

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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