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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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Post-Effective Amendment No. 2 to

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**PTGI HOLDING, INC.**  
(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

**460 Herndon Parkway, Suite 150**  
**Herndon, VA 20170**  
**(703) 456-4100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Primus Telecommunications Group, Incorporated Management Compensation Plan, as Amended**  
(Full Title of the Plan)

**Andrea L. Mancuso, Esq.**  
**Acting General Counsel**  
**c/o PTGi Holding, Inc.**  
**460 Herndon Parkway, Suite 150**  
**(703) 456-4100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
See below (1)	N/A	N/A	N/A	N/A

(1) The registrant is not registering additional securities.

## TERMINATION OF REGISTRATION

This Post-Effective Amendment No. 1 (the "Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-160406) of PTGi Holding, Inc. (the "Company") filed with the Securities and Exchange Commission on July 2, 2009, and pertaining to the registration of 1,000,000 shares of common stock, \$0.001 par value ("Common Stock"), of the Company, which had been reserved for issuance under the Primus Telecommunications Group, Incorporated Management Compensation Plan, as Amended (the "Registration Statement").

The offering pursuant to the Registration Statement has been terminated because the Company intends to deregister its Common Stock under the Securities Exchange Act of 1934, as amended. In accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offering contemplated thereby, the Company hereby removes from registration securities registered but not sold under the Registration Statement as of the date hereof.

