

SYNIVERSE HOLDINGS INC  
Form 4  
August 20, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
GTCR GOLDR RAUNER LLC

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)  
08/18/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
See remarks below

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

(Street)

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

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

CHICAGO, IL 60606-6402

(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 | 08/18/2008                           |                                                    | S                              |                                                                   | 111 <sup>(1)</sup> D \$ 17.5 6,715                                                            | D                                                        |                                   |
| Common Stock, par value \$0.001 per share | 08/18/2008                           |                                                    | S                              |                                                                   | 6 <sup>(1)</sup> D \$ 17.47 6,709                                                             | D                                                        |                                   |
|                                           | 08/18/2008                           |                                                    | S                              |                                                                   | 1 <sup>(1)</sup> D 6,708                                                                      | D                                                        |                                   |

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|                                                       |            |   |                |   |             |       |   |
|-------------------------------------------------------|------------|---|----------------|---|-------------|-------|---|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |            |   |                |   | \$<br>17.46 |       |   |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/18/2008 | S | 160 <u>(1)</u> | D | \$<br>17.45 | 6,548 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/18/2008 | S | 1 <u>(1)</u>   | D | \$ 17.3     | 6,547 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/18/2008 | S | 14 <u>(1)</u>  | D | \$<br>17.25 | 6,533 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/18/2008 | S | 6 <u>(1)</u>   | D | \$<br>17.08 | 6,527 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/18/2008 | S | 1 <u>(1)</u>   | D | \$<br>17.06 | 6,526 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/18/2008 | S | 3 <u>(1)</u>   | D | \$<br>17.04 | 6,523 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 6 <u>(1)</u>   | D | \$<br>17.53 | 6,517 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 2 <u>(1)</u>   | D | \$<br>17.52 | 6,515 | D |
|                                                       | 08/19/2008 | S | 47 <u>(1)</u>  | D |             | 6,468 | D |

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|                                           |            |   |                |   |          |       |   |
|-------------------------------------------|------------|---|----------------|---|----------|-------|---|
| Common Stock, par value \$0.001 per share |            |   |                |   | \$ 17.51 |       |   |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u>   | D | \$ 17.5  | 6,467 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 27 <u>(1)</u>  | D | \$ 17.49 | 6,440 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u>   | D | \$ 17.48 | 6,439 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 16 <u>(1)</u>  | D | \$ 17.47 | 6,423 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 51 <u>(1)</u>  | D | \$ 17.46 | 6,372 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 148 <u>(1)</u> | D | \$ 17.45 | 6,224 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 1 <u>(1)</u>   | D | \$ 17.42 | 6,223 | D |
| Common Stock, par value \$0.001 per share | 08/19/2008 | S | 19 <u>(1)</u>  | D | \$ 17.41 | 6,204 | D |
|                                           | 08/19/2008 | S | 126 <u>(1)</u> | D | \$ 17.4  | 6,078 | D |

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|                                                       |            |   |                |   |             |       |   |
|-------------------------------------------------------|------------|---|----------------|---|-------------|-------|---|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |            |   |                |   |             |       |   |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 56 <u>(1)</u>  | D | \$<br>17.35 | 6,022 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 100 <u>(1)</u> | D | \$ 17.3     | 5,922 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 10 <u>(1)</u>  | D | \$<br>17.28 | 5,912 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 46 <u>(1)</u>  | D | \$<br>17.25 | 5,866 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 133 <u>(1)</u> | D | \$ 17.2     | 5,733 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 7 <u>(1)</u>   | D | \$<br>17.19 | 5,726 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 22 <u>(1)</u>  | D | \$<br>17.18 | 5,704 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/19/2008 | S | 8 <u>(1)</u>   | D | \$<br>17.17 | 5,696 | D |

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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 Beneficially Owned (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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 GOLDBERGER RAUNER LLC<br>C/O GTCR GOLDBERGER RAUNER, LLC<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402 |               |           |         | See remarks below |

## Signatures

/s/ Jody S. Gale under a Power of Attorney  
08/20/2008  
\*\*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 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.

### Remarks:

The Reporting Person may be deemed a director by virtue of its members serving on the board of directors of Syniverse Holdings Inc. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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