

GTCR PARTNERS VII L P
Form 4
March 07, 2008

FORM 4

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

OMB APPROVAL

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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 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)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

(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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	03/05/2008		J ⁽¹⁾⁽³⁾		676	D	\$ 0
Common Stock, par value \$0.001 per share	03/05/2008		J ⁽²⁾⁽³⁾		182,602	D	\$ 0
	03/05/2008		S ⁽³⁾		198	D	\$ 17
					402,857	D	
					220,255	D	
					220,057	D	

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Common Stock, par value \$0.001 per share							
Common Stock, par value \$0.001 per share	03/05/2008	<u>S</u> (3)	198	D	\$ 16.99	219,859	D
Common Stock, par value \$0.001 per share	03/05/2008	<u>S</u> (3)	1,975	D	\$ 16.96	217,884	D
Common Stock, par value \$0.001 per share	03/05/2008	<u>S</u> (3)	10,569	D	\$ 16.95	207,315	D
Common Stock, par value \$0.001 per share	03/05/2008	<u>S</u> (3)	99	D	\$ 16.94	207,216	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	394	D	\$ 16.99	206,822	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	99	D	\$ 16.98	206,723	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	1,087	D	\$ 16.97	205,636	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	2,667	D	\$ 16.96	202,969	D
	03/06/2008	<u>S</u> (3)	1,581	D		201,388	D

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Common Stock, par value \$0.001 per share					\$ 16.95		
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	1,540	D	\$ 16.94	199,848	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	1,185	D	\$ 16.93	198,663	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	198	D	\$ 16.92	198,465	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	1,029	D	\$ 16.91	197,436	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	4,248	D	\$ 16.9	193,188	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	2,765	D	\$ 16.89	190,423	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	1,620	D	\$ 16.88	188,803	D
Common Stock, par value \$0.001 per share	03/06/2008	<u>S</u> (3)	3,912	D	\$ 16.87	184,891	D
	03/06/2008	<u>S</u> (3)	1,383	D		183,508	D

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Common Stock, par value \$0.001 per share						\$			
						16.86			
Common Stock, par value \$0.001 per share	03/06/2008		S ⁽³⁾	8,891	D	\$	174,617	D	
						16.85			
Common Stock, par value \$0.001 per share	03/06/2008		S ⁽³⁾	2,963	D	\$	171,654	D	
						16.84			
Common Stock, par value \$0.001 per share	03/06/2008		S ⁽³⁾	1,878	D	\$	169,776	D	
						16.83			
Common Stock, par value \$0.001 per share	03/06/2008		S ⁽³⁾	691	D	\$	169,085	D	
						16.82			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GTCR PARTNERS VII L P C/O GTCR GOLDR RAUNER, L.L.C. SEARS TOWER #6100 CHICAGO, IL 60606-6402		X		

Signatures

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

03/07/2008

__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 a pro rata distribution of such shares by GTCR Partners VII, L.P. ("GTCR Partners VII") to its general partner, GTCR Golder Rauner, L.L.C. ("GTCR").
- (2) Reflects a distribution of such shares to certain partners.
- (3) Shares were received on February 26, 2008 as a result of a pro rata distribution from GTCR Fund VII, L.P. ("Fund VII") and GTCR Fund VII/A, L.P. ("Fund VII/A"). This acquisition was exempt from Section 16 pursuant to Rule 16a-13.

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.