

SYNIVERSE HOLDINGS INC
Form 4
August 20, 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

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606-6402

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2008

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) ___X___ Other (specify below)
See remarks below

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.001 per share | 08/18/2008 | | S | 26 ⁽¹⁾ | D | \$ 17.5 | 1,582 | D |
| Common Stock, par value \$0.001 per share | 08/18/2008 | | S | 1 ⁽¹⁾ | D | \$ 17.47 | 1,581 | D |
| | 08/18/2008 | | S | 39 ⁽¹⁾ | D | \$ 17.45 | 1,542 | D |

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|---|------------|---|---------------|---|----------|-------|---|
| Common Stock, par value \$0.001 per share | | | | | | | |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 3 <u>(1)</u> | D | \$ 17.25 | 1,539 | D |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 1 <u>(1)</u> | D | \$ 17.08 | 1,538 | D |
| Common Stock, par value \$0.001 per share | 08/18/2008 | S | 1 <u>(1)</u> | D | \$ 17.04 | 1,537 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u> | D | \$ 17.53 | 1,536 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u> | D | \$ 17.52 | 1,535 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 11 <u>(1)</u> | D | \$ 17.51 | 1,524 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u> | D | \$ 17.5 | 1,523 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 6 <u>(1)</u> | D | \$ 17.49 | 1,517 | D |
| | 08/19/2008 | S | 4 <u>(1)</u> | D | \$ 17.47 | 1,513 | D |

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|---|------------|---|---------------|---|----------|-------|---|
| Common Stock, par value \$0.001 per share | | | | | | | |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 12 <u>(1)</u> | D | \$ 17.46 | 1,501 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 31 <u>(1)</u> | D | \$ 17.45 | 1,470 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 4 <u>(1)</u> | D | \$ 17.41 | 1,466 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 30 <u>(1)</u> | D | \$ 17.4 | 1,436 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 14 <u>(1)</u> | D | \$ 17.35 | 1,422 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 24 <u>(1)</u> | D | \$ 17.3 | 1,398 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 2 <u>(1)</u> | D | \$ 17.28 | 1,396 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 11 <u>(1)</u> | D | \$ 17.25 | 1,385 | D |
| | 08/19/2008 | S | 31 <u>(1)</u> | D | \$ 17.2 | 1,354 | D |

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|---|------------|---|---------------|---|--------------|-------|---|
| Common Stock, par value \$0.001 per share | | | | | | | |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 2 <u>(1)</u> | D | \$ 17.19 | 1,352 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 5 <u>(1)</u> | D | \$ 17.18 | 1,347 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 2 <u>(1)</u> | D | \$ 17.17 | 1,345 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 3 <u>(1)</u> | D | \$ 17.16 | 1,342 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u> | D | \$ 17.155 | 1,341 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 22 <u>(1)</u> | D | \$ 17.15 | 1,319 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 7 <u>(1)</u> | D | \$ 17.14 | 1,312 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u> | D | \$ 17.135 | 1,311 | D |

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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 (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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| GTCR MEZZANINE PARTNERS LP C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402 | | | | See remarks below |
| GTCR PARTNERS VI L P C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402 | | | | See remarks below |
| GTCR GOLDER RAUNER LLC C/O GTCR GOLDER RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402 | | | | See remarks below |

Signatures

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

08/20/2008

__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.

Remarks:

The Reporting Person may be deemed a director by virtue of its members serving on the board of directors of Syniverse Holdings.

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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