

PRIMUS TELECOMMUNICATIONS GROUP INC  
Form 8-K  
December 01, 2009

**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): December 1, 2009**

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
  
of incorporation)

**0-29092**  
(Commission  
  
File Number)

**54-1708481**  
(I.R.S. Employer  
  
Identification No.)

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

**(Address of principal executive offices and zip code)**

**(703) 902-2800**

**(Registrant's telephone number, including area code)**

**Not Applicable**

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

**Item 8.01 Other Events.**

On December 1, 2009, Primus Telecommunications Group, Incorporated issued a press release announcing that it plans to file a registration statement with the Securities and Exchange Commission in connection with a proposed offering of its common stock. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The securities to be offered under the registration statement have not been registered under the Securities Act of 1933 and may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The information contained in this Current Report on Form 8-K, including the exhibits hereto, shall not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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

(d) Exhibits:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
Exhibit 99.1	Press release, dated December 1, 2009, of Primus Telecommunications Group, Incorporated.

**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**

Date: December 1, 2009

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

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
Exhibit 99.1	Press release, dated December 1, 2009, of Primus Telecommunications Group, Incorporated.