

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <b>Keeley James C</b> (Last) (First) (Middle) C/O PTGI HOLDING, INC. 460 HERNDON PARKWAY, SUITE 150 (Street) HERNDON VA 20170 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>PTGI HOLDING, INC. [ PTGI ]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>12/04/2013</b> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <b>CFO</b> 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
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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	12/04/2013		D		2,193 <sup>(1)</sup>	D	\$0	13,336	D	
Common Stock	12/04/2013		A		2,193 <sup>(1)</sup>	A	\$0	15,529	D	
Common Stock	12/04/2013		D		2,000 <sup>(2)</sup>	D	\$0	13,529	D	
Common Stock	12/04/2013		A		2,000 <sup>(2)</sup>	A	\$0	15,529	D	
Common Stock	12/04/2013		D		2,000 <sup>(3)</sup>	D	\$0	13,529	D	
Common Stock	12/04/2013		A		2,000 <sup>(3)</sup>	A	\$0	15,529	D	
Common Stock	12/04/2013		A		2,193 <sup>(4)</sup>	A	\$0	17,722	D	
Common Stock	12/04/2013		F		6,197 <sup>(5)</sup>	D	\$2.79	11,525	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 2,193 shares, vested on December 31, 2011 and one-third, or 2,193 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 2,193 shares, from December 31, 2013 to December 4, 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 December 4, 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 December 4, 2013.
- On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third, or 2,193 shares, vested on April 15, 2012 and one-third, or 2,193 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 2,193 shares, from April 15, 2014 to December 4, 2013.
- The amount represents the shares withheld to cover the tax liability associated with the vestings on December 4, 2013.

Andrea L. Mancuso, Attorney-in-Fact

12/06/2013

\*\* 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.

LIMITED POWER OF ATTORNEY  
FOR  
SECTION 16(a) FILINGS

Know all by these presents that the undersigned hereby constitutes and appoints each of Kenneth D. Schwarz, John D. Filipowicz and Andrea Mancuso, and, act:

- (1) Prepare, execute, in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form
- (2) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, of Primus Telecommunications Group, Incorporated (the "Company");
- (3) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5
- (4) Take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper, which the undersigned might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 31st day of December, 2011.

/s/ James C. Keeley

Name: James C. Keeley

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