

SYNIVERSE HOLDINGS INC

Form 4

March 07, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GTCR GOLDER RAUNER LLC

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 GOLDER RAUNER,
 LLC, 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 (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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.001 per share	03/06/2008		S <u>(1)</u>		32	D	\$ 16.77	1,548	D
Common Stock, par value \$0.001 per share	03/06/2008		S <u>(1)</u>		67	D	\$ 16.76	1,481	D
	03/06/2008		S <u>(1)</u>		287	D		1,194	D

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Common Stock, par value \$0.001 per share						\$ 16.75			
Common Stock, par value \$0.001 per share	03/06/2008	S ⁽¹⁾	12	D		\$ 16.66	1,182	D	
Common Stock, par value \$0.001 per share	03/06/2008	S ⁽¹⁾	44	D		\$ 16.65	1,138	D	
Common Stock, par value \$0.001 per share							15,947,649	I	See footnote (2) (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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

Reporting Owners

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Director 10% Owner Officer Other

GTCR GOLDER RAUNER LLC
C/O GTCR GOLDER RAUNER, LLC
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 Co-Invest, L.P. ("Co-Invest"). This acquisition was exempt from Section 16 pursuant to Rule 16a-13.

- (2) Reflects 15,947,649 shares beneficially owned by GTCR Partners VII, L.P. ("GTCR Partners VII"), Co-Invest and GTCR Partners VI, L.P. ("GTCR Partners VI") by virtue of GTCR being the general partner of GTCR Partners VII, Co-Invest and GTCR Partners VI. This aggregate share amount includes shares held directly by GTCR Fund VII, L.P. ("Fund VII"), GTCR Fund VII/A, L.P. ("Fund VII/A") and GTCR Capital Partners, L.P. ("Capital Partners"), by virtue of: (i) GTCR Partners VII being the general partner of Fund VII and Fund VII/A, (ii) GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") being the general partner of Capital Partners and (iii) GTCR Partners VI being the general partner of Mezzanine Partners. (Continued to footnote 3)

- (3) As such, GTCR may be deemed to be the beneficial owner of such shares. GTCR 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 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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