

SYNIVERSE HOLDINGS INC
Form 4
August 14, 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 *
Donnini David

(Last) (First) (Middle)

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

(Street)

TAMPA, FL 33647

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYNIVERSE HOLDINGS INC [SVR]

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.001 per share | 08/12/2008 | | S | 22 ⁽¹⁾ D \$ 18.05 | 9,283 | I | See footnotes ⁽²⁾ ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 08/12/2008 | | S | 22 ⁽¹⁾ D \$ 17.8 | 9,261 | I | See footnotes ⁽²⁾ ⁽³⁾ |

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| | | | | | | | | |
|---|------------|---|----------------|---|----------|-------|---|-------------------------------------|
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 11 <u>(1)</u> | D | \$ 17.7 | 9,250 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 3 <u>(1)</u> | D | \$ 17.67 | 9,247 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 1 <u>(1)</u> | D | \$ 17.66 | 9,246 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 40 <u>(1)</u> | D | \$ 17.65 | 9,206 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 68 <u>(1)</u> | D | \$ 17.6 | 9,138 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 109 <u>(1)</u> | D | \$ 17.55 | 9,029 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 2 <u>(1)</u> | D | \$ 17.54 | 9,027 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 8 <u>(1)</u> | D | \$ 17.53 | 9,019 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 8 <u>(1)</u> | D | \$ 17.52 | 9,011 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| | 08/12/2008 | S | 7 <u>(1)</u> | D | | 9,004 | I | |

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|---|------------|---|----------------|---|----------|----------|---|-------------------------------------|
| Common Stock, par value \$0.001 per share | | | | | \$ 17.51 | | | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/12/2008 | S | 203 <u>(1)</u> | D | \$ 17.5 | 8,801 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 22 <u>(1)</u> | D | \$ 17.8 | 8,779 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 2 <u>(1)</u> | D | \$ 17.75 | 8,777 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 9 <u>(1)</u> | D | \$ 17.65 | 8,768 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 77 <u>(1)</u> | D | \$ 17.5 | 8,691 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 222 <u>(1)</u> | D | \$ 17.45 | 8,469 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 68 <u>(1)</u> | D | \$ 17.43 | \$ 8,401 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 14 <u>(1)</u> | D | \$ 17.39 | 8,387 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| | 08/13/2008 | S | 54 <u>(1)</u> | D | | 8,333 | I | |

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|---|------------|---|---------------|---|----------|-----------|---|-------------------------------------|
| Common Stock, par value \$0.001 per share | | | | | \$ 17.38 | | | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 3 <u>(1)</u> | D | \$ 17.36 | 8,330 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | 08/13/2008 | S | 11 <u>(1)</u> | D | \$ 17.35 | 8,319 | I | See footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$0.001 per share | | | | | | 2,619,083 | I | See footnotes <u>(2)</u> <u>(4)</u> |
| Common Stock, par value \$0.001 per share | | | | | | 1,307,756 | I | See footnotes <u>(2)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | | | | | | 35,950 | I | See footnotes <u>(2)</u> <u>(6)</u> |
| Common Stock, par value \$0.001 per share | | | | | | 66,250 | I | See footnotes <u>(2)</u> <u>(7)</u> |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- ficial Own- er Follo- wing Repo- sition Trans- action (Instr. | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|--------------------|---|--|
| | | | 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

Donnini David
C/O SYNIVERSE HOLDINGS, INC.
8125 HIGHWOODS PALM WAY
TAMPA, FL 33647

X

Signatures

/s/ Jody S. Gale under a Power of
Attorney

08/14/2008

__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 Golder Rauner, L.L.C. ("GTCR") as a result of pro rata distributions from GTCR Co-Invest, L.P.

(1) ("Co-Invest") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

(2) 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.

(3) Reflects shares held directly by GTCR. 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 GTCR to the extent of the Reporting Person's indirect proportionate interest in GTCR.

(4) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of such shares. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII 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 such shares. 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 shares 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 such shares. 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 such shares. 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 shares owned by Fund VII/A to the extent of the Reporting Person's indirect proportionate interest in Fund VII/A.

(6)

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Co-Invest is the direct beneficial owner of such shares. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be a beneficial owner of such shares. 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 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 such shares. 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 such shares. 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 shares owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

Remarks:

This is 3 of 3 reports relating to the same transactions occurring on August 12, 2008 and August 13, 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.