

SYNIVERSE HOLDINGS INC

Form 4/A

February 29, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROCHE COLLIN E

(Last) (First) (Middle)

C/O SYNIVERSE HOLDINGS,
INC., 8125 HIGHWOODS PALM
WAY

(Street)

TAMPA, FL 33647

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYNIVERSE HOLDINGS INC
[SVR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/28/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	02/26/2008		J ⁽¹⁾	184,150 ⁽²⁾	A \$ 0 5,321,976 ⁽²⁾ ⁽³⁾	I	See footnote ⁽⁴⁾
Common Stock, par value \$0.001 per share	02/26/2008		J ⁽¹⁾	4,653 ⁽²⁾	A \$ 0 145,892 ⁽²⁾	I	See footnote ⁽⁵⁾

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Common
Stock, par
value 02/26/2008 J⁽¹⁾ 1,096 ⁽²⁾ A \$ 0 261,373 ⁽²⁾ I See
\$0.001 per footnote
share ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROCHE COLLIN E C/O SYNIVERSE HOLDINGS, INC. 8125 HIGHWOODS PALM WAY TAMPA, FL 33647	X X

Signatures

/s/ Jody S. Gale under a Power of Attorney filed on 02/29/2008
2/10/05

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects a pro rata distribution of such shares by the fund to its partners.

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- (2) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- (3) Corrects the amount of shares previously reported. Includes shares held directly by GTCR Fund VII/A, L.P. ("Fund VII/A") and the shares held directly by Fund VII/A's general partner, GTCR Capital Partners VII, L.P. ("GTCR Partners VII"). The previously reported amount incorrectly included shares held by GTCR Fund VII, L.P. and GTCR Partners VII. Footnote 4 below, corresponding to footnote 12 of the original filing, also reflects this correction.
- (4) Includes the 5,137,826 shares held directly by Fund VII/A and the 184,150 shares distributed by it to GTCR Partners VII. GTCR Partners VII is the direct beneficial owner of the 184,150 shares reported in Table I. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR may be deemed to be beneficial owners of the shares reported in Table I by GTCR Partners VII. GTCR is managed by its members. The Reporting Person is a member of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by GTCR Partners VII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VII.
- (5) This row is included to correct footnote 13 of the original filing. Includes the 141,239 shares held directly by GTCR Co-Invest, L.P. and the 4,653 shares distributed by it to GTCR. GTCR is the direct beneficial owner of the 4,653 shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by GTCR to the extent of the Reporting Person's indirect proportionate interest in GTCR.
- (6) This row is included to correct footnote 14 of the original filing. Includes the 260,277 shares held directly by GTCR Capital Partners, L.P. ("Capital Partners") and the 1,096 shares distributed by it to GTCR Mezzanine Partners, L.P. ("Mezzanine Partners"). Mezzanine Partners is the direct beneficial owner of the 1,096 shares reported in Table I. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, GTCR Partners VI and GTCR may be deemed to be beneficial owners of the shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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