Edgar Filing: SYNIVERSE HOLDINGS INC - Form 4

SYNIVERS	E HOLDINGS IN	ЛС									
Form 4 May 22, 200	18										
FORM	A 4 UNITED	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PROVAL 3235-0287	
Check the other of the other ot	nger STATEN 16.	IENT OI	GES IN BENEFICIAL OWN SECURITIES				ERSHIP OF	Expires: Estimated a burden hour response			
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(
(Print or Type	Responses)										
GTCR FUND VII LP Syn SY			Symbol SYNIV	NIVERSE HOLDINGS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (1 GOLDER RAUN ARS TOWER #61			f Earliest T Day/Year) .008	ransaction		- - t	Director Officer (give t pelow)	itle $X_10\%$ below)	o Owner er (specify	
(Street) 4. If Am				nth/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			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	urities	s Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)			Date, if	Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value	05/20/2008			Code V	Amount 3,770,302	or (D)	Price	Transaction(s) (Instr. 3 and 4) 6,519,395 (2)	(Instr. 4) D <u>(3)</u>		
\$0.001 per share											

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.

Edgar Filing: SYNIVERSE HOLDINGS INC - Form 4

 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)	4. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GTCR FUND VII LP C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402		Х					
GTCR PARTNERS VII L P C/O GTCR GOLDER RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402		Х					
GTCR GOLDER RAUNER LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402		Х					
Signatures							
/s/ Jody S. Gale under a Power of Attorney	05/	22/2008					

<u>**</u>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).

Date

Reflects a pro rata distribution of such shares by GTCR Fund VII, L.P. ("Fund VII") to its partners, including 565,808 shares distributed
(1) to GTCR Partners VII, L.P. ("GTCR Partners VII"). The distribution of shares from Fund VII to GTCR Partners VII was exempt from Section 16 of the Securities Exchange Act of 1934, as amended, promulgated by Rule 16a-13 thereunder.

(2) Does not include the 565,808 shares distributed to GTCR Partners VII, which are beneficially owned by GTCR Partners VII. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VII. As such, GTCR may be deemed to be beneficial owner of such shares. GTCR expressly disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. The

Edgar Filing: SYNIVERSE HOLDINGS INC - Form 4

filing of this form shall not be deemed an admission that GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of its pecuniary interest therein.

Fund VII is the direct beneficial owner of the shares reported in Table I. GTCR Partners VII is the general partner of Fund VII 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 6,519,395 shares reported in Table I. GTCR Partners VII and GTCR expressly disclaim beneficial ownership of the shares reported in

(3) Table I, except to the extent of their pecuniary interest therein. 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, except to the extent of their pecuniary interest therein.

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.