

PRIMUS TELECOMMUNICATIONS GROUP INC  
Form 8-K  
July 06, 2011

**UNITED STATES**  
**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): July 6, 2011 (July 5, 2011)

**PRIMUS TELECOMMUNICATIONS GROUP,  
INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

0-29092  
(Commission)

54-1708481  
(IRS Employer)

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of incorporation)

File No.)

Identification No.)

7901 Jones Branch Drive, Suite 900, McLean, VA 22102

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (703) 902-2800

Not applicable

(Former name or former address, if changed since last report.)

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:

- .. Written communication pursuant to Rule 425 under 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 communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On July 5, 2011, Primus Telecommunications Group, Incorporated (the Company) issued a press release announcing the expiration and results of the previously announced private (i) offers to exchange (the Exchange Offers) new 10.00% Senior Secured Notes due 2017 (the New Notes) issued by Primus Telecommunications Holding, Inc., a subsidiary of the Company (the Issuer), for outstanding Units representing 13% Senior Secured Notes due 2016 (the 13% Notes) issued by the Issuer and Primus Telecommunications Canada Inc., a subsidiary of the Company, and 14.25% Senior Subordinated Secured Notes due 2013 (the 14.25% Notes) issued by Primus Telecommunications IHC, Inc., a subsidiary of the Company, and (ii) solicitation of consents (the Consent Solicitation) to amend the indenture governing the 13% Notes and release the collateral securing the 13% Notes. The Exchange Offers and Consent Solicitation expired at 9:00 a.m., New York City time, on July 5, 2011.

On July 7, 2011, the Issuer expects to deliver approximately \$228,605,707 million aggregate principal amount of New Notes in exchange for all 13% Notes and 14.25% Notes validly tendered (and not validly withdrawn) and accepted for exchange, plus a cash payment for accrued and unpaid interest on such 13% Notes and 14.25% Notes up to, but excluding, the settlement date of the Exchange Offers and Consent Solicitation.

Further information may be found in the Company's press release, dated July 5, 2011, filed as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated July 5, 2011, issued by the Company.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PRIMUS TELECOMMUNICATIONS GROUP,  
INCORPORATED**

Dated: July 5, 2011

By: */s/ James C. Keeley*  
James C. Keeley  
*Corporate Controller and Treasurer*

**EXHIBIT INDEX**

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