

SYNIVERSE TECHNOLOGIES INC  
Form 8-K  
November 04, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 4, 2005**

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**SYNIVERSE HOLDINGS, INC.**  
**SYNIVERSE TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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|----------------------------------------------------|----------------------------------------------|---------------------------------------|
| <b>Delaware</b>                                    | <b>001-32432</b>                             | <b>30-0041666</b>                     |
| <b>Delaware</b><br>(State or other jurisdiction of | <b>333-88168</b><br>(Commission File Number) | <b>06-1262301</b><br>(I.R.S. Employer |

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incorporation or organization)

Identification No.)

**One Tampa City Center, Suite 700**

**Tampa, Florida 33602**

**Telephone: (813) 273-3000**

**(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 8.01. Other Events**

On November 4, 2005, Syniverse Technologies, Inc. (the Company ) issued a press release announcing the commencement of an offer to exchange up to \$175,000,000 principal amount of its Series B 7<sup>3</sup>/<sub>4</sub>% Senior Subordinated Notes due 2013 for any and all outstanding 7<sup>3</sup>/<sub>4</sub>% Senior Subordinated Notes due 2013. The new notes have substantially identical terms of the original notes, except that the new notes have been registered under the Securities Act of 1933, as amended.

A press release announcing the exchange offer is attached hereto as Exhibit 99.1.

**ITEM 9.01. Financial Statements and Exhibits**

| <u>Exhibit No.</u> | <u>Description</u>                                                        |
|--------------------|---------------------------------------------------------------------------|
| 99.1               | Press release issued by Syniverse Technologies, Inc. on November 4, 2005. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

Dated: November 4, 2005

SYNIVERSE HOLDINGS, INC.  
(Registrant)

/s/ Raymond L. Lawless

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Raymond L. Lawless  
*Chief Financial Officer and Secretary*

SYNIVERSE TECHNOLOGIES, INC.  
(Registrant)

/s/ Raymond L. Lawless

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Raymond L. Lawless  
*Chief Financial Officer and Secretary*

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                         |
|--------------------|----------------------------------------------------------------------------|
| 99.1*              | Press release issued by Syniverse Technologies, Inc. on February 25, 2005. |

\* Filed herewith electronically.