

SYNIVERSE HOLDINGS INC
Form 4
February 28, 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)
02/26/2008

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 02/26/2008 | | J ⁽¹⁾ | | 1,950,155 ⁽²⁾ | D | \$ 0 |
| | | | | | | | 10,289,697 ^{(2) (3)} |
| | | | | | | I | |
| | | | | | | | See footnote ⁽⁷⁾ |
| Common Stock, par value \$0.001 per share | 02/26/2008 | | J ⁽¹⁾ | | 973,747 ⁽²⁾ | D | \$ 0 |
| | | | | | | | 5,137,826 ^{(2) (4)} |
| | | | | | | I | |
| | | | | | | | See footnote ⁽⁸⁾ |
| | 02/26/2008 | | J ⁽¹⁾ | | 26,769 ⁽²⁾ | D | \$ 0 |
| | | | | | | | |
| | | | | | | I | |

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| | | | | | | | | |
|---|------------|------------------|------------------------|---|------|---|---|--------------------------|
| Common Stock, par value \$0.001 per share | | | | | | 141,239 ⁽²⁾ <u>(5)</u> | | See footnote <u>(9)</u> |
| Common Stock, par value \$0.001 per share | 02/26/2008 | J ⁽¹⁾ | 49,329 ⁽²⁾ | D | \$ 0 | 260,277 ⁽²⁾ <u>(6)</u> | I | See footnote <u>(10)</u> |
| Common Stock, par value \$0.001 per share | 02/26/2008 | J ⁽¹⁾ | 219,383 ⁽²⁾ | D | \$ 0 | 10,509,080 ⁽²⁾ <u>(2)</u> | I | See footnote <u>(11)</u> |
| Common Stock, par value \$0.001 per share | 02/26/2008 | J ⁽¹⁾ | 184,150 ⁽²⁾ | A | \$ 0 | 10,473,847 ⁽²⁾ <u>(2)</u> | I | See footnote <u>(12)</u> |
| Common Stock, par value \$0.001 per share | 02/26/2008 | J ⁽¹⁾ | 4,653 ⁽²⁾ | A | \$ 0 | 145,892 ⁽²⁾ <u>(2)</u> | I | See footnote <u>(13)</u> |
| Common Stock, par value \$0.001 per share | 02/26/2008 | J ⁽¹⁾ | 1,096 ⁽²⁾ | A | \$ 0 | 261,373 ⁽²⁾ <u>(2)</u> | I | See footnote <u>(14)</u> |

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

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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) | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

(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 |
| ROCHE COLLIN E C/O GTCR GOLDR RAUNER, L.L.C. 6100 SEARS TOWER CHICAGO, IL 60606-6402 | X | X | | |

Signatures

/s/ Jody S. Gale under a Power of Attorney filed on
2/9/2005

02/28/2008

__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.
- (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) Excludes 219,383 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").
- (4) Excludes 184,150 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").
- (5) Excludes 4,653 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").
- (6) Excludes 1,096 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").
- (7) Except as noted herein, Fund VII is the direct beneficial owner of the shares reported in 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.
- (8) Except as noted herein, Fund VII/A is the direct beneficial owner of the shares reported in 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.
- (9) Except as noted herein, Co-Invest is the direct beneficial owner of the shares reported in 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.

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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.

Except as noted herein, Capital Partners is the direct beneficial owner of the shares reported in 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)
- (11) Includes the 10,289,697 shares held directly by Fund VII and the 219,383 shares distributed by it to GTCR Partners VII. GTCR Partners VII is the direct beneficial owner of the 219,383 shares reported in Table I. GTCR is the general partner of GTCR Partners VII. As such, GTCR may be deemed to be beneficial owners of the shares reported in Table I by GTCR Partners VII. 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 GTCR Partners VII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VII.

- (12) Includes the 10,289,697 shares held directly by Fund VII/A and the 184,150 shares distributed by it to GTCR Partners VII. GTCR Partners VII is the direct beneficial owner of the 184,150 shares reported in Table I. GTCR is the general partner of GTCR Partners VII. As such, GTCR may be deemed to be beneficial owners of the shares reported in Table I by GTCR Partners VII. 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 GTCR Partners VII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VII.

- (13) Includes the 141,239 shares held directly by Co-Invest and the 4,653 shares distributed by it to GTCR. GTCR is the direct 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 GTCR to the extent of the Reporting Person's indirect proportionate interest in GTCR.

- (14) Includes the 260,277 shares held directly by Capital Partners and the 1,096 shares distributed by it to Mezzanine Partners. Mezzanine Partners is the direct beneficial owner of the shares reported in Table I. GTCR Partners VI is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, 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.

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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