

SYNIVERSE HOLDINGS INC
Form 8-K
August 09, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 8, 2005

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

(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware | 001-32432 | 30-0041666 |
| Delaware (State or other jurisdiction of incorporation or organization) | 333-88168 (Commission File Number) | 06-1262301 (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)

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 8.01. Other Events

On August 8, 2005, Syniverse Technologies, Inc. (Syniverse) issued a press release announcing the commencement of a tender offer to purchase for cash any and all of its outstanding 12^{3/4}% Senior Subordinated Notes due 2009 (the Notes). In connection with the tender offer, Syniverse is soliciting consents to effect certain proposed amendments to the indenture governing the Notes. The tender offer and consent solicitation are being made pursuant to an Offer to Purchase and Consent Solicitation Statement, dated August 8, 2005, and a related Consent and Letter of Transmittal, which more fully sets forth the terms and conditions of the tender offer and consent solicitation.

ITEM 9.01. Financial Statements and Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | Press release issued by Syniverse Technologies, Inc. on August 8, 2005. |

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: August 8, 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

| Exhibit No. | Description |
|--------------------|---|
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* Filed herewith electronically.