

SYNIVERSE HOLDINGS INC

Form 4

November 09, 2007

**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  
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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GTCR FUND VII 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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/07/2007

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

CHICAGO, IL 60606-6402

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 11/07/2007                              |                                                             | S                                    |                                                                         | 11,625,142                                                                                                         | D                                                                       | \$<br>14.84                                                       |
|                                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 13,983,624                                                        |
|                                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | D (1)                                                             |

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  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                            | Director      | 10% Owner | Officer | Other |
| GTCR FUND VII LP<br>C/O GTCR GOLDBERGER RAUNER, L.L.C.<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402      |               | X         |         |       |
| GTCR PARTNERS VII L P<br>C/O GTCR GOLDBERGER RAUNER, L.L.C.<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402 |               | X         |         |       |
| GTCR GOLDBERGER RAUNER LLC<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402                                  |               | X         |         |       |

## Signatures

/s/ Jody Gale under Powers of Attorney filed on 11/09/2007  
2/9/2005

\_\_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).

GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of shares reported in Table I. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII and GTCR Goldberger Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As (1) such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of the shares reported in Table I. GTCR Partners VII and GTCR expressly disclaim beneficial ownership of the shares reported in Table I. 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.

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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