

SYNIVERSE HOLDINGS INC

Form 4

November 09, 2007

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 *
Hofmann John C

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)
11/07/2007

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

(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

(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	11/07/2007		S		11,625,142	D	\$ 14.84	13,983,624	I	See footnote (1) (2)
Common Stock, par value \$0.001 per share	11/07/2007		S		5,804,635	D	\$ 14.84	6,982,268	I	See footnote (1) (3)
	11/07/2007		S		159,570	D		191,944	I	

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Common Stock, par value \$0.001 per share					\$ 14.84				See footnote (1) (4)
Common Stock, par value \$0.001 per share	11/07/2007	S	294,057	D	\$ 14.84	353,715	I		See footnote (1) (5)

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. Nu Deriv Secur Bene Own Follo Repor 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
Hofmann John C C/O GTCR GOLDBERGER RAUNER, L.L.C. 6100 SEARS TOWER CHICAGO, IL 60606	X X

Signatures

/s/ Jody S. Gale under a Power of Attorney filed on
2/9/2005

11/09/2007

**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) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

(2) GTCR Fund VII, L.P. ("Fund VII") is the direct beneficial owner of the shares reported in Table I. GTCR Partners VII, L.P. ("GTCR Partners VII") is the general partner of Fund VII 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 shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Fund VII to the extent of the Reporting Person's indirect proportionate interest in Fund VII.

(3) GTCR Fund VII/A, L.P. ("Fund VII/A") is the direct beneficial owner of the shares reported in Table I. GTCR Partners VII, L.P. is the general partner of Fund VII/A 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 shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR and GTCR Partners VII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Fund VII/A to the extent of the Reporting Person's indirect proportionate interest in Fund VII/A.

(4) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of the shares reported in Table I. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners GTCR Partners, VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine GTCR Co-Invest, L.P. ("Co-Invest") is the direct beneficial owner of the shares reported in Table I. GTCR is the general partner of Co-Invest. GTCR may be deemed to be the beneficial owner of the shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Co-Invest to the extent of the Reporting Person's indirect proportionate interest in Co-Invest.

(5) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of the shares reported in Table I. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners GTCR Partners, VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR is the general partner of GTCR Partners VI. As such, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of the shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.

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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