

SYNIVERSE HOLDINGS INC

Form SC 13G

February 15, 2006

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

SYNIVERSE HOLDINGS INC.
(Name of Issuer)
COMMON STOCK
(Title of Class of Securities)
87163F 10 6
(CUSIP Number)
December 31, 2005
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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NAMES OF REPORTING PERSONS:

1

Snowlake Investment Pte Ltd

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

(None)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Singapore

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

5,211,618

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

5,211,618

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,211,618

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.74%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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1 NAMES OF REPORTING PERSONS:

GIC Special Investments Pte Ltd

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

(None)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)

(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Singapore

5 SOLE VOTING POWER:

NUMBER OF 0

6 SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 5,211,618

7 SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER:

WITH: 5,211,618

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,211,618

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.74%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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NAMES OF REPORTING PERSONS:

1 Government of Singapore Investment Corporation Pte Ltd

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

(None)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Singapore

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **6** 5,211,618

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON **7** 0

SHARED DISPOSITIVE POWER:

WITH: **8** 5,211,618

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,211,618

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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NAMES OF REPORTING PERSONS:

1

Government of Singapore

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

(None)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Singapore

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

5,211,618

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

5,211,618

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,211,618

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.74%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

Item 1(a). Name of Issuer

Syniverse Holdings Inc.

Item 1(b). Address of Issuers Principal Executive Offices

Syniverse Holdings Inc.

201 North Franklin Street, Suite 700

Tampa, FL 33602

United States of America

Item 2(a). Name of Person Filing

- | | | |
|-----|--|--|
| I | | Snowlake Investment Pte Ltd |
| II | | GIC Special Investments Pte Ltd |
| III | | Government of Singapore Investment Corporation Pte Ltd |
| IV | | Government of Singapore |

Item 2(b). Address of Principal Business Office

- | | | |
|--------------|--|---|
| I, II, & III | | 168 Robinson Road #37-01 Capital Tower Singapore 068912 |
|--------------|--|---|

- | | | |
|----|-----|---|
| IV | c/o | Government of Singapore Investment Corporation Pte Ltd 168 Robinson Road #37-01 Capital Tower Singapore 068912 |
|----|-----|---|

Item 2(c). Citizenship

- | | | |
|-----------------|--|-----------|
| I, II, III & IV | | Singapore |
|-----------------|--|-----------|

Item 2(d). Title of Class of Securities

Common Stock

Item 2(e). CUSIP Number

87163F 10 6

Item 3. If this statement is filed pursuant to Rules 13d-I (b) or 13d-2(b) or (c), check whether the person filing is
a

N.A.

If this statement is filed pursuant to Rule 13d-1(c), check this box. b

Item 4. Ownership

The aggregate number of securities and percentage of the class of securities of the Issuer beneficially owned by each Reporting Person named in Item 2(a), as well as the number of securities as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, shared power to dispose or direct the disposition, is set forth in the following table:

| Person | No of Securities Beneficially Owned | Power to Vote | | Power to Dispose | |
|--|---|-------------------|---------------------|-------------------|---------------------|
| | | Sole ¹ | Shared ¹ | Sole ¹ | Shared ¹ |
| Snowlake Investment Pte Ltd | 5,211,618 | 0 | 5,211,618 | 0 | 5,211,618 |
| GIC Special Investments Pte Ltd | 5,211,618 | 0 | 5,211,618 | 0 | 5,211,618 |
| Government of Singapore Investment Corporation Pte Ltd | 5,211,618 | 0 | 5,211,618 | 0 | 5,211,618 |
| Government of Singapore | 5,211,618 | 0 | 5,211,618 | 0 | 5,211,618 |
| Total ² (all Reporting Persons) | 5,211,618 | 0 | 5,211,618 | 0 | 5,211,618 |

¹ Snowlake Investment Pte Ltd shares power to vote and power to dispose of the 5,211,618 securities beneficially owned by it with GIC Special Investments Pte Ltd, shares power to vote and dispose of the 5,211,618 securities beneficially owned by it with the Government of Singapore Investment Corporation Pte Ltd, and shares power to vote and dispose of the 5,211,618 securities beneficially owned by it with the Government of Singapore.

² The reporting persons disclaim membership in a group.

Item 5. Ownership of Five Percent or Less of a Class

N.A.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N.A.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N.A.

Item 8. Identification and Classification of Members of the Group

N.A.

Item 9. Notice of Dissolution of Group

N.A.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Material to be Filed as Exhibits

1. Power of Attorney by Minister for Finance, Singapore dated 5 March 1998.
(incorporated by reference to Exhibit No. 1 to Schedule 13G, dated March 23, 1998 regarding SPDR Trust Series 1).

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2006

Snowlake Investment Pte Ltd

Date

by /s/ Ng Kin Sze

Ng Kin Sze
Director

GIC Special Investments Pte Ltd

by /s/ Ng Kin Sze

Ng Kin Sze
Senior Executive Vice President

Government of Singapore Investment Corporation Pte Ltd

by /s/ Ng Kin Sze /s/ Ho Yuit Mun

Ng Kin Sze Ho Yuit Mun
Senior Executive Director
Vice President

Government of Singapore by Government of Singapore
Investment Corporation Pte Ltd, its attorney-in-fact

by /s/ Ng Kin Sze /s/ Ho Yuit Mun

Ng Kin Sze Ho Yuit Mun
Senior Executive Director
Vice President