

GTCR PARTNERS VII L P

Form 4

March 07, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GTCR PARTNERS VII L P

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GTCR GOLDBERGER RAUNER,
L.L.C., SEARS TOWER #6100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2008

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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	03/06/2008		S ⁽¹⁾	332	D \$ 16.81	168,753	D
Common Stock, par value \$0.001 per share	03/06/2008		S ⁽¹⁾	691	D \$ 16.8	168,062	D
	03/06/2008		S ⁽¹⁾	1,680	D	166,382	D

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Common Stock, par value \$0.001 per share					\$ 16.79			
Common Stock, par value \$0.001 per share	03/06/2008	<u>S⁽¹⁾</u>	3,359	D	\$ 16.78	163,023	D	
Common Stock, par value \$0.001 per share	03/06/2008	<u>S⁽¹⁾</u>	3,325	D	\$ 16.77	159,698	D	
Common Stock, par value \$0.001 per share	03/06/2008	<u>S⁽¹⁾</u>	6,915	D	\$ 16.76	152,783	D	
Common Stock, par value \$0.001 per share	03/06/2008	<u>S⁽¹⁾</u>	29,636	D	\$ 16.75	123,147	D	
Common Stock, par value \$0.001 per share	03/06/2008	<u>S⁽¹⁾</u>	1,277	D	\$ 16.66	121,870	D	
Common Stock, par value \$0.001 per share	03/06/2008	<u>S⁽¹⁾</u>	4,551	D	\$ 16.65	117,319	D	
Common Stock, par value \$0.001 per share						15,427,523	I	See footnote <u>(2)</u>

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

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(9-02)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

GTCR PARTNERS VII L P
C/O GTCR GOLDBERGER RAUNER, L.L.C.
SEARS TOWER #6100
CHICAGO, IL 60606-6402

X

Signatures

/s/ Jody S. Gale under a Power of
Attorney

03/07/2008

__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) Shares were received on February 26, 2008 as a result of a pro rata distribution from GTCR Fund VII, L.P. ("Fund VII") and GTCR Fund VII/A, L.P. ("Fund VII/A"). This acquisition was exempt from Section 16 pursuant to Rule 16a-13.

(2) Reflects 10,289,697 shares held directly by Fund VII and 5,137,826 shares held directly by Fund VII/A. GTCR Partners VII is the general partner of Fund VII and Fund VII/A and therefore may be deemed to be the beneficial owner of such shares. GTCR Partners VII expressly disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that GTCR Partners VII is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

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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