UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 23, 2011 (June 17, 2011)

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware	0-29092	54-1708481
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7901 Jones Branch Drive, Suite 900
McLean, VA 22102
(Address of principal executive offices)
(Zip Code)

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

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

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 communications pursuant to Rule 425 under the 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 communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Pursuant to an offer letter dated June 17, 2011 and effective as of July 5, 2011, Primus Telecommunications Group, Incorporated ("Primus" or the "Company") appointed Kenneth D. Schwarz, 58, as Chief Financial Officer (Principal Financial Officer) and Senior Vice President, Information Technology.

Prior to joining Primus on July 5, 2011 and from January 2008 through June 2011, Mr. Schwarz served as President of Simplexity, LLC, an Internet wireless retailer that acquired the assets of InPhonic, Inc. in bankruptcy, and led the company through a financial restructuring. From August 2007 to December 2007, Mr. Schwarz had served as Chief Financial Officer of InPhonic. Prior to joining InPhonic, Mr. Schwarz served in executive positions at Intersections Inc., a provider of identity management solutions, from May 1999 to January 2007, including President, Consumer Solutions from January 2005 to January 2007 and Executive Vice President and Chief Financial Officer from May 1999 to December 2004. Prior to joining Intersections, from August 1996 to January 1999, Mr. Schwarz served as Senior Vice President of Finance and Information Technology for WinStar Telecommunications, Inc., a telecommunications company. Mr. Schwarz previously held positions with Cable & Wireless, Inc., TeleSpectrum, Inc., Unitel Communications, Inc., National Telephone Services, Inc., Applied Graphics Technology, Inc. and MCI Communications Corporation, and is a C.P.A. who worked for Deloitte & Touche LLP from 1976 to 1981. Mr. Schwarz is the Chairman of the Board of Directors of ProActive Schools, Inc. He holds a B.S. and an M.B.A. from Indiana University.

The following is a summary of the offer letter the Company entered into with Mr. Schwarz. The following summary is qualified in its entirety by the terms of the offer letter, a copy of which is filed as Exhibit 10.1 hereto and is incorporated into this Item 5.02(c) by reference. Pursuant to the terms of his offer letter, Mr. Schwarz will receive an initial annual base salary of $325,000. In addition, Mr. Schwarz will be eligible to earn an annual bonus of up to 50% of his base salary based on performance criteria approved by the Company's Compensation Committee. Mr. Schwarz will have the opportunity for future long-term and short-term incentive equity grants consistent with corporate executive level positions starting in 2011, pending approval of the equity grants by the Company's Board of Directors. Mr. Schwarz will also be eligible to participate in the Company's employee benefits plans. In the event the Company terminates Mr. Schwarz's employment "without cause" within the first two consecutive years of employment, the Company agrees to pay Mr. Schwarz separation pay equal to six months of his then current base salary and reimburse him for the monthly premiums for elected COBRA coverage for a period of up to six months. In the event the Company terminates Mr. Schwarz's employment "without cause" after two consecutive years of employment, the Company agrees to pay Mr. Schwarz separation pay equal to twelve months of his then current base salary and reimburse him for the monthly premiums for elected COBRA coverage for a period of up to twelve months. For purposes of the offer letter, "without cause" means for any reason other than willful misconduct, fraud, breach of ethics and other published policies of the Company.

On June 23, 2011, the Company issued a press release announcing Mr. Schwarz's appointment, as described in this Item 5.02(c) of this Current Report on Form 8-K, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Offer letter between the Company and Kenneth D. Schwarz dated June 17, 2011.
99.1	Press Release announcing appointment of Kenneth D. Schwarz dated June 23, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

Dated: June 23, 2011

By:	/s/ Christie A. Hill
Name:	Christie A. Hill, Esq.
Title:	General Counsel, Secretary and Senior Vice President, Compliance Officer

Exhibit 10.1

June 17, 2011

Ken Schwarz
401 Troy Court
Vienna, VA 22180

Dear Ken:

On behalf of Primus Telecommunications, Inc. (the Company), it is my pleasure to offer you full-time employment for the position of Senior Vice President, Chief Financial Officer of Primus Telecommunications Group, Incorporated, reporting to Peter Aquino, Chairman, President, and CEO. Your primary responsibilities will be Financial Planning & Analysis, Treasury, Accounting, Tax, and Information Technology. Your primary office will be the McLean, VA office. Your start date will be Tuesday, July 5, 2011, subject to the conditions set forth herein.

This offer is subject to written affirmation of the Company's Code of Ethics, Confidentiality Agreement and other policies and successful completion of reference, background, and credit checks, as well as a drug screen. Your employment with the Company is at-will meaning both you and the Company can end the employment relationship at any time and for any reason.

Your semi-monthly salary will be $13,541.67, which is $325,000.00 annually. Beginning in 2011, you will be eligible for an annual bonus targeted at 50% of your annual base salary based on performance criteria approved by the Company's Board of Director's Compensation Committee. The bonus will be payable in the calendar year following the calendar year in which the performance objectives for such bonus are measured, i.e., March 2012 for 2011 performance, provided you are employed on the payment date.

