

ROCHE COLLIN E
Form 4
March 30, 2005

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 *
ROCHE COLLIN E

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., 6100 SEARS TOWER

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2005

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

(Street)

CHICAGO, IL 60606

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

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

(City) (State) (Zip)

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 | 03/28/2005 | | C(1) | | 5,806,813 (3) | A | \$ 16 | 25,608,766 (3) | I | See footnote (4) |
| Common Stock | 03/28/2005 | | C(1) | | 2,903,397 (3) | A | \$ 16 | 12,786,903 (3) | I | See footnote (5) |
| Common Stock | 03/28/2005 | | C(1) | | 79,742 (3) | A | \$ 16 | 351,514 (3) | I | See footnote (6) |
| Common Stock | 03/28/2005 | | C(1) | | 147,083 | A | \$ 16 | 647,772 (3) | I | See |

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Stock (3) footnote (7)

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

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(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|--|-----------|--|---|-----------------|--------------|------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Title | Amount | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
| Class A Cumulative Redeemable Preferred Stock | <u>(1)</u> | 03/28/2005 | | <u>C(2)</u> | | 65,757 | | <u>(1)(8)</u> | <u>(9)</u> | Common Stock | 5,800 |
| Class A Cumulative Redeemable Preferred Stock | <u>(1)</u> | 03/28/2005 | | <u>C(2)</u> | | 32,878.43 | | <u>(1)(8)</u> | <u>(9)</u> | Common Stock | 2,900 |
| Class A Cumulative Redeemable Preferred Stock | <u>(1)</u> | 03/28/2005 | | <u>C(2)</u> | | 903.01 | | <u>(1)(8)</u> | <u>(9)</u> | Common Stock | 79,700 |
| Class A Cumulative Redeemable Preferred Stock | <u>(1)</u> | 03/28/2005 | | <u>C(2)</u> | | 1,665.59 | | <u>(1)(8)</u> | <u>(9)</u> | Common Stock | 147,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
| X | X | | |

ROCHE COLLIN E
C/O GTCR GOLDBER RAUNER, L.L.C.
6100 SEARS TOWER
CHICAGO, IL 60606

Signatures

/s/ Jody S. Gale under a Power of Attorney filed on
2/9/05

03/28/2005

__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) Each share of Class A Cumulative Redeemable Preferred Stock converted into the number of shares of Common Stock obtained by dividing (1) the sum of (a) \$1,000 and (b) any accrued and unpaid dividends through February 9, 2005 by (2) the per share initial public offering price of the Common Stock, which is \$16.00.

(2) Pursuant to the Issuer's Second Amended and Restated Certificate of Incorporation, each share of Class A Cumulative Redeemable Preferred Stock that was not redeemed with the proceeds from the Issuer's initial public offering of Common Stock was converted into Common Stock on March 28, 2005.

(3) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table II, 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.

(4) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of the shares reported in Table II. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of the shares reported in Table II. 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 and Preferred Stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

(5) GTCR Fund VII/A, L.P. ("Fund VII/A") is the direct beneficial owner of the shares reported in Table II. 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 the shares reported in Table II. 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 and Preferred Stock owned by Fund VII/A to the extent of the Reporting Person's indirect proportionate interest in Fund VII/A.

(6) GTCR Co-Invest, L.P. ("Co-Invest") is the direct beneficial owner of the shares reported in Table II. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be the beneficial owner of the shares reported in Table II. 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 and Preferred Stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

(7) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of the shares reported in Table II. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners. 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, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of the shares reported in Table II. 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 and Preferred Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

(8) Immed.

(9) Not Applicable

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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