

SYNIVERSE HOLDINGS INC  
Form 8-K  
May 07, 2010

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 6, 2010**

**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><b>(State or other jurisdiction of</b> | <b>333-88168</b><br><b>(Commission</b>                | <b>06-1262301</b><br><b>(I.R.S. Employer</b> |
| <b>incorporation or organization)</b>                     | <b>File Number)</b><br><b>8125 Highwoods Palm Way</b> | <b>Identification No.)</b>                   |
|   | <b>Tampa, Florida 33647</b>                           |  |
|   | <b>Telephone: (813) 637-5000</b>                      |  |

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

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:

- .. 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Syniverse Holdings, Inc. (the Company) held its Annual Meeting of Stockholders on May 6, 2010, in Tampa, Florida. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

1. Votes regarding the election of the persons named below as Directors for a term expiring in 2011 were as follows:

| <b>Name</b>            | <b>Votes For</b> | <b>Votes Withheld</b> |
|------------------------|------------------|-----------------------|
| Robert J. Marino       | 56,893,587       | 3,737,934             |
| Tony G. Holcombe       | 56,910,515       | 3,721,006             |
| Jason Few              | 56,910,491       | 3,721,030             |
| Robert J. Gerrard, Jr. | 56,890,194       | 3,741,327             |
| James B. Lipham        | 56,910,165       | 3,721,356             |
| Wendy J. Murdock       | 56,921,013       | 3,710,508             |
| Jack Pearlstein        | 56,910,600       | 3,720,921             |
| Timothy A. Samples     | 54,965,590       | 5,665,931             |
| Fritz E. von Mering    | 56,910,064       | 3,721,457             |

2. Votes regarding ratification of the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the fiscal year ending December 31, 2010 were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstain</b> |
|------------------|----------------------|----------------------|
| 63,217,022       | 157,696              | 69,253               |

3. Votes on a proposal to approve an amendment to the Syniverse Holdings, Inc. 2006 Employee Stock Purchase Plan were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------------|-------------------------|
| 60,303,491       | 268,406              | 59,624               | 2,812,450               |

**SIGNATURE**

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: May 7, 2010

**SYNIVERSE HOLDINGS, INC.**

(Registrant)

By: /s/ Laura Binion  
Name: Laura Binion  
Title: General Counsel

**SYNIVERSE TECHNOLOGIES, INC.**

(Registrant)

By: /s/ Laura Binion  
Name: Laura Binion  
Title: General Counsel