You will also have the opportunity for future long-term ("LTI") and short-term ("STI") incentive equity grants consistent with corporate executive level positions starting in 2011, pending approval of the equity grants by the Company's Board of Directors. The STI has a three (3) year vesting schedule that is 50% time-based and 50% performance-based. The performance target is based upon the Company's EBITDA less Capital Expenditures results against budgeted targets for each year of the plan. The LTI is based upon the Company attaining specific stock prices within a three (3) year period. The Compensation Committee reserves the right to change the equity plans at any given time.

Effective on your start date, you will be eligible to participate in the Company's employee benefit plans for health, dental, vision, life insurance, voluntary life insurance, AD&D, and short-term and long-term disabilities. Providing you have met the minimum age requirement on the 1st of the quarter following your date of hire, you will be automatically enrolled in the 401(k) Plan.

In addition to the benefits listed above, you will be eligible for paid time off ("PTO") of 27 days annually, accrued at a rate of 9.00 hours per pay period, commencing with your start date. In addition, and for the year 2011, you will also be entitled to an additional ten (10) days of PTO. In accordance with the Company's current policy on PTO leave, you will be eligible to carry forward a maximum of five (5) PTO days in any one year.

In the event the Company terminates your employment "without cause within the first two (2) consecutive years of employment, the Company agrees to pay you separation pay equal to six (6) months of your then current base salary and will reimburse you for the monthly premiums for elected COBRA coverage for a period of up to six (6) months.

In the event the Company terminates your employment “without cause after two (2) consecutive years of employment, the Company agrees to pay you separation pay equal to twelve (12) months of your then current base salary and will reimburse you for the monthly premiums for elected COBRA coverage for a period of up to twelve (12) months. For purposes of this agreement, “without cause” shall mean for any reason other than willful misconduct, fraud, breach of ethics and other published policies of the Company.

Separation pay will be paid in accordance with the Company’s regular semi-monthly payroll practices and will begin on the Company’s next regularly scheduled pay date after the expiration of any applicable revocation period, unless otherwise required by law. Separation payments will be repeated each payroll cycle until the separation pay has been paid out in full. All separation pay described herein shall be subject to appropriate federal and state withholding. Your entitlement to such payment will be subject to you signing a Separation and General Release which will contain provisions relating to confidentiality, direct and non-direct solicitation of customers and employees and other reasonable and traditional terms.

You may serve on one (1) public or private corporate Board with the prior written consent of the Company’s Board of Directors. You may serve on non-profit Boards without the prior consent of the Company’s Board of Directors.

If this offer is acceptable, please sign in the space below and return to John Filipowicz, Chief Administrative Officer on or before Friday, June 17, 2011. Faxed copies confidentially accepted at 703-394-4552.

Kind regards,

/s/ John Filipowicz

John Filipowicz
Chief Administrative Officer

cc: Peter Aquino, Chairman, President, and CEO

/s/ Ken Schwarz	6/17/11
Accepted by: Ken Schwarz	Date

Exhibit 99.1

PTGi Appoints Ken Schwarz Chief Financial Officer

MCLEAN, VA – (MARKET WIRE) – June 23, 2011 – Primus Telecommunications Group, Incorporated (PTGi) (NYSE: PTGI), a global facilities-based integrated provider of advanced telecommunications products and services, announced today that its Board of Directors has appointed Ken Schwarz Chief Financial Officer, effective July 5.

Mr. Schwarz, 58, is a seasoned financial and business executive with 30 years' experience in the telecommunications industry at both private and publicly-traded companies. Prior to joining PTGi, Mr. Schwarz served as President of Simplexity, LLC, an Internet wireless retailer that acquired the assets of InPhonic, Inc. in bankruptcy, and led the company through a successful financial restructuring. Mr. Schwarz had previously served as Chief Financial Officer of InPhonic, having joined the company to explore strategic financing options and alternatives. From 1999 to 2007, he worked at Intersections Inc., a leading provider of private labeled credit management and identity theft services to consumers, first as Executive Vice President & Chief Financial Officer and most recently as President of Consumer Solutions. Before joining Intersections, he was Senior Vice President of Finance and Information Technology for WinStar Telecommunications, Inc. and held executive positions with Cable & Wireless, Inc., Unitel Communications, Inc. and MCI Communications Corporation. He is a C.P.A. and worked as an audit manager with Deloitte & Touche LLP earlier in his career. He holds a B.S. and M.B.A. from Indiana University.

"Ken's track record of success in completing financial transactions and leading financial organizations is ideally suited to PTGi as we strategically invest in the value of the PTGi portfolio, drive profitability and cash flow improvements and optimize our capital structure. He also possesses the business acumen and telecommunications experience to help execute our growth strategy and further enhance our Wall Street profile," said Peter D. Aquino, Chairman, President and Chief Executive Officer.

James Keeley, who has been PTGi's Acting Chief Financial Officer since September 2010, will take over as PTGi's Chief Accounting Officer and Treasurer effective July 5.

About PTGi

PTGi (Primus Telecommunications Group, Incorporated) is a leading provider of advanced communication solutions, including, traditional and IP voice, data, mobile services, broadband Internet, collocation, hosting, and outsourced managed services to business and residential customers in the United States, Canada, Australia, and Brazil. PTGi is also one of the leading international wholesale service providers to fixed and mobile network operators worldwide. PTGi owns and operates its own global network of next-generation IP soft switches, media gateways, hosted IP/SIP platforms, broadband infrastructure, fiber capacity, and data centers located in Canada, Australia, and Brazil. Founded in 1994, PTGi is headquartered in McLean, Virginia.

Investor Contact:

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