

SYNIVERSE HOLDINGS INC
Form 4
May 30, 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 MEZZANINE PARTNERS LP

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)
05/28/2008

____ 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)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	05/28/2008		S	69 ⁽¹⁾ D	\$ 21.46 2,166	D	
Common Stock, par value \$0.001 per share	05/28/2008		S	108 ⁽¹⁾ D	\$ 21.22 2,058	D	
	05/28/2008		S	324 ⁽¹⁾ D	\$ 21.1 1,734	D	

Common
Stock, par
value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

05/28/2008

S

1,733
(1)

D

\$ 20.95 1

D

05/28/2008

S

1 (1)

D

\$ 21.03 0

D

164,908

I

See
footnote
(2)

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) (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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

GTCR MEZZANINE PARTNERS LP
 C/O GTCR GOLDER RAUNER, L.L.C. X
 SEARS TOWER #6100
 CHICAGO, IL 60606-6402

GTCR PARTNERS VI L P
 C/O GTCR GOLDER RAUNER, L.L.C. X
 SEARS TOWER #6100
 CHICAGO, IL 60606-6402

GTCR GOLDER RAUNER LLC
 C/O GTCR GOLDER RAUNER, LLC X
 SEARS TOWER #6100
 CHICAGO, IL 60606-6402

Signatures

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

05/30/2008

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

(1) Reflects 164,908 shares held directly by Capital Partners. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners and GTCR Golder Rauner, L.L.C. ("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

(2) 164,908 shares reported in Table I. Mezzanine Partners, GTCR Partners VI and GTCR expressly disclaim beneficial ownership of such shares reported in Table I, except to the extent of their pecuniary interest therein. The filing of this form shall not be deemed an admission that Mezzanine Partners, GTCR Partners VI or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.

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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