

SYNIVERSE HOLDINGS INC
Form 4/A
February 29, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2008

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

C/O SYNIVERSE HOLDINGS, INC., 8125 HIGHWOODS PALM WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/28/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TAMPA, FL 33647

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 02/26/2008 | | J ⁽¹⁾ | V | 184,150 ⁽²⁾ | A | \$ 0 |
| | | | | | 5,321,976 ⁽²⁾ | I | |
| | | | | | ⁽³⁾ | | |
| | | | | | | | See footnote ⁽⁴⁾ |
| Common Stock, par value \$0.001 per share | 02/26/2008 | | J ⁽¹⁾ | V | 4,653 ⁽²⁾ | A | \$ 0 |
| | | | | | 145,892 ⁽²⁾ | I | |
| | | | | | ⁽³⁾ | | |
| | | | | | | | See footnote ⁽⁵⁾ |

Common Stock, par value \$0.001 per share
 02/26/2008 J⁽¹⁾ 1,096 ⁽²⁾ A \$ 0 261,373 ⁽²⁾ I See footnote (6)

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 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hofmann John C C/O SYNIVERSE HOLDINGS, INC. 8125 HIGHWOODS PALM WAY TAMPA, FL 33647 | X | X | | |

Signatures

/s/ Jody S. Gale under a Power of Attorney filed on 2/10/05 02/29/2008
 **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).
- (1) Reflects a pro rata distribution of such shares by the fund to its partners.

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- (2) 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.
- (3) Corrects the amount of shares previously reported. Includes shares held directly by GTCR Fund VII/A, L.P. ("Fund VII/A") and the shares held directly by Fund VII/A's general partner, GTCR Capital Partners VII, L.P. ("GTCR Partners VII"). The previously reported amount incorrectly included shares held by GTCR Fund VII, L.P. and GTCR Partners VII. Footnote 4 below, corresponding to footnote 12 of the original filing, also reflects this correction.
- (4) Includes the 5,137,826 shares held directly by Fund VII/A and the 184,150 shares distributed by it to GTCR Partners VII. GTCR Partners VII is the direct beneficial owner of the 184,150 shares reported in Table I. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR may be deemed to be beneficial owners of the shares reported in Table I by GTCR Partners VII. GTCR is managed by its members. The Reporting Person is an employee of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by GTCR Partners VII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VII.
- (5) This row is included to correct footnote 13 of the original filing. Includes the 141,239 shares held directly by GTCR Co-Invest, L.P. and the 4,653 shares distributed by it to GTCR. GTCR is the direct beneficial owner of the 4,653 shares reported in Table I. GTCR is managed by its members. The Reporting Person is an employee of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by GTCR to the extent of the Reporting Person's indirect proportionate interest in GTCR.
- (6) This row is included to correct footnote 14 of the original filing. Includes the 260,277 shares held directly by GTCR Capital Partners, L.P. ("Capital Partners") and the 1,096 shares distributed by it to GTCR Mezzanine Partners, L.P. ("Mezzanine Partners"). Mezzanine Partners is the direct beneficial owner of the 1,096 shares reported in Table I. 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, 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 an employee 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. 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.