

GTCR PARTNERS VII L P  
 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 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)  
 03/05/2008

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ 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)  
 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|
|   |                                      |  |                                | Code  | V | Amount |   |  |                                   |
| Common Stock, par value \$0.001 per share | 03/05/2008                           |  | J <sup>(1)(3)</sup>            | 676   | D | \$ 0   | 402,857   | D  |                                   |
| Common Stock, par value \$0.001 per share | 03/05/2008                           |  | J <sup>(2)(3)</sup>            | 182,602   | D | \$ 0   | 220,255   | D  |                                   |
|   | 03/05/2008                           |  | S <sup>(3)</sup>               | 198   | D | \$ 17  | 220,057   | D  |                                   |

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|   |            |              |        |   |             |         |   |
|---|------------|--------------|--------|---|-------------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |            |              |        |   |             |         |   |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/05/2008 | <u>S</u> (3) | 198    | D | \$<br>16.99 | 219,859 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/05/2008 | <u>S</u> (3) | 1,975  | D | \$<br>16.96 | 217,884 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/05/2008 | <u>S</u> (3) | 10,569 | D | \$<br>16.95 | 207,315 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/05/2008 | <u>S</u> (3) | 99     | D | \$<br>16.94 | 207,216 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 394    | D | \$<br>16.99 | 206,822 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 99     | D | \$<br>16.98 | 206,723 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 1,087  | D | \$<br>16.97 | 205,636 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 2,667  | D | \$<br>16.96 | 202,969 | D |
|   | 03/06/2008 | <u>S</u> (3) | 1,581  | D |             | 201,388 | D |

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|   |            |              |       |   |             |         |   |
|---|------------|--------------|-------|---|-------------|---------|---|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |            |              |       |   | \$<br>16.95 |         |   |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 1,540 | D | \$<br>16.94 | 199,848 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 1,185 | D | \$<br>16.93 | 198,663 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 198   | D | \$<br>16.92 | 198,465 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 1,029 | D | \$<br>16.91 | 197,436 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 4,248 | D | \$ 16.9     | 193,188 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 2,765 | D | \$<br>16.89 | 190,423 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 1,620 | D | \$<br>16.88 | 188,803 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 03/06/2008 | <u>S</u> (3) | 3,912 | D | \$<br>16.87 | 184,891 | D |
|   | 03/06/2008 | <u>S</u> (3) | 1,383 | D |             | 183,508 | D |

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|   |            |                  |       |   |  |       |         |   |  |
|---|------------|------------------|-------|---|--|-------|---------|---|--|
| Common Stock, par value \$0.001 per share |            |                  |       |   |  | \$    |         |   |  |
|   |            |                  |       |   |  | 16.86 |         |   |  |
| Common Stock, par value \$0.001 per share | 03/06/2008 | S <sup>(3)</sup> | 8,891 | D |  | \$    | 174,617 | D |  |
|   |            |                  |       |   |  | 16.85 |         |   |  |
| Common Stock, par value \$0.001 per share | 03/06/2008 | S <sup>(3)</sup> | 2,963 | D |  | \$    | 171,654 | D |  |
|   |            |                  |       |   |  | 16.84 |         |   |  |
| Common Stock, par value \$0.001 per share | 03/06/2008 | S <sup>(3)</sup> | 1,878 | D |  | \$    | 169,776 | D |  |
|   |            |                  |       |   |  | 16.83 |         |   |  |
| Common Stock, par value \$0.001 per share | 03/06/2008 | S <sup>(3)</sup> | 691   | D |  | \$    | 169,085 | D |  |
|   |            |                  |       |   |  | 16.82 |         |   |  |

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.**

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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 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 Beneficially Owned (Instr. 6) |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|---------------------|
|  |  |                                      |  | Code                           | V   | (A) (D)  | Date Exercisable  | Expiration Date                            | Title  | Amount or Number of |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GTCR PARTNERS VII L P<br>C/O GTCR GOLDR RAUNER, L.L.C.<br>SEARS TOWER #6100<br>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) Reflects a pro rata distribution of such shares by GTCR Partners VII, L.P. ("GTCR Partners VII") to its general partner, GTCR Golder Rauner, L.L.C. ("GTCR").
- (2) Reflects a distribution of such shares to certain partners.
- (3) Shares were received 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 acquisition was exempt from Section 16 pursuant to Rule 16a-13.

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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