

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

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

1. Name and Address of Reporting Person* <u>AMERICAN INTERNATIONAL GROUP INC</u> (Last) (First) (Middle) <u>70 PINE STREET</u> (Street) <u>NEW YORK NY 10270</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRIMUS TELECOMMUNICATIONS GROUP INC [PRTL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Explanations of Responses</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2009</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			
<u>Common Stock, par value \$0.01 per share</u> ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	<u>07/01/2009</u>		<u>J</u> ⁽¹⁾		<u>15,720,008</u>	<u>D</u>	<u>\$0.00</u>	<u>0</u>	<u>I</u>	<u>See Explanation of Responses</u>

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)		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)					

1. Name and Address of Reporting Person*
AMERICAN INTERNATIONAL GROUP INC
 (Last) (First) (Middle)
70 PINE STREET
 (Street)
NEW YORK NY 10270
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
AIG GSEF Investments, Ltd.
 (Last) (First) (Middle)
UGLAND HOUSE, SOUTH CHURCH STREET
 (Street)
GRAND CAYMAN E9 0000
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
AIG GSEF, L.P.

(Last) (First) (Middle)
UGLAND HOUSE, SOUTH CHURCH STREET

(Street)
GRAND
CAYMAN E9 00000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIG GLOBAL SPORTS & ENTERTAINMENT
FUND L P](#)

(Last) (First) (Middle)
UGLAND HOUSE, SOUTH CHURCH STREET

(Street)
GRAND
CAYMAN E9 0000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIG GLOBAL EMERGING MARKETS FUND
L L C](#)

(Last) (First) (Middle)
277 PARK AVENUE

(Street)
NEW YORK NY 10172

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GEM PARALLEL FUND LP](#)

(Last) (First) (Middle)
277 PARK AVENUE

(Street)
NEW YORK NY 10172

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIG Capital CORP](#)

(Last) (First) (Middle)
70 PINE STREET

(Street)
NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIG Global Asset Management Holdings Corp.](#)

(Last) (First) (Middle)
70 PINE STREET

(Street)
NEW YORK NY 10270

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AIG CAPITAL PARTNERS INC](#)

(Last)	(First)	(Middle)
277 PARK AVENUE		
(Street)		
NEW YORK	NY	10172
(City)	(State)	(Zip)

Explanation of Responses:

1. On March 16, 2009, Primus Telecommunications Group, Inc. and three of its subsidiaries each filed a Chapter 11 case. The Plan of Reorganization (the "Plan") was approved by the Bankruptcy Court on June 12, 2009 and became effective July 1, 2009, whereupon all previously outstanding equity securities were cancelled.
2. Pursuant to the Plan, 7,107,916 shares of the Issuer's common stock held directly by AIG Global Emerging Markets Fund, L.L.C. ("AIGGEM"), a Delaware limited liability company having its principal office at 277 Park Avenue, New York, NY 10172, were cancelled. In addition, pursuant to the Plan, 752,088 shares of the Issuer's common stock held directly by GEM Parallel Fund, L.P. ("GEM Parallel"), a Delaware limited partnership having its principal office at 277 Park Avenue, New York, NY 10172, were cancelled. Further, pursuant to the Plan, 7,860,004 shares of the Issuer's common stock held directly by AIG Global Sports and Entertainment Fund, L.P. ("AIGGSEF"), a Cayman Islands exempted limited partnership, having its principal office at Uglan House, South church Street, George Town, Grand Cayman, Cayman Islands, were cancelled.
3. Certain of the Reporting Persons may be deemed to constitute a "group" within the meaning of the Securities Exchange Act of 1934, as amended, and the rules promulgated pursuant thereto. Each Reporting Person may have been deemed to beneficially own the shares held directly by AIGGEM, GEM Parallel and AIGGSEF. The shares reported herein represent the entire amount of shares held directly by each of AIGGEM, GEM Parallel and AIGGSEF. AIGGEM, GEM Parallel and AIGGSEF each directly hold shares representing less than 10 percent of the Issuer's common stock.
4. Each Reporting Person disclaims having had pecuniary interest in a portion of the shares reported herein. Each Reporting Person other than AIGGEM, GEM Parallel and AIGGSEF disclaims having had beneficial ownership of the shares previously held directly by each of AIGGEM, GEM Parallel and AIGGSEF except to the extent of their respective pecuniary interest, if any, therein. AIGGEM disclaims having had beneficial ownership of the shares previously held directly by GEM Parallel and AIGGSEF. GEM Parallel disclaims having had beneficial ownership of the shares previously held directly by AIGGEM and AIGGSEF. AIGGSEF disclaims having had beneficial ownership of the shares previously held directly by AIGGEM and GEM Parallel. The reporting of the shares reported herein shall not be deemed an admission of previous beneficial ownership of all such shares as to any Reporting Person for purposes of Section 16 or for any other purpose.

Remarks:

This Statement of Changes in Beneficial Ownership is being filed on behalf of each of the following entities (the "Reporting Persons"): AIGGEM, GEM Parallel, AIGGSEF, AIG GSEF, L.P., a Cayman Islands exempted limited partnership ("AIGGSEFGP"), having its principal office at Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, the sole general partner of AIGGSEF, AIG GSEF Investments, Ltd., a Cayman Islands limited company ("AIGGSEFI"), having its principal office at Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, the general partner of AIGGSEFGP, AIG Capital Partners, Inc., a Delaware corporation ("AIGCP"), having a principal office at 277 Park Avenue, New York, NY 10172, the sole shareholder of AIGGSEFI, the managing member of AIGGEM and the general partner of GEM Parallel, AIG Global Asset Management Holdings Corp., a Delaware corporation ("AIGGAMHC"), having its principal office at 70 Pine Street, New York, NY 10270, the sole shareholder of AIGCP, AIG Capital Corporation, a Delaware corporation ("AIGCC"), having its principal office at 70 Pine Street, New York, NY 10270, the sole shareholder of AIGGAMHC and AIG, a Delaware corporation, having its principal office at 70 Pine Street, New York, NY 10270, the sole shareholder of AIGCC.

American International Group, Inc., By: /s/ Kathleen E. Shannon, Senior Vice President and Secretary 10/06/2009

AIG GSEF Investments, Ltd., By: /s/ David Yeung, Director 10/06/2009

AIG GSEF, L.P., By: AIG GSEF Investments, Ltd., its general partner, By: /s/ David Yeung, Director 10/06/2009

AIG Global Sports & Entertainment Fund, L.P., By: AIG GSEF, L.P., its general partner, By: AIG GSEF Investments, Ltd., its general partner, By: /s/ David Yeung, Director 10/06/2009

AIG Global Emerging Markets Fund, L.L.C., By: AIG Capital Partners, Inc., its managing member, By: /s/ David Yeung, President and CEO 10/06/2009

GEM Parallel Fund, L.P., By: AIG Capital Partners, Inc., its general partner, By: /s/ David Yeung, President and CEO 10/06/2009

AIG Capital Corporation, By: /s/ Kathleen E. Shannon, Secretary 10/06/2009

AIG Global Asset Management Holdings Corp., By: /s/ Corinne Pankovcin, Vice President 10/06/2009

AIG Capital Partners, Inc. By: /s/ David Yeung, President and CEO 10/06/2009

** 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.