SYNIVERSE HOLDINGS INC

Form 4

March 11, 2008

FORM 4

Check this box

Form 4 or

obligations

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * GTCR MEZZANINE PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol

SYNIVERSE HOLDINGS INC [SVR]

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

03/07/2008

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

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

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

CHICAGO, IL 60606-6402

(First)

03/07/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

(Middle)

| (City) | (State) (| Zip) Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned |
|-------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|----------------------------------------|------------------|-------------|------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | ispose 4 and | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | | S <u>(1)</u> | 1 | D | \$ 16.66 | 152 | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | | S <u>(1)</u> | 3 | D | \$ 16.65 | 149 | D | |

D

148

 $S^{(1)}$

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| C | | | | | ¢. | | |
|-------------------------------------------------------|------------|--------------|---|---|-------------|-----|---|
| Common Stock, par value \$0.001 per share | | | | | \$ 16.63 | | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 1 | D | \$ 16.61 | 147 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S(1) | 2 | D | \$ 16.6 | 145 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 1 | D | \$ 16.59 | 144 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 2 | D | \$ 16.58 | 142 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 2 | D | \$ 16.57 | 140 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S(1) | 2 | D | \$ 16.56 | 138 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 1 | D | \$ 16.55 | 137 | D |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S(1) | 4 | D | \$ 16.54 | 133 | D |
| | 03/07/2008 | S <u>(1)</u> | 3 | D | | 130 | D |

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| Common Stock, par value \$0.001 per share | | | | | \$ 16.53 | | | |
|-------------------------------------------------------|------------|--------------|---|---|-------------|---------|---|------------------|
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 2 | D | \$ 16.52 | 128 | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 2 | D | \$ 16.51 | 126 | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 8 | D | \$ 16.5 | 118 | D | |
| Common Stock, par value \$0.001 per share | 03/07/2008 | S <u>(1)</u> | 2 | D | \$ 16.47 | 116 | D | |
| Common Stock, par value \$0.001 per share | | | | | | 260,277 | I | See footnote (2) |

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 | 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 | orNumber | 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) | Derivativ | e | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | (Instr. 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | Follo |
| | | | | | (A) or | | | | Repo |
| | | | | | Disposed | | | | Trans |
| | | | | | of (D) | | | | (Instr |
| | | | | | | | | | |

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(Instr. 3, 4, and 5)

Date Expiration Date Expiration Title Code V (A) (D)

Exercisable Date Title Of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GTCR MEZZANINE PARTNERS LP C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402



Signatures

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

03/11/2008 Date

**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).
- Shares were received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") on February 26, 2008 as a result of a pro rata

 (1) distribution from GTCR Capital Partners, L.P. ("Capital Partners"). This transaction was exempt from Section 16 pursuant to Rule 16a-13.
- Reflects 260,277 shares held directly by Capital Partners. Mezzanine Partners is the general partner of Capital Partners and therefore may be deemed to be the beneficial owner of such shares. Mezzanine Partners expressly disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. The filing of this form shall not be deemed an admission that Mezzanine Partners 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. 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.

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