

SYNIVERSE HOLDINGS INC
Form 4
May 22, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
05/20/2008

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 | 05/20/2008 | | J ⁽¹⁾ | 3,770,302 ⁽²⁾ | D \$ 0 6,519,395 ⁽²⁾ ₍₃₎ | I | See footnote ⁽⁷⁾ |
| Common Stock, par value \$0.001 per share | 05/20/2008 | | J ⁽¹⁾ | 1,882,577 ⁽²⁾ | D \$ 0 3,255,249 ⁽²⁾ ₍₄₎ | I | See footnote ⁽⁸⁾ |

| | | | | | | | | |
|---|------------|------------------|-----------------------|---|------|--------------------------------------|---|--------------------------------|
| Common Stock, par value \$0.001 per share | 05/20/2008 | J ⁽¹⁾ | 51,752 ⁽²⁾ | D | \$ 0 | 89,487 ⁽²⁾ ⁽⁵⁾ | I | See footnote <u>(9)</u> |
| Common Stock, par value \$0.001 per share | 05/20/2008 | J ⁽¹⁾ | 95,369 ⁽²⁾ | D | \$ 0 | 164,908 ⁽²⁾ <u>(6)</u> | I | See footnote <u>(10)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu Deriv Secur Bene Own Follo Repor Trans (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 |
| ROCHE COLLIN E C/O SYNIVERSE HOLDINGS, INC. 8125 HIGHWOODS PALM WAY TAMPA, FL 33647 | X | X | | |

Signatures

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

05/22/2008

 **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 the fund to its partners.
- 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) Excludes 565,808 shares, which is the number of shares in column 4 that were distributed to GTCR Partners VII, L.P. ("GTCR Partners VII"), the general partner of GTCR Fund VII, L.P. ("Fund VII"). The distribution of shares from Fund VII to GTCR Partners VII was exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), promulgated by Rule 16a-13 thereunder.
- (3) Excludes 366,795 shares, which is the number of shares in column 4 that were distributed to GTCR Partners VII, the general partner of GTCR Fund VII/A, L.P. ("Fund VII/A"). The distribution of shares from Fund VII/A to GTCR Partners VII was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.
- (4) Excludes 8,995 shares, which is the number of shares in column 4 that were distributed to GTCR Golder Rauner, L.L.C. ("GTCR"), the general partner of GTCR Co-Invest, L.P. ("Co-Invest"). The distribution of shares from Co-Invest to GTCR was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.
- (5) Excludes 2,119 shares, which is the number of shares in column 4 that were distributed to GTCR Mezzanine Partners, L.P. ("Mezzanine Partners"), the general partner of GTCR Capital Partners, L.P. ("Capital Partners"). The distribution of shares from Capital Partners to Mezzanine Partners was exempt from Section 16 of the Exchange Act, promulgated by Rule 16a-13 thereunder.
- (6) Fund VII is the direct beneficial owner of the shares reported in this row of Table I. 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 the shares reported in Table I. 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 issuer's common stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.
- (7) Fund VII/A is the direct beneficial owner of the shares reported in this row of Table I. 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 the shares reported in Table I. 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 issuer's common stock owned by Fund VII/A to the extent of the Reporting Person's indirect proportionate interest in Fund VII/A.
- (8) Co-Invest is the direct beneficial owner of the shares reported in this row of Table I. GTCR is the general partner of Co-Invest. As such, GTCR may be deemed to be a beneficial owner of the shares reported in Table I. 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 issuer's common stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.
- (9) Capital Partners is the direct beneficial owner of the shares reported in this row of Table I. 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 the shares reported in Table I. 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 issuer's common stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.
- (10)

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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