

OBRIEN MICHAEL J
Form 4
January 14, 2011

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
OBRIEN MICHAEL J

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 SYNIVERSE HOLDINGS,
INC., 8125 HIGHWOODS PALM
WAY

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Bus. Devpt.

(Street)
TAMPA, FL 33647

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

(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	01/13/2011		D ⁽¹⁾		19,766	D	0

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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
Employee stock option (right to buy)	\$ 16.35	01/13/2011		D ⁽²⁾		5,000		⁽³⁾	04/25/2018	Common Stock	5,000
Employee stock option (right to buy)	\$ 12.98	01/13/2011		D ⁽²⁾		5,000		⁽⁴⁾	04/27/2019	Common Stock	5,000
Employee stock option (right to buy)	\$ 14.84	01/13/2011		D ⁽²⁾		13,850		⁽⁵⁾	08/10/2016	Common Stock	13,850
Employee stock option (right to buy)	\$ 16.68	01/13/2011		D ⁽²⁾		7,800		⁽⁶⁾	02/17/2017	Common Stock	7,800
Employee stock option (right to buy)	\$ 21.65	01/13/2011		D ⁽²⁾		6,510		⁽⁷⁾	08/05/2017	Common Stock	6,510

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBRIEN MICHAEL J C/O SYNIVERSE HOLDINGS, INC. 8125 HIGHWOODS PALM WAY TAMPA, FL 33647			SVP, Bus. Devpt.	

Signatures

/s/ Laura E. Binion, under a power of attorney

01/14/2011

__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).
- The shares of common stock, including restricted stock, were cancelled pursuant to the Agreement and Plan of Merger with Buccaneer Holdings, Inc. and Buccaneer Merger Sub, Inc., dated as of October 28, 2010 (the "Merger Agreement"), in exchange for a cash payment in the amount of \$31.00 per share.
- (1) Holdings, Inc. and Buccaneer Merger Sub, Inc., dated as of October 28, 2010 (the "Merger Agreement"), in exchange for a cash payment in the amount of \$31.00 per share.
 - (2) The options, whether vested or unvested, were cancelled pursuant to the Merger Agreement in exchange for a cash payment in the amount of \$31.00 per share less the exercise price of the option.
 - (3) The options vest in three equal annual installments on each of April 25, 2009, April 25, 2010 and April 25, 2011.
 - (4) The options vest in three equal annual installments on each of April 25, 2010, April 25, 2011 and April 25, 2012.
 - (5) The options vest in three equal annual installments on each of August 10, 2010, August 10, 2011 and August 10, 2012.
 - (6) The options vest in three equal annual installments on each of February 17, 2011, February 17, 2012 and February 17, 2013.
 - (7) The option vests in three equal installments on each of August 5, 2011, August 5, 2012 and August 5, 2013.

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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