

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

Primus Telecommunications Group, Incorporated  
(Exact name of registrant as specified in its charter)

Delaware  
(State of  
Incorporation)

4813  
(Primary  
Standard  
Industrial  
Classification  
Code Number)

54-1708481  
(I.R.S. Employer  
Identification Number)

1700 Old Meadow Road, Suite 300  
McLean, Virginia 22102  
(703) 902-2800  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

K. Paul Singh  
Chairman, President and Chief Executive Officer  
1700 Old Meadow Road, Suite 300  
McLean, Virginia 22102  
(703) 902-2800  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

With Copies to:

James D. Epstein, Esquire  
Pepper Hamilton LLP  
3000 Two Logan Square  
18th and Arch Streets  
Philadelphia, Pennsylvania 19103  
(215) 981-4000

Edward P. Tolley III, Esquire  
Simpson Thacher & Bartlett  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000

Approximate Date of Commencement of Proposed Sale to the Public: As soon as  
practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box.

If any of the securities being registered on this form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or  
interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, check the following box and  
list the Securities Act registration statement number of the earlier effective  
registration statement for the same offering.  Registration No. 333-86839

If this form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box.

Calculation of Registration Fee

Title of Each Class of Securities to be Registered	Proposed Maximum aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$.01 per share.....	\$34,500,000(1)	\$9,591

(1) Estimated pursuant to Rule 457(o) under the Securities Act of 1933 solely for the purpose of calculating the registration fee.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933 by Primus Telecommunications Group, Incorporated. This registration statement relates to the public offering of Primus' common stock contemplated by the Registration Statement (No. 333-86839) on Form S-3, amended by Amendment No. 1 thereto filed on September 17, 1999 and Amendment No. 2 thereto filed on October 7, 1999, and as declared effective on October 8, 1999 (the "Prior Registration Statement"). This registration statement is being filed for the sole purpose of increasing the maximum aggregate offering price of shares being sold in the offering by \$34,500,000, to \$207,000,000 from \$172,500,000. The contents of the Prior Registration Statement are hereby incorporated by reference.

Item 16. Exhibits

- 5.1 Opinion of Pepper Hamilton LLP
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of Ernst & Young LLP
- 23.3 Consent of Pepper Hamilton LLP (included in Exhibit 5.1)
- 23.4 Consent of KPMG LLP
- 24.1 Powers of Attorney (Incorporated by reference to Registration Statement No. 333-86839 on Form S-3)



INDEX OF EXHIBITS

Exhibit No. -----	Description -----
5.1	Opinion of Pepper Hamilton LLP regarding the validity of the securities being registered.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Pepper Hamilton LLP (included in Exhibit 5.1).
23.4	Consent of KPMG LLP.

[LETTERHEAD OF PEPPER HAMILTON LLP]

October 12, 1999

Primus Telecommunications Group, Inc.  
1700 Old Meadow Road  
Suite 300  
McLean, Virginia 22102

Re: Registration Statement on Form S-3  
(Registration No. 333-86839)  
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Ladies and Gentlemen:

We have acted as special counsel to Primus Telecommunications Group, Incorporated, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of a public offering (the "Offering") of shares (the "Primary Shares") of the Company's Common Stock, par value \$.01 per share (the "Common Stock"), having an aggregate value of up to \$180,000,000, and additional shares of Common Stock (the "Additional Shares" and, together with the Primary Shares, the "Shares"), having an aggregate value of up to \$27,000,000 subject to an over-allotment option.

The opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement on Form S-3 (No. 333-86839) originally filed under the Act with the Securities and Exchange Commission (the "Commission") on September 10, 1999, as amended by Amendment No. 1 thereto filed on September 17, 1999 and Amendment No. 2 thereto filed on October 7, 1999, and as further amended by a Registration Statement filed on October 12, 1999 pursuant to Rule 462(b) under the Securities Act (as so amended the "Registration Statement"); (ii) the form of underwriting agreement, filed as Exhibit 1.1 to Amendment No. 2 to the Registration Statement (the "Underwriting Agreement"), to be entered into by and among the Company, Primus Telecommunications, Inc., Primus Telecommunications (Australia) Pty. Ltd., Primus Telecommunications Pty. Ltd. and Lehman Brothers, Inc., Morgan Stanley & Co. Incorporated, CIBC World Markets Corp., Legg Mason Wood Walker, Incorporated, Jeffries & Company, Inc. and Kaufman Bros., L.P., as representatives of the several underwriters (the "Representatives"); (iii) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws, as in effect on the date hereof; (iv) certain resolutions of the Board of Directors of the Company relating to, among other things, the issuance of the Shares; (v) a specimen certificate representing the shares of Common Stock; and (vi) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others. In addition, we have assumed the conformity of the certificates representing the Shares to the form of the specimen thereof examined by us and the due execution and delivery of such certificates.

We express no opinion as to the laws of any other jurisdiction other than the Federal laws of the United States of America and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, we are of the opinion that:

1. When (i) the Board of Directors of the Company authorizes the price per Primary Share, (ii) the duly appointed officers of the Company execute and deliver the Underwriting Agreement and (iii) the Primary Shares are issued and delivered against payment therefor in accordance with the terms and conditions of the Underwriting Agreement, the Primary Shares will be duly authorized, validly issued, fully paid and nonassessable.

2. When (i) the Board of Directors of the Company authorizes the price per Additional Share, (ii) the duly appointed officers of the Company execute and deliver the Underwriting Agreement and (iii) the Additional Shares are issued and delivered against payment therefor in accordance with the terms and conditions of the Underwriting Agreement, the Additional Shares will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the caption "Legal Opinions" in the prospectus filed as part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations promulgated thereunder.

This opinion is furnished by us, as your special counsel, in connection with the filing of the Registration Statement and, except as provided in the immediately preceding paragraph, is not to be used, circulated, quoted or otherwise referred to for any other purpose without our express written permission or relied upon by any other person.

Very truly yours,

PEPPER HAMILTON LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of Primus Telecommunications Group, Incorporated on Form S-3 of our report dated February 10, 1999, except for paragraph one of Note 16 as to which the date is March 31, 1999, appearing in the Prospectus, which is incorporated by reference in such Registration Statement, and to the reference to us under the headings "Selected Financial Data" and "Experts" in such Prospectus.

DELOITTE & TOUCHE LLP

McLean, Virginia  
October 12, 1999

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-3 No. ) of Primus Telecommunications Group, Incorporated of the reference to our firm under the caption "Experts" and to our reports dated February 27, 1998, with respect to the consolidated financial statements and schedule of TresCom International, Inc. included in Pre-effective Amendment No. 2 to the Registration Statement (Form S-3 No. 333-86839) and related Prospectus of Primus Telecommunications Group, Incorporated.

Ernst & Young LLP

Atlanta, Georgia  
October 12, 1999



ACCOUNTANTS' CONSENT

The Board of Directors  
Telegroup, Inc.:

We consent to the incorporation by reference in the Registration Statement on Form S-3 of our report on the combined financial statements of Telegroup, Inc. and certain subsidiaries and to the reference to our firm under the heading "Experts" in Registration Statement No. 333-86839.

Our report dated July 9, 1999, contains an explanatory paragraph that states that Telegroup, Inc. has filed for protection under Chapter 11 of the United States Bankruptcy Code due to significant financial and liquidity problems. These circumstances raise substantial doubt about its ability to continue as a going concern. The combined financial statements do not include any adjustments that might result from the outcome of this uncertainty.

KPMG LLP

Lincoln, Nebraska  
October 12, 1999