

PRIMUS TELECOMMUNICATIONS GROUP INC
Form 8-K
February 10, 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): February 10, 2011 (February 9, 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 February 9, 2011, Primus Telecommunications Group, Incorporated (the Company) issued a press release announcing the commencement of private offers to exchange up to \$240 million of new 9.50% Senior Secured Notes due 2019 issued by Primus Telecommunications Holding, Inc. (the Issuer), a subsidiary of the Company, for outstanding Units representing 13% Senior Secured Notes due 2016 issued by the Issuer and Primus Telecommunications Canada Inc., a subsidiary of the Company, and 14.25% Senior Subordinated Notes due 2013 issued by Primus Telecommunications IHC, Inc., a subsidiary of the Company. The contents of such press release are incorporated by reference in this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated February 9, 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: February 10, 2011

By: /s/ James C. Keeley
James C. Keeley
Acting Chief Financial Officer (Principal Financial Officer)

EXHIBIT INDEX

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