

SYNIVERSE HOLDINGS INC
Form 4
April 02, 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 *
WILCOCK PAUL A

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)
03/31/2008

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

C/O SYNIVERSE HOLDINGS, INC., 8125 HIGHWOODS PALM WAY

(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

TAMPA, FL 33647

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.001 per share | 03/31/2008 | | F | 2,116 D \$ 16.66 | 133,341 | D | |
| Common Stock, par value \$0.001 per share | 03/31/2008 | | D ⁽¹⁾ | 24,000 D \$ 0 | 109,341 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (right to buy) | \$ 16.6 | 03/31/2008 | | D ⁽²⁾ | 26,666 | ⁽²⁾ 05/12/2016 | Common Stock 26,666 |
| Stock Options (right to buy) | \$ 16.6 | 03/31/2008 | | A ⁽²⁾ | 26,666 | ⁽²⁾ 12/31/2008 | Common Stock 26,666 |
| Stock Options (right to buy) | \$ 12.04 | 03/31/2008 | | D ⁽⁵⁾ | 13,333 | ⁽⁵⁾ 05/11/2017 | Common Stock 13,333 |
| Stock Options (right to buy) | \$ 12.04 | 03/31/2008 | | A ⁽⁵⁾ | 13,333 | ⁽⁵⁾ 12/31/2008 | Common Stock 13,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILCOCK PAUL A C/O SYNIVERSE HOLDINGS, INC. 8125 HIGHWOODS PALM WAY TAMPA, FL 33647 | | | Executive Officer | |

Signatures

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

04/02/2008

__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) Pursuant to Mr. Wilcock's separation agreement, unvested shares of restricted stock were forfeited.

The reported transaction involved an amendment to an outstanding option to purchase 40,000 shares, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. Mr. Wilcock's separation agreement provides that with respect to 13,333

- (2) options, previously set to vest on May 12, 2008, will now vest on March 31, 2008. The 13,333 options now vesting on March 31, 2008 and the 13,333 options that previously vested on May 12, 2007 were set to expire 90 days following Mr. Wilcock's termination from the Company will now expire on December 31, 2008.

- (3) Per SEC instruction, column left blank.

- (4) The remaining options will expire according to the terms of the Stock Option Award Agreement and the 2006 Long-Term Equity Incentive Plan.

The reported transaction involved an amendment to an outstanding option to purchase 40,000 shares, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. Mr. Wilcock's separation agreement provides that with respect to 13,333

- (5) options, previously set to vest on May 11, 2008, will now vest on March 31, 2008. The options, previously set to expire 90 days following his termination from the Company, now expire on December 31, 2008.

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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