

McGee William  
Form 3  
February 17, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *               |   | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol         |  |
| Â McGee William   |   | (Month/Day/Year)                     | SYNIVERSE HOLDINGS INC [SVR]                               |  |
| (Last)  | (First)                                     | (Middle)                             | 02/04/2009   |  |
| C/O SYNIVERSE HOLDINGS, INC., Â 8125 HIGHWOODS PALM WAY |   |                                      | 4. Relationship of Reporting Person(s) to Issuer           | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)  | (Check all applicable)                      |                                      |  |  |
|   | <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner   | 6. Individual or Joint/Group Filing(Check Applicable Line) |  |
|   | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other       | _X_ Form filed by One Reporting Person                     |  |
|   | (give title below) (specify below)          |                                      | ___ Form filed by More than One Reporting Person           |  |
|   | SVP ? Mergers & Acquisitions                |                                      |  |  |
| TAMPA, Â FL Â 33647                                     |   |                                      |  |  |
| (City)  | (State)                                     | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 27,326   | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

## Edgar Filing: McGee William - Form 3

|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â <u>(1)</u>     | 11/27/2016      | Common Stock | 20,000                     | \$ 13.26 | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u>     | 11/27/2017      | Common Stock | 30,000                     | \$ 16.27 | D                                     | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u>     | 11/28/2018      | Common Stock | 30,000                     | \$ 9.77  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| McGee William<br>C/O SYNIVERSE HOLDINGS, INC.<br>8125 HIGHWOODS PALM WAY<br>TAMPA, FL 33647 | Â             | Â         | Â SVP ?<br>Mergers &<br>Acquisitions | Â     |

## Signatures

/s/ Laura E. Binion, under a power of attorney 02/17/2009

    Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vests as to 10,000 shares on each of November 27, 2008, and November 27, 2009.
- (2) The option vests in three equal annual installments beginning on November 27, 2008.
- (3) The option vests in three equal annual installments beginning on November 28, 2009.

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.