

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20949

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
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Date of Report (Date of earliest event reported): February 11, 2000

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED  
(Exact name of registrant as specified in its charter)

DELAWARE	0-29092	54-1708481
State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1700 OLD MEADOW ROAD, SUITE 300, MCLEAN, VIRGINIA	22102
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (703) 902-2800

ITEMS 1-4. NOT APPLICABLE.

ITEM 5.

On February 11, 2000, we announced that we anticipate offering \$250,000,000 in aggregate principal amount of convertible subordinated debentures due 2007 in a private placement. The debentures will be convertible into common stock of the Company.

ITEMS 6. NOT APPLICABLE.

ITEMS 7. c) Exhibits

Exhibit 99.1 Press Release dated February 11, 2000 issued by the Company.

ITEMS 8. NOT APPLICABLE.

#### SIGNATURES

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

By: /s/ David P. Slotkin  
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Deputy General Counsel  
and Secretary

PRIMUS Plans \$250 Million Private Placement of Convertible Debt

McLEAN, Va., Feb. 11 -- PRIMUS Telecommunications Group, Incorporated (Nasdaq:PRTL) announced today that it anticipates offering \$250,000,000 in aggregate principal amount of convertible subordinated debentures due 2007 in a private placement transaction. The debentures will be convertible into PRIMUS common stock. The net proceeds from the offering, after payment of selling commissions and discounts, and other expenses of the offering, are expected to be used to fund capital expenditures to expand and develop the Company's global ATM+IP broadband network and for other permitted corporate purposes, including potential future acquisitions.

The convertible subordinated debentures anticipated to be offered and sold will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent such registration or an applicable exemption from such registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the convertible debentures in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under applicable securities laws, or absent the availability of an exemption from such registration or qualification requirements.