SYNIVERSE HOLDINGS INC

Form 4

August 18, 2008

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * GTCR PARTNERS VII L P

(First)

C/O GTCR GOLDER RAUNER,

2. Issuer Name and Ticker or Trading

Symbol

SYNIVERSE HOLDINGS INC [SVR]

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 08/14/2008

L.L.C., SEARS TOWER #6100

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner _X_ Other (specify Officer (give title

below) 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

CHICAGO, IL 6060	6-6402
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(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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	08/14/2008		S	690 <u>(1)</u>			737,219	D	
Common Stock, par value \$0.001 per share	08/14/2008		S	493 (1)	D	\$ 17.72	736,726	D	
	08/14/2008		S	296 (1)	D		736,430	D	

Common Stock, par value \$0.001 per share					\$ 17.71		
Common Stock, par value \$0.001 per share	08/14/2008	S	18,924 (1)	D	\$ 17.7	717,506	D
Common Stock, par value \$0.001 per share	08/14/2008	S	9,856 (1)	D	\$ 17.65	707,650	D
Common Stock, par value \$0.001 per share	08/14/2008	S	29,567 (1)	D	\$ 17.6	678,083	D
Common Stock, par value \$0.001 per share	08/14/2008	S	14,782 (1)	D	\$ 17.55	663,301	D
Common Stock, par value \$0.001 per share	08/15/2008	S	2,168 (1)	D	\$ 18	661,133	D
Common Stock, par value \$0.001 per share	08/15/2008	S	12,522 (1)	D	\$ 17.95	648,611	D
Common Stock, par value \$0.001 per share	08/15/2008	S	1,084 (1)	D	\$ 17.75	647,527	D
Common Stock, par value \$0.001 per share	08/15/2008	S	99 (1)	D	\$ 17.74	647,428	D
	08/15/2008	S	296 (1)	D		647,132	D

Common Stock, par value \$0.001 per share					\$ 17.73		
Common Stock, par value \$0.001 per share	08/15/2008	S	99 (1)	D	\$ 17.72	647,033	D
Common Stock, par value \$0.001 per share	08/15/2008	S	1,972 (1)	D	\$ 17.71	645,061	D
Common Stock, par value \$0.001 per share	08/15/2008	S	10,053 (1)	D	\$ 17.7	635,008	D
Common Stock, par value \$0.001 per share	08/15/2008	S	395 (1)	D	\$ 17.65	634,613	D
Common Stock, par value \$0.001 per share	08/15/2008	S	99 (1)	D	\$ 17.64	634,514	D
Common Stock, par value \$0.001 per share	08/15/2008	S	197 <u>(1)</u>	D	\$ 17.63	634,317	D
Common Stock, par value \$0.001 per share	08/15/2008	S	395 (1)	D	\$ 17.62	633,922	D
Common Stock, par value \$0.001 per share	08/15/2008	S	5,124 (1)	D	\$ 17.6	628,798	D
	08/15/2008	S	690 (1)	D		628,108	D

Common Stock, par value \$0.001 per share					\$ 17.55			
Common Stock, par value \$0.001 per share	08/15/2008	S	197 (1)	D	\$ 17.54	627,911	D	
Common Stock, par value \$0.001 per share	08/15/2008	S	2,853 (1)	D	\$ 17.53	625,058	D	
Common Stock, par value \$0.001 per share	08/15/2008	S	9,857 (1)	D	\$ 17.5	615,201	D	
Common Stock, par value \$0.001 per share	08/15/2008	S	9,852 (1)	D	\$ 17.45	605,349	D	
Common Stock, par value \$0.001 per share						3,926,839	I	See footnote (2)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
	•				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

(Instr. 3, 4, and 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GTCR PARTNERS VII L P

C/O GTCR GOLDER RAUNER, L.L.C. See remarks SEARS TOWER #6100 below

CHICAGO, IL 60606-6402

GTCR GOLDER RAUNER LLC

C/O GTCR GOLDER RAUNER, LLC See remarks

SEARS TOWER #6100 below

CHICAGO, IL 60606-6402

Signatures

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

Date

08/18/2008

**Signature of Reporting Person

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 Partners VII, L.P. ("GTCR Partners VII") as a result of pro rata distributions from GTCR Fund VII, (1) L.P. ("Fund VII") and GTCR Fund VII/A, L.P. ("Fund VII/A") that were exempt from Section 16 of the Securities Exchange Act of

- L.P. ("Fund VII") and GTCR Fund VII/A, L.P. ("Fund VII/A") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
 - Reflects 2,619,083 shares held directly by Fund VII and 1,307,756 shares held directly by Fund VII/A. GTCR Partners VII is the general partner of Fund VII and Fund VII/A, and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such,
- (2) GTCR Partners VII and GTCR may be deemed to be beneficial owners of the 3,926,839 shares reported in Table I. GTCR Partners VII 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 GTCR Partners VII or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.

Remarks:

The Reporting Person may be deemed a director by virtue of its members serving on the board of directors of Syniverse Holdi Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 5