SYNIVERSE HOLDINGS INC

Form 4

August 22, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * GTCR GOLDER RAUNER LLC

2. Issuer Name and Ticker or Trading

Symbol

Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

SYNIVERSE HOLDINGS INC [SVR]

Director

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

08/20/2008

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

See remarks below

C/O GTCR GOLDER RAUNER, LLC, SEARS TOWER #6100

(First)

(Street)

(Middle)

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

CHICAGO, IL 60606-6402

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	(A) or	d of (D) 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)
Common Stock, par value \$0.001 per share	08/20/2008		Code V	1,212 (1)	` ′	Price \$ 17.57 (2)	4,144	D	
Common Stock, par value \$0.001 per share	08/21/2008		S	837 (1)	D	\$ 17.36 (2)	3,307	D	
							4,323,025	I	

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Under	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owno 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 GOLDER RAUNER LLC C/O GTCR GOLDER RAUNER, LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402

See remarks below

Signatures

share

/s/ Jody S. Gale under a Power of Attorney 08/22/2008

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).

(1)

Reporting Owners 2

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Reflects shares received by GTCR Golder Rauner, L.L.C. ("GTCR") as a result of pro rata distributions from GTCR Co-Invest, L.P. ("Co-Invest") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

- Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$17.24 to \$17.80 for sales occurring on August 20, 2008 and (ii) \$17.20 to \$17.54 for sales occurring on August 21, 2008. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - Reflects 4,323,025 shares beneficially owned by GTCR Partners VII, Co-Invest and GTCR Partners VI, L.P. ("GTCR Partners VI") by virtue of GTCR being the general partner of GTCR Partners VII, Co-Invest and GTCR Partners VI. This aggregate share amount includes shares held directly by GTCR Fund VII, L.P. ("Fund VII"), GTCR Fund VII/A, L.P. ("Fund VII/A") and GTCR Capital Partners VII being the general partner of Fund VII and Fund VII/A (ii) GTCR Partners VII being the general partner of Fund VII and Fund VII/A.
- Partners, L.P. ("Capital Partners"), by virtue of: (i) GTCR Partners VII being the general partner of Fund VII and Fund VII/A, (ii) GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") being the general partner of Capital Partners and (iii) GTCR Partners VI being the general partner of Mezzanine Partners. (Continued to Footnote 4)
- As such, GTCR may be deemed to be the beneficial owner of such shares. GTCR expressly disclaims beneficial ownership of such
 (4) shares except to the extent of its pecuniary interest therein. The 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.

Remarks:

The Reporting Person may be deemed a director by virtue of its members serving on the board of directors of Syniverse Holdi 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.