

PRIMUS TELECOMMUNICATIONS GROUP INC  
Form 8-K  
June 16, 2006

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

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Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 13, 2006

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## PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

**0-29092**  
(Commission File No.)

**54-1708481**  
(IRS Employer

of incorporation)

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.)

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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)

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- “ 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))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer or Listing.**

On June 13, 2006, Primus Telecommunications Group, Incorporated (the Company or PRIMUS ), received a letter from the Nasdaq Stock Market ( Nasdaq ) stating that the Company s common stock is subject to delisting from the Nasdaq Capital Market because the closing bid price of the Company s common stock is not in compliance with the \$1.00 minimum closing bid requirement as set forth in Marketplace Rule 4450(a)(5) and 4450(i).

PRIMUS intends to request timely a hearing before a Nasdaq Listing Qualifications Panel to review the Staff Determination, which hearing request will automatically stay the delisting of PRIMUS s common stock pending the decision of the Nasdaq Listings Qualification Panel. There can be no assurance that the Panel will grant PRIMUS s request for continued listing on the Nasdaq Capital Market.

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

(a) and (b) Not applicable.

(c) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                 |
|--------------------|------------------------------------|
| 99.1               | Press release dated June 16, 2006. |

**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 TELECOMMUNICATION GROUP, INCORPORATED**

Dated: June 16, 2006

By: /s/ Thomas R. Kloster  
Thomas R. Kloster  
Chief Financial Officer (Principal Financial Officer)