

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>SUBIN NEIL S</u>  (Last) (First) (Middle) <u>C/O PTGI HOLDING, 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>PTGI HOLDING, INC. [ PTGI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/26/2013		D		2,500 <sup>(1)</sup>	D	\$0	114,500	D	
Common Stock	12/26/2013		A		2,500 <sup>(1)</sup>	A	\$0	117,000	D	
Common Stock	12/26/2013		D		10,667 <sup>(2)</sup>	D	\$0	106,333	D	
Common Stock	12/26/2013		A		10,667 <sup>(2)</sup>	A	\$0	117,000	D	
Common Stock	12/26/2013		D		5,000 <sup>(3)</sup>	D	\$0	112,000	D	
Common Stock	12/26/2013		A		5,000 <sup>(3)</sup>	A	\$0	117,000	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						Title
Stock Option (right to buy)	\$3.88	12/26/2013		D		14,622 <sup>(4)</sup>		12/31/2013	06/12/2022	Common Stock	14,622	(6)	0	D	
Stock Option (right to buy)	\$3.88	12/26/2013		A		14,622 <sup>(4)</sup>		12/31/2013	06/12/2022	Common Stock	14,622	(6)	14,622	D	
Stock Option (right to buy)	\$3.72	12/26/2013		D		21,309 <sup>(5)</sup>		12/31/2013	06/12/2023	Common Stock	21,309	(6)	0	D	
Stock Option (right to buy)	\$3.72	12/26/2013		A		21,309 <sup>(5)</sup>		12/31/2013	06/12/2023	Common Stock	21,309	(6)	21,309	D	

**Explanation of Responses:**

- Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. On June 12, 2012, the Compensation Committee granted a time-based award of which one-half, or 2,500 shares, vested on June 12, 2013. The Compensation Committee accelerated the vesting of the final one-half, or 2,500 shares, from June 12, 2014 to December 31, 2013.
- Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. On August 1, 2012, the Compensation Committee granted a time-based award of which one-third, or 10,667 shares, vested on December 31, 2012 and one-third, or 10,666 shares, shall vest on December 31, 2013. The Compensation Committee accelerated the vesting of the final one-third, or 10,667 shares, from December 31, 2014 to December 31, 2013.
- Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. On June 12, 2013, the Compensation Committee granted a time-based award of which no shares have vested. The Compensation Committee accelerated the vesting of one-half, or 2,500 shares, from June 12, 2014 to December 31, 2013 and one-half, or 2,500 shares, from June 12, 2015 to December 31, 2013.
- Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. On June 12, 2012, Mr. Subin received an Annual Grant of Director Stock Options that provided for vesting in three equal annual installments beginning on June 12, 2012. As a result of cash dividends declared since the original issuance, Mr. Subin is now entitled to exercise 43,866 options at an exercise price of \$3.88. The Compensation Committee accelerated the vesting of the final one-third, or 14,622 options, from June 12, 2014 to December 31, 2013.
- Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. On June 13, 2013, Mr. Subin received an Annual Grant of Director Stock Options that provided for vesting in three equal annual installments beginning on June 12, 2013. As a result of cash dividends declared since the original issuance, Mr. Subin is now entitled to exercise 31,963 options at an exercise price of \$3.72. The Compensation Committee accelerated the vesting of the second-third, or 10,654 options, from June 12, 2014 to December 31, 2013 and the final one-third, or 10,655 options, from June 12, 2015 to December 31, 2013.
- Director stock option grant.

Andrea L. Mancuso, Attorney-in-Fact 12/26/2013

\*\* 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.

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