

SYNIVERSE HOLDINGS INC
Form 4
March 11, 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 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)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2008

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

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

(Street)

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

CHICAGO, IL 60606-6402

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | | S ⁽¹⁾ | 691 D \$ 16.66 | 116,628 | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | | S ⁽¹⁾ | 1,975 D \$ 16.65 | 114,653 | D | |
| | 03/07/2008 | | S ⁽¹⁾ | 988 D | 113,665 | D | |

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| | | | | | | | |
|---|------------|------------------------|-------|---|-------------|---------|---|
| Common Stock, par value \$0.001 per share | | | | | \$ 16.63 | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 297 | D | \$ 16.62 | 113,368 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 592 | D | \$ 16.61 | 112,776 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,185 | D | \$ 16.6 | 111,591 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 537 | D | \$ 16.59 | 111,054 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,482 | D | \$ 16.58 | 109,572 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,383 | D | \$ 16.57 | 108,189 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,680 | D | \$ 16.56 | 106,509 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 790 | D | \$ 16.55 | 105,719 | D |
| | 03/07/2008 | <u>S⁽¹⁾</u> | 2,722 | D | | 102,997 | D |

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| | | | | | | | | |
|---|------------|------------------------|-------|---|-------|------------|--|---|
| Common Stock, par value \$0.001 per share | | | | | \$ | | | |
| | | | | | 16.54 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,975 | D | \$ | 101,022 | | D |
| | | | | | 16.53 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,482 | D | \$ | 99,540 | | D |
| | | | | | 16.52 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,383 | D | \$ | 98,157 | | D |
| | | | | | 16.51 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 6,479 | D | \$ | 91,678 | | D |
| | | | | | 16.5 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 99 | D | \$ | 91,579 | | D |
| | | | | | 16.49 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 99 | D | \$ | 91,480 | | D |
| | | | | | 16.48 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1,284 | D | \$ | 90,196 | | D |
| | | | | | 16.47 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 198 | D | \$ | 89,998 | | D |
| | | | | | 16.46 | | | |
| | | | | | | 15,427,523 | | I |

Common
Stock, par
value
\$0.001 per
share

See
footnote
(2)

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GTCR PARTNERS VII L P C/O GTCR GOLDR RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402 | | X | | |

Signatures

/s/ Jody S. Gale under a Power of Attorney
Date: 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)

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Shares were received by GTCR Partners VII, L.P. ("GTCR Partners VII") 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 transaction 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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