an applicable exemption from registration.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TYLER TECHNOLOGIES, INC.

May 12, 2026

/s/ Brian K. Miller
By: Brian K. Miller
Executive Vice President and Chief Financial
Officer (principal financial officer)

Tyler Technologies, Inc. Prices Upsized Offering of \$1.25 Billion Convertible Senior Notes due 2031

- *Opportunistic capital raise with proceeds used to enhance financial flexibility and fund concurrent share repurchases*
- *A portion of the proceeds to be used to purchase capped calls intended to offset potential dilution to Tyler's common stock upon conversion of the Notes*

PLANO, Texas (May 12, 2026) -- Tyler Technologies, Inc (NYSE: TYL) today announced the pricing of its offering of \$1,250,000,000 aggregate principal amount of 0.50% convertible senior notes due 2031 (the "Notes") in a private offering to persons reasonably believed to be "qualified institutional buyers" pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The offering size was increased from the previously announced offering size of \$1,000,000,000 aggregate principal amount of Notes. The issuance and sale of the Notes are scheduled to settle on May 14, 2026, subject to customary closing conditions. Tyler also granted the initial purchasers of the Notes an option to purchase, for settlement within a period of 13 days from, and including, the date the Notes are first issued, up to an additional \$187,500,000 aggregate principal amount of Notes.

The Notes will be senior, unsecured obligations of Tyler and will accrue interest at a rate of 0.50% per annum, in each case payable semi-annually in arrears on July 15 and January 15 of each year, beginning on January 15, 2027. The Notes will mature on July 15, 2031 unless earlier repurchased, redeemed or converted. Before April 15, 2031, holders of the Notes will have the right to convert their Notes only upon the occurrence of certain events. From and including April 15, 2031, holders of the Notes may convert their Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. Tyler will settle conversions of the Notes either entirely in cash or in a combination of cash and shares of its common stock, at Tyler's election. However, upon conversion of any Notes, the conversion value, which will be determined proportionately over a period of multiple trading days, will be paid in cash up to the principal amount of the Notes being converted. The initial conversion rate of the Notes is 2.4634 shares of common stock per \$1,000 principal amount of Notes (which represents an initial conversion price of approximately \$405.94 per share of common stock). The initial conversion price represents a premium of approximately 30.0% over the last reported sale price of Tyler's common stock on the New York Stock Exchange of \$312.27 per share on May 11, 2026. The conversion rate and conversion price will be subject to adjustment upon the occurrence of certain events.

The Notes will be redeemable, in whole or in part (subject to certain limitations), for cash at Tyler's option at any time, and from time to time, on or after July 20, 2029, and on or before the 30th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of Tyler's common stock exceeds 130% of the conversion price for a specified period of time and certain other conditions are satisfied. The redemption price will be equal to the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. Holders of the Notes will have the right to require Tyler to repurchase their Notes upon the occurrence of a fundamental change (as defined in the indentures governing the Notes) at a cash repurchase price equal to the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date.

Tyler estimates that the net proceeds from the offering will be approximately \$1,224.3 million (or approximately \$1,408.1 million if the initial purchasers fully exercise their option to purchase additional Notes), after deducting the initial purchasers' discounts and commissions and estimated offering expenses. Tyler intends to use approximately \$162.8 million of the net proceeds to fund the cost of entering into the capped call transactions described below. Tyler expects to use approximately \$320.7 million of the net proceeds to repurchase 1,026,900 shares of its common stock concurrently with the offering in privately negotiated transactions effected through one of the initial purchasers of the Notes or its affiliate, as Tyler's agent, under Tyler's share repurchase program. Tyler intends to use the remainder of the net proceeds for general corporate purposes. If the initial purchasers exercise their option to purchase additional Notes, then Tyler intends to use a portion of the additional net proceeds to fund the cost of entering into additional capped call transactions as described below. The concurrent repurchases of shares of Tyler's common stock described above may result in Tyler's common stock trading at prices that are higher than would be the case in the absence of these repurchases and may have affected the initial terms of the Notes, including the initial conversion price.

In connection with the pricing of the Notes, Tyler entered into privately negotiated capped call transactions with one or more of the initial purchasers or their affiliates or one or more other financial institutions (the "Option Counterparties"). The capped call transactions will cover, subject to anti-dilution adjustments substantially similar to those applicable to the Notes, the number of shares of Tyler's common stock underlying the Notes. If the initial purchasers exercise their option to purchase additional Notes, then Tyler expects to enter into additional capped call transactions with the Option Counterparties.

