

GTCR PARTNERS VI L P
Form 4
August 28, 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 MEZZANINE PARTNERS LP

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)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

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

08/26/2008

See remarks below

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

CHICAGO, IL 60606-6402

____ Form filed by One Reporting Person
 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 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 | 08/26/2008 | | S | | 209 ⁽¹⁾ D 16.49 ₍₂₎ | 194 | D |
| Common Stock, par value \$0.001 per share | 08/27/2008 | | S | | 176 ⁽¹⁾ D 16.46 ₍₂₎ | 18 | D |
| | 08/28/2008 | | S | | 18 ⁽¹⁾ D | 0 | D |

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| | | | |
|---|---------------------------|---|-------------------------|
| Common Stock, par value \$0.001 per share | \$ 16.43 <u>(2)</u> | | |
| Common Stock, par value \$0.001 per share | 66,250 | I | See footnote <u>(3)</u> |

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) | 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... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

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

GTCR GOLDBER RAUNER LLC
C/O GTCR GOLDBER RAUNER, LLC
SEARS TOWER #6100
CHICAGO, IL 60606-6402

See remarks
below

Signatures

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

08/28/2008

__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 Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") 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) \$16.65 to \$16.17 for sales occurring on August 26, 2008, (ii) \$16.55 to \$16.36 for sales occurring on August 27, 2008, and (iii) \$16.48 to \$16.36 for sales occurring on August 28, 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 66,250 shares held directly by Capital Partners. Mezzanine Partners is the general partner of Capital Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners and GTCR Goldber Rauner, L.L.C. ("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 66,250 shares reported in Table I. Mezzanine Partners, GTCR Partners VI 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 Mezzanine Partners, GTCR Partners VI 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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