

SYNIVERSE HOLDINGS INC
Form 4
March 11, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 MEZZANINE PARTNERS LP

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606-6402

(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)

___ 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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | | S ⁽¹⁾ | 1 | D | \$ 16.66 | 152 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | | S ⁽¹⁾ | 3 | D | \$ 16.65 | 149 | D |
| | 03/07/2008 | | S ⁽¹⁾ | 1 | D | | 148 | 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> | 1 | D | \$ | 147 | | D |
| | | | | | 16.61 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 2 | D | \$ | 145 | | D |
| | | | | | 16.6 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1 | D | \$ | 144 | | D |
| | | | | | 16.59 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 2 | D | \$ | 142 | | D |
| | | | | | 16.58 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 2 | D | \$ | 140 | | D |
| | | | | | 16.57 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 2 | D | \$ | 138 | | D |
| | | | | | 16.56 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 1 | D | \$ | 137 | | D |
| | | | | | 16.55 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | <u>S⁽¹⁾</u> | 4 | D | \$ | 133 | | D |
| | | | | | 16.54 | | | |
| | 03/07/2008 | <u>S⁽¹⁾</u> | 3 | D | | 130 | | D |

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| | | | | | | | | | |
|---|------------|------------------|---|---|----------|----------|--|---|-----------------------------|
| Common Stock, par value \$0.001 per share | | | | | | \$ 16.53 | | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S ⁽¹⁾ | 2 | D | \$ 16.52 | 128 | | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S ⁽¹⁾ | 2 | D | \$ 16.51 | 126 | | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S ⁽¹⁾ | 8 | D | \$ 16.5 | 118 | | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S ⁽¹⁾ | 2 | D | \$ 16.47 | 116 | | D | |
| Common Stock, par value \$0.001 per share | | | | | | 260,277 | | I | 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) | 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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

(Instr. 3,
4, and 5)

| Code | V | (A) | (D) | Date | Expiration | Title | Amount or Number of Shares |
|------|---|-----|-----|-------------|------------|-------|--|
| | | | | Exercisable | Date | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GTCR MEZZANINE PARTNERS LP 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 | 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) Reflects 260,277 shares held directly by Capital Partners. Mezzanine Partners is the general partner of Capital Partners and therefore may be deemed to be the beneficial owner of such shares. Mezzanine Partners 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 Mezzanine Partners 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. 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.