

SYNIVERSE TECHNOLOGIES INC  
Form 8-K  
March 25, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): March 21, 2005

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**SYNIVERSE HOLDINGS, INC.  
SYNIVERSE TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-32432</b>	<b>30-0041666</b>
<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>333-88168</b> (Commission File Number)	<b>06-1262301</b> (I.R.S. Employer Identification No.)

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**One Tampa City Center, Suite 700**

**Tampa, Florida 33602**

**Telephone: (813) 273-3000**

**(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01. Entry into a Material Definitive Agreement**

On March 21, 2005, Syniverse Holdings, Inc. and Syniverse Technologies, Inc. entered into an Amendment No. 1 to Amended and Restated Senior Management Agreement (the Amendment ) with G. Edward Evans. The senior management agreement was amended to correct Mr. Evans vesting schedule for his unvested shares of common stock. Pursuant to the Amendment, all of Mr. Evans unvested shares of common stock will become fully vested on February 14, 2006.

The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Form 8-K.

**ITEM 9.01. Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Amended and Restated Senior Management Agreement, dated as of March 21, 2005, by and among Syniverse Holdings, Inc., Syniverse Technologies, Inc. and G. Edward Evans.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

Dated: March 25, 2005

SYNIVERSE HOLDINGS, INC.  
(Registrant)

/s/ Raymond L. Lawless  
Raymond L. Lawless  
*Chief Financial Officer and Secretary*

SYNIVERSE TECHNOLOGIES, INC.  
(Registrant)

/s/ Raymond L. Lawless  
Raymond L. Lawless  
*Chief Financial Officer and Secretary*

**EXHIBIT INDEX**

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\* Filed herewith electronically.