SYNIVERSE HOLDINGS INC
Form 4
March 11, 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 *
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)
03/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	03/07/2008		S (1)		4	D	$ 16.54	133	I	See footnotes (2) (3)
Common Stock, par value $0.001 per share	03/07/2008		S (1)		3	D	$ 16.53	130	I	See footnotes (2) (3)

Common Stock, par value $0.001 per share	03/07/2008		S[(1)]	2	D	$ 16.52	128	I	See footnotes [(2)] [(3)]
Common Stock, par value $0.001 per share	03/07/2008		S[(1)]	2	D	$ 16.51	126	I	See footnotes [(2)] [(3)]
Common Stock, par value $0.001 per share	03/07/2008		S[(1)]	8	D	$ 16.5	118	I	See footnotes [(2)] [(3)]
Common Stock, par value $0.001 per share	03/07/2008		S[(1)]	2	D	$ 16.47	116	I	See footnotes [(2)] [(3)]
Common Stock, par value $0.001 per share	03/07/2008		S[(4)]	7	D	$ 16.66	1,131	I	See footnotes [(2)] [(5)]
Common Stock, par value $0.001 per share	03/07/2008		S[(4)]	19	D	$ 16.65	1,112	I	See footnotes [(2)] [(5)]
Common Stock, par value $0.001 per share	03/07/2008		S[(4)]	10	D	$ 16.63	1,102	I	See footnotes [(2)] [(5)]
Common Stock, par value $0.001 per share	03/07/2008		S[(4)]	3	D	$ 16.62	1,099	I	See footnotes [(2)] [(5)]
Common Stock, par value $0.001 per share	03/07/2008		S[(4)]	6	D	$ 16.61	1,093	I	See footnotes [(2)] [(5)]
	03/07/2008		S[(4)]	11	D	$ 16.6	1,082	I	

Common Stock, par value $0.001 per share									See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	5	D	$ 16.59	1,077	I	See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	14	D	$ 16.58	1,063	I	See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	13	D	$ 16.57	1,050	I	See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	16	D	$ 16.56	1,034	I	See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	8	D	$ 16.55	1,026	I	See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	26	D	$ 16.54	1,000	I	See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	19	D	$ 16.53	981	I	See footnotes (2) (5)
Common Stock, par value $0.001 per share	03/07/2008		S(4)	14	D	$ 16.52	967	I	See footnotes (2) (5)
	03/07/2008		S(4)	13	D		954	I	

Common Stock, par value $0.001 per share						$ 16.51			See footnotes [2] [5]
Common Stock, par value $0.001 per share	03/07/2008		S [4]	63	D	$ 16.5	891	I	See footnotes [2] [5]
Common Stock, par value $0.001 per share	03/07/2008		S [4]	1	D	$ 16.49	890	I	See footnotes [2] [5]
Common Stock, par value $0.001 per share	03/07/2008		S [4]	1	D	$ 16.48	889	I	See footnotes [2] [5]
Common Stock, par value $0.001 per share	03/07/2008		S [4]	12	D	$ 16.47	877	I	See footnotes [2] [5]
Common Stock, par value $0.001 per share	03/07/2008		S [4]	2	D	$ 16.46	875	I	See footnotes [2] [5]
Common Stock, par value $0.001 per share							10,289,697	I	See footnotes [2] [6]
Common Stock, par value $0.001 per share							5,137,826	I	See footnotes [2] [7]
Common Stock, par value $0.001 per share							141,239	I	See footnotes [2] [8]
							260,277	I	

Common Stock, par value $0.001 per share	See footnotes (2) (9)

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. Nu Deriv Secur Bene Owne Follo Repo 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
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	03/11/2008
**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 by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") on February 26, 2008 as a result of a pro rata distribution from GTCR Capital Partners, L.P. ("Capital Partners"). This transaction was exempt from Section 16 pursuant to Rule 16a-13.

(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) Reflects shares held directly by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VI. As such, GTCR may be deemed to be the beneficial owner of such shares. 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 shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.

(4) Shares were received by GTCR on February 26, 2008 as a result of a pro rata distribution from GTCR Co-Invest, L.P. ("Co-Invest"). This transaction was exempt from Section 16 pursuant to Rule 16a-13.

(5) Reflects shares held directly by GTCR. 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 shares owned by GTCR to the extent of the Reporting Person's indirect proportionate interest in GTCR.

(6) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of such shares. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII and GTCR is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of such shares. 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 shares owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

(7) GTCR Fund VII/A, L.P. ("Fund VII/A") is the direct beneficial owner of such shares. GTCR Partners VII is the general partner of Fund VII/A and GTCR is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of such shares. 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 shares owned by Fund VII/A to the extent of the Reporting Person's indirect proportionate interest in Fund VII/A.

(8) Co-Invest is the direct beneficial owner of such shares. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be a beneficial owner of such shares. 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 shares owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

(9) Capital Partners is the direct beneficial owner of such shares. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of such shares. 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 shares 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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.