

SYNIVERSE HOLDINGS INC
Form 4
August 20, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2008

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

C/O SYNIVERSE HOLDINGS, INC. 8125 HIGHWOODS PALM WAY

(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

TAMPA, FL 33647

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 08/19/2008 | | S | 99 ⁽¹⁾ D | \$ 17.165 505,114 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | | S | 590 ⁽¹⁾ D | \$ 17.16 504,524 | I | See footnotes <u>(2)</u> <u>(3)</u> |

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| | | | | | | | | |
|---|------------|---|----------------------|---|-----------|------------|---|-------------------------------------|
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 197 ⁽¹⁾ | D | \$ 17.155 | \$ 504,327 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 8,279 ⁽¹⁾ | D | \$ 17.15 | 496,048 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 99 ⁽¹⁾ | D | \$ 17.145 | 495,949 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 2,760 ⁽¹⁾ | D | \$ 17.14 | 493,189 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 296 ⁽¹⁾ | D | \$ 17.135 | 492,893 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 3,646 ⁽¹⁾ | D | \$ 17.13 | 489,247 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 2,957 ⁽¹⁾ | D | \$ 17.12 | \$ 486,290 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1,774 ⁽¹⁾ | D | \$ 17.11 | 484,516 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 2,760 ⁽¹⁾ | D | \$ 17.1 | 481,756 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| | 08/19/2008 | S | | D | \$ 17.09 | 477,519 | I | |

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| | | | | | | | | | |
|---|------------|---|---------------------|---|----------|---------|---|--|-------------------------------------|
| Common Stock, par value \$0.001 per share | | | 4,237 <u>(1)</u> | | | | | | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 99 <u>(1)</u> | D | \$ 17.08 | 477,420 | I | | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 985 <u>(1)</u> | D | \$ 17.07 | 476,435 | I | | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 493 <u>(1)</u> | D | \$ 17.06 | 475,942 | I | | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 985 <u>(1)</u> | D | \$ 17.05 | 474,957 | I | | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 26 <u>(4)</u> | D | \$ 17.5 | 1,582 | I | | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 1 <u>(4)</u> | D | \$ 17.47 | 1,581 | I | | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 39 <u>(4)</u> | D | \$ 17.45 | 1,542 | I | | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 3 <u>(4)</u> | D | \$ 17.25 | 1,539 | I | | See footnotes <u>(2)</u> <u>(5)</u> |
| | 08/18/2008 | S | 1 <u>(4)</u> | D | \$ 17.08 | 1,538 | I | | |

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|---|------------|---|---------------|---|----------|-------|---|-------------------------------------|
| Common Stock, par value \$0.001 per share | | | | | | | | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 1 <u>(4)</u> | D | \$ 17.04 | 1,537 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 17.53 | 1,536 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 17.52 | 1,535 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 11 <u>(4)</u> | D | \$ 17.51 | 1,524 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(4)</u> | D | \$ 17.5 | 1,523 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 6 <u>(4)</u> | D | \$ 17.49 | 1,517 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 4 <u>(4)</u> | D | \$ 17.47 | 1,513 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 12 <u>(4)</u> | D | \$ 17.46 | 1,501 | I | See footnotes <u>(2)</u> <u>(5)</u> |

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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | |

Signatures

/s/ Jody S. Gale under a Power of Attorney
Date: 08/20/2008

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).
- Reflects shares received by GTCR Partners VII, L.P. ("GTCR Partners VII") as a result of pro rata distributions from GTCR Fund VII, L.P. and GTCR Fund VII/A, L.P. that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- (1) 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.
 - (2) Reflects shares held directly by GTCR Partners VII. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR may be deemed to be the beneficial owner of such shares. GTCR is managed by its members. The Reporting Person

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is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR Partners VII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VII.

Reflects shares received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

- Reflects shares held directly by Mezzanine 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, GTCR may be deemed to be the beneficial owner of such shares.
- (5) 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.

Remarks:

This is 2 of 5 reports relating to sale transactions occurring on August 18, 2008 and August 19, 2008.

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.