

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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| 1. Name and Address of Reporting Person* <u>FILIPOWICZ JOHN D</u> (Last) (First) (Middle) <u>C/O PRIMUS TELECOMMUNICATIONS GROUP, INC</u> <u>460 HERNDON PARKWAY, SUITE 150</u> (Street) <u>HERNDON VA 20170</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>PRIMUS TELECOMMUNICATIONS GROUP INC [PTGI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CAO, VP, HR & GC & Sec</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2013</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/28/2013 | | D | | 1,536 ⁽¹⁾ | D | \$0 | 10,386 | D | |
| Common Stock | 08/28/2013 | | A | | 1,536 ⁽¹⁾ | A | \$0 | 11,922 | D | |
| Common Stock | 08/28/2013 | | D | | 2,000 ⁽²⁾ | D | \$0 | 9,922 | D | |
| Common Stock | 08/28/2013 | | A | | 2,000 ⁽²⁾ | A | \$0 | 11,922 | D | |
| Common Stock | 08/28/2013 | | D | | 2,000 ⁽³⁾ | D | \$0 | 9,922 | D | |
| Common Stock | 08/28/2013 | | A | | 2,000 ⁽³⁾ | A | \$0 | 11,922 | D | |
| Common Stock | 08/28/2013 | | A | | 1,535 ⁽⁴⁾ | A | \$0 | 13,457 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- On July 5, 2011, the Compensation Committee granted a time-based award of which one-third, or 1,535 shares, vested on December 31, 2011 and one-third, or 1,535 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 1,536 shares, from December 31, 2013 to August 30, 2013.
- Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally granted on July 5, 2011 and provided for vesting if PTGI's stock price closes at or above \$24 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on August 30, 2013.
- Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally granted on July 5, 2011 and provided for vesting if PTGI's stock price closes at or above \$30 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on August 30, 2013.
- On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third, or 1,535 shares, vested on April 15, 2012 and one-third, or 1,535 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 1,535 shares, from April 15, 2014 to August 30, 2013.

Andrea L. Mancuso, Attorney-in-Fact 08/30/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.