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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2006

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### PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-29092**  
(Commission File No.)

**54-1708481**  
(IRS Employer  
Identification No.)

**7901 Jones Branch Drive, Suite 900, McLean, VA 22102**  
(Address of principal executive offices and zip code)

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

**Not applicable**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer or Listing.**

On March 10, 2006, Primus Telecommunications Group, Incorporated (the "Company" or "PRIMUS"), received a letter from The Nasdaq Stock Market ("Nasdaq") stating that Nasdaq would transfer the Company's shares to the Nasdaq Capital Market, effective at the open of business on March 14, 2006, and that the Company's continued listing on the Nasdaq Capital Market would be contingent upon the successful completion of an application and review process.

On March 13, 2006, the Company announced that its application to transfer its listing to the Nasdaq Capital Market had been approved by The Nasdaq Stock Market. Effective at the open of business on March 14, 2006, the Company's common stock was transferred from the Nasdaq National Market to the Nasdaq Capital Market. The Company's common stock will continue to trade under the symbol "PRTL" on the Nasdaq Capital Market.

The Company sought the transfer to the Nasdaq Capital Market because it did not satisfy the minimum bid price requirement of the Nasdaq National Market. Under the rules of the Nasdaq Capital Market, PRIMUS has an additional grace period through June 12, 2006 to comply with the \$1.00 minimum closing bid price requirements for continued trading on the Nasdaq Capital Market.

**Item 9.01. Financial Statements and Exhibits.**

(a) and (b) Not applicable.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated March 13, 2006.

**SIGNATURE**

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 TELECOMMUNICATION GROUP,  
INCORPORATED**

Dated: March 14, 2006

By: /s/ Thomas R. Kloster

Thomas R. Kloster

Chief Financial Officer (Principal Financial Officer)



**PRIMUS TELECOMMUNICATIONS TO TRANSFER TO THE NASDAQ CAPITAL MARKET**

McLEAN, VA. — (BUSINESS WIRE) – March 13, 2006 — PRIMUS Telecommunications Group, Incorporated (NASDAQ: PRTL), an integrated communications services provider, today announced that its application to transfer its listing to the Nasdaq Capital Market has been approved by The Nasdaq Stock Market. Effective at the open of business on March 14, 2006, the Company's Common Stock will be transferred from the Nasdaq National Market to the Nasdaq Capital Market. The Company's Common Stock will continue to trade under the symbol "PRTL" on the Nasdaq Capital Market.

The Company sought the transfer to the Nasdaq Capital Market because it did not satisfy the minimum bid price requirement of the Nasdaq National Market. Under the rules of the Nasdaq Capital Market, PRIMUS has an additional grace period through June 12, 2006 to comply with the \$1.00 minimum closing bid price requirements for continued trading on the Nasdaq Capital Market.

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PRIMUS Telecommunications Group, Incorporated (NASDAQ: PRTL) is an integrated communications services provider offering international and domestic voice, voice-over-Internet protocol (VOIP), Internet, wireless, data and hosting services to business and residential retail customers and other carriers located primarily in the United States, Canada, Australia, the United Kingdom and western Europe. PRIMUS provides services over its global network of owned and leased transmission facilities, including approximately 350 points-of-presence (POPs) throughout the world, ownership interests in undersea fiber optic cable systems, 16 carrier-grade international gateway and domestic switches, and a variety of operating relationships that allow it to deliver traffic worldwide. Founded in 1994, PRIMUS is based in McLean, Virginia.

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**For more information:**

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