

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person
 Warburg, Pincus & Co.,
 466 Lexington Avenue
 New York, NY 10017
 USA
2. Date of Event Requiring Statement (Month/Day/Year)
 06/09/1998
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Issuer Name and Ticker or Trading Symbol
 Primus Telecommunications Group, Incorporated
 PRTL
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below) Other
 (specify below)
6. If Amendment, Date of Original (Month/Day/Year)
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct(D) or Indirect(I)	4. Nature of Indirect Beneficial Ownership
Common Stock, par value \$.01 per share	3,875,689	I	See Note 1

Table II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Securities	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct(D) or Indirect(I)	6. Nature of Indirect Beneficial Ownership
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Explanation of Responses:

Continuation
 Sheet
 Form
 3
 Initial Statement of Beneficial
 Ownership
 Item 1 - Name and Address of Reporting
 Person

Warburg, Pincus & Co.
 466 Lexington
 Avenue
 New York, New York
 10017

Item 2 - Date of Event Requiring
 Statement
 June 9,
 1998

Item 4 - Issuer Name and Ticker Symbol: Primus Telecommunications Group,
 Incorporated (PRTL)

Note 1 - Warburg, Pincus Investors, L.P. ("Investors") owns 3,875,689 shares of Primus Telecommunications Group, Incorporated common stock (the "Shares"). The sole general partner of Investors is Warburg, Pincus & Co., a New York general partnership ("WP"). Lionel I. Pincus is the managing partner of WP and may be deemed to control it. E.M. Warburg, Pincus & Co., LLC, a New York limited liability company ("EMW"), many of whose members are also general partners of WP, manages Investors. WP has a 20% interest in the profits of Investors as the general partner. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934 (the "Exchange Act"), WP may be deemed to be the beneficial owner of the Shares held by Investors. WP disclaims beneficial ownership of such Shares except to the extent of any indirect pecuniary interest therein.

SIGNATURE OF REPORTING PERSON

Warburg, Pincus & Co., by /s/ Stephen Distler

DATE

June 19, 1998