The cap price of the capped call transactions will initially be approximately \$655.77 per share, which represents a premium of approximately 110% over the last reported sale price of \$312.27 per share of Tyler's common stock on May 11, 2026, and is subject to certain adjustments under the terms of the capped call transactions.

The capped call transactions are expected generally to reduce the potential dilution to Tyler's common stock upon any conversion of the Notes and/or offset any potential cash payments Tyler is required to make in excess of the principal amount of converted Notes, as the case may be, upon conversion of the Notes. If, however, the market price per share of Tyler's common stock, as measured under the terms of the capped call transactions, exceeds the cap price of the capped call transactions, there would nevertheless be dilution and/or there would not be an offset of such potential cash payments, in each case, to the extent that such market price exceeds the cap price of the capped call transactions.

In connection with establishing their initial hedges of the capped call transactions, the Option Counterparties or their respective affiliates expect to enter into various derivative transactions with respect to Tyler's common stock and/or purchase shares of Tyler's common stock concurrently with or shortly after the pricing of the Notes. This activity could increase (or reduce the size of any decrease in) the market price of Tyler's common stock or the Notes at that time.

In addition, the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to Tyler's common stock and/or purchasing or selling Tyler's common stock or other securities of Tyler in secondary market transactions following the pricing of the Notes and prior to the maturity of the Notes (and are likely to do so (x) following any conversion of the Notes, any repurchase of the Notes by Tyler on any fundamental change repurchase date or any redemption date, (y) following any other repurchase of the Notes if Tyler elects to unwind a corresponding portion of the capped call transactions in connection with such repurchase and (z) if Tyler otherwise elects to unwind all or a portion of the capped call transactions). This activity could also cause or avoid an increase or decrease in the market price of Tyler's common stock or the Notes, which could affect the ability to convert the Notes, and, to the extent the activity occurs during any observation period related to a conversion of Notes, it could affect the number of shares and value of the consideration that holders of the Notes will receive upon conversion of the Notes.

As described above, Tyler intends to use a portion of the net proceeds of the offering to repurchase shares of its common stock concurrently with the pricing of the offering in privately negotiated transactions. These repurchases, and any other repurchases of shares of Tyler's common stock, may increase, or reduce the size of a decrease in, the trading price of Tyler's common stock, and repurchases executed concurrently with the pricing of the offering may have affected the initial terms of the Notes, including the initial conversion price.

The offer and sale of the Notes and any shares of common stock issuable upon conversion of the Notes have not been, and will not be, registered under the Securities Act or any other securities laws, and the Notes and any such shares cannot be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, the Notes or any shares of common stock issuable upon conversion of the Notes, nor will there be any offer, solicitation or sale of the Notes or any such shares, in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Tyler Technologies, Inc.

Tyler Technologies (NYSE: TYL) is a leading provider of technology solutions purpose-built exclusively for the public sector. Tyler's end-to-end solutions empower local, state, and federal government entities to operate efficiently and transparently with residents and each other. By connecting data and processes across disparate systems, Tyler's solutions strengthen the core operations of government and help agencies turn insight into action for their communities. With nearly 47,000 successful installations across 15,000 locations, Tyler serves clients in all 50 states, Canada, the Caribbean, Australia, and other international locations. Tyler has been recognized numerous times for growth and innovation, including on *Government Technology's* GovTech 100 list.

Forward-Looking Statements

This press release includes forward-looking statements, including statements regarding the completion of the offering and the expected amount and intended use of the net proceeds and the effects of entering into the capped call transactions described above. Forward-looking statements represent Tyler's current expectations regarding future events and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those indicated in, or implied by, the forward-looking statements. Among those risks and uncertainties are market conditions, the satisfaction of the closing conditions related to the offering and risks relating to Tyler's business, including those described in periodic reports that Tyler files from time to time with the Securities and Exchange Commission. Tyler may not consummate the offering described in this press release and, if the offering is consummated, cannot provide any assurances regarding its ability to effectively apply the net proceeds as described above. The forward-looking statements included in this press release speak only as of the date of this press release, and Tyler does not undertake to update the statements included in this press release for subsequent developments, except as may be required by law.

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#TYL_Financial
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