

GTCR PARTNERS VII L P

Form 4

August 26, 2008

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GTCR PARTNERS VII L P

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/22/2008

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

(Street)  
CHICAGO, IL 60606-6402

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A)<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                       |                                         |                                                             | Code                                       | V                                                                   | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/22/2008                              |                                                             | S                                          |                                                                     | 82,098<br>(1)                                                                                                      | D<br>\$<br>17.06<br>(2)                                              | 211,109<br>D                                                      |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 08/25/2008                              |                                                             | S                                          |                                                                     | 59,331<br>(1)                                                                                                      | D<br>\$<br>16.53<br>(2)                                              | 151,778<br>D                                                      |
|                                                       |                                         |                                                             |                                            |                                                                     |                                                                                                                    |                                                                      | 3,926,839<br>I                                                    |

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Common  
Stock, par  
value  
\$0.001 per  
share

See  
footnote  
(3)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships                    |
|--------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                              | Director 10% Owner Officer Other |
| GTCR PARTNERS VII L P<br>C/O GTCR GOLDBERGER RAUNER, L.L.C.<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402   | See remarks<br>below             |
| GTCR GOLDBERGER RAUNER LLC<br>C/O GTCR GOLDBERGER RAUNER, LLC<br>SEARS TOWER #6100<br>CHICAGO, IL 60606-6402 | See remarks<br>below             |

## Signatures

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

08/26/2008

\*\*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 Partners VII, L.P. ("GTCR Partners VII") as a result of pro rata distributions from GTCR Fund VII, L.P. ("Fund VII") and GTCR Fund VII/A, L.P. ("Fund VII/A") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

(2) Represents the weighted average price of the shares sold. The prices actually received ranged from (i) \$17.16 to \$16.89 for sales occurring on August 22, 2008 and (ii) \$16.80 to \$16.36 for sales occurring on August 25, 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.

(3) Reflects 2,619,083 shares held directly by Fund VII and 1,307,756 shares held directly by Fund VII/A. GTCR Partners VII is the general partner of Fund VII and Fund VII/A, and GTCR Golder Rauner, L.L.C. ("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 3,926,839 shares reported in Table I. GTCR Partners VII and GTCR expressly disclaim beneficial ownership of such shares reported in 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.

### 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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