

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hofmann John C

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., 6100 SEARS TOWER

(Street)

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

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

CHICAGO, IL 60606

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

(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 Indirect Beneficial Ownership (Instr. 4) |            |   |                      |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|------------|---|----------------------|
|                                           |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |            |   |                      |
| Common Stock, par value \$0.001 per share | 11/07/2007                           |                                                    | S                              |                                                                   | 11,625,142                                                                                    | D                                                        | \$ 14.84                                              | 13,983,624 | I | See footnote (1) (2) |
| Common Stock, par value \$0.001 per share | 11/07/2007                           |                                                    | S                              |                                                                   | 5,804,635                                                                                     | D                                                        | \$ 14.84                                              | 6,982,268  | I | See footnote (1) (3) |
|                                           | 11/07/2007                           |                                                    | S                              |                                                                   | 159,570                                                                                       | D                                                        |                                                       | 191,944    | I |                      |

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|                                                       |            |   |         |   |             |         |   |  |                            |
|-------------------------------------------------------|------------|---|---------|---|-------------|---------|---|--|----------------------------|
| Common<br>Stock, par<br>value<br>\$0.001<br>per share |            |   |         |   | \$<br>14.84 |         |   |  | See<br>footnote<br>(1) (4) |
| Common<br>Stock, par<br>value<br>\$0.001<br>per share | 11/07/2007 | S | 294,057 | D | \$<br>14.84 | 353,715 | I |  | See<br>footnote<br>(1) (5) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. 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 |
| Hofmann John C<br>C/O GTCR GOLDBERGER RAUNER, L.L.C.<br>6100 SEARS TOWER<br>CHICAGO, IL 60606 | X X                              |

## Signatures

/s/ Jody S. Gale under a Power of Attorney filed on  
2/9/2005

11/09/2007

\*\*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).

(1) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

(2) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of the shares reported in Table I. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of the shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

(3) GTCR Fund VII/A, L.P. ("Fund VII/A") is the direct beneficial owner of the shares reported in Table I. GTCR Partners VII, L.P. is the general partner of Fund VII/A and GTCR is the general partner of GTCR Partners VII. As such, GTCR Partners VII and GTCR may be deemed to be beneficial owners of the shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Fund VII/A to the extent of the Reporting Person's indirect proportionate interest in Fund VII/A.

(4) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of the shares reported in Table I. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners GTCR Partners, VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine GTCR Co-Invest, L.P. ("Co-Invest") is the direct beneficial owner of the shares reported in Table I. GTCR is the general partner of Co-Invest. GTCR may be deemed to be the beneficial owner of the shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

(5) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of the shares reported in Table I. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners GTCR Partners, VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. 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 shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

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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