

PTGi HOLDING, INC.  
Form 4  
December 06, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Keeley James C

(Last) (First) (Middle)

C/O PTGI HOLDING, INC., 460  
HERNDON PARKWAY, SUITE  
150

(Street)

HERNDON, VA 20170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PTGi HOLDING, INC. [PTGI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 12/04/2013                           |  | D                              |   | 2,193<br>(1) \$ 0   | D  | D                                 |
| Common Stock                    | 12/04/2013                           |  | A                              |   | 2,193<br>(1) \$ 0   | A  | D                                 |
| Common Stock                    | 12/04/2013                           |  | D                              |   | 2,000<br>(2) \$ 0   | D  | D                                 |
| Common Stock                    | 12/04/2013                           |  | A                              |   | 2,000<br>(2) \$ 0   | A  | D                                 |
| Common Stock                    | 12/04/2013                           |  | D                              |   | 2,000<br>(3) \$ 0   | D  | D                                 |

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|              |            |   |              |   |         |        |   |
|--------------|------------|---|--------------|---|---------|--------|---|
| Common Stock | 12/04/2013 | A | 2,000<br>(3) | A | \$ 0    | 15,529 | D |
| Common Stock | 12/04/2013 | A | 2,193<br>(4) | A | \$ 0    | 17,722 | D |
| Common Stock | 12/04/2013 | F | 6,197<br>(5) | D | \$ 2.79 | 11,525 | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Keeley James C  
C/O PTGI HOLDING, INC.  
460 HERNDON PARKWAY, SUITE 150  
HERNDON, VA 20170

CFO

## Signatures

Andrea L. Mancuso,  
Attorney-in-Fact

12/06/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) On July 5, 2011, the Compensation Committee granted a time-based award of which one-third, or 2,193 shares, vested on December 31, 2011 and one-third, or 2,193 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 2,193 shares, from December 31, 2013 to December 4, 2013.

(2) Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally granted on July 5, 2011 and provided for vesting if PTGi's stock price closes at or above \$24 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on December 4, 2013.

(3) Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally granted on July 5, 2011 and provided for vesting if PTGi's stock price closes at or above \$30 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on December 4, 2013.

(4) On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third, or 2,193 shares, vested on April 15, 2012 and one-third, or 2,193 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 2,193 shares, from April 15, 2014 to December 4, 2013.

(5) The amount represents the shares withheld to cover the tax liability associated with the vestings on December 4, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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