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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934.

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2000

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934.

COMMISSION FILE NO. 0-29-092

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	54-1708481
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)
1700 OLD MEADOW ROAD, SUITE 300, MCLEAN, VA	22102
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

(703) 902-2800
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT: (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS. YES X NO __

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE.

CLASS	OUTSTANDING AS OF JULY 31, 2000
COMMON STOCK $.01 PAR VALUE	40,250,904

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PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

INDEX TO FORM 10-Q

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2000	1999	2000	1999
NET REVENUE	$ 300,136	$ 185,626	$ 588,089	$ 316,854
COST OF REVENUE	215,250	142,860	422,685	247,456
GROSS MARGIN	84,886	42,766	165,404	69,398
OPERATING EXPENSES				
Selling, general and administrative	83,364	41,553	162,631	70,849
Depreciation and amortization	27,075	12,514	49,245	21,490
Total operating expenses	110,439	54,067	211,876	92,339
LOSS FROM OPERATIONS	(25,553)	(11,301)	(46,472)	(22,941)
INTEREST EXPENSE	(33,343)	(17,523)	(63,285)	(34,293)
INTEREST AND OTHER INCOME	8,102	2,756	15,711	6,011
LOSS BEFORE INCOME TAXES	(50,794)	(26,068)	(94,046)	(51,223)
INCOME TAXES	--	--	--	--
NET LOSS	$ (50,794)	$ (26,068)	$ (94,046)	$ (51,223)
BASIC AND DILUTED NET LOSS PER COMMON SHARE	$ (1.27)	$ (0.92)	$ (2.41)	$ (1.80)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	40,103	28,486	38,964	28,402
Other Data:				
EBITDA	$ 1,522	$ 1,213	$ 2,773	$ (1,451)

See notes to consolidated financial statements.

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	JUNE 30, 2000 (UNAUDITED)	DECEMBER 31, 1999
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 541,623	$ 471,542
Restricted investments	13,155	25,932
Marketable securities	13,678	--
Accounts receivable (net of allowance for doubtful accounts of $38,315 and $36,453)	201,297	165,384
Prepaid expenses and other current assets	76,565	56,994
Total current assets	846,318	719,852
PROPERTY AND EQUIPMENT - Net	369,402	285,390
INTANGIBLES - Net	561,586	402,030
OTHER ASSETS	51,169	44,101
TOTAL ASSETS	$ 1,828,475	$ 1,451,373
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 196,699	$ 169,527
Accrued expenses and other current liabilities	141,177	123,453
Accrued interest	39,402	32,420
Current portion of long-term obligations	19,575	16,438
Total current liabilities	396,853	341,838
LONG-TERM OBLIGATIONS	1,250,690	913,506
OTHER LIABILITIES	9,045	4,543
Total liabilities	1,656,588	1,259,887
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, $.01 par value - authorized 2,455,000 shares; none issued and outstanding	--	--
Common stock, $.01 par value - authorized 150,000,000 shares; issued and outstanding, 40,241,614 and 37,101,464 shares	402	371
Additional paid-in capital	518,928	417,060
Accumulated deficit	(318,435)	(224,389)
Accumulated other comprehensive income/(loss)	(29,008)	(1,556)
Total stockholders' equity	171,887	191,486
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,828,475	$ 1,451,373

See notes to consolidated financial statements.

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	SIX MONTHS ENDED JUNE 30, 2000	SIX MONTHS ENDED JUNE 30, 1999
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (94,046)	$ (51,223)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation, amortization and accretion	49,426	21,670
Sales allowance	8,292	8,361
Stock issuance - 401(k) Plan	75	118
Minority interest share of loss	(69)	--
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable	(38,260)	(23,709)
(Increase) decrease in prepaid expenses and other current assets	(19,050)	(24,241)
(Increase) decrease in other assets	(3,029)	(3,476)
Increase (decrease) in accounts payable	10,153	13,354
Increase (decrease) in accrued expenses, other current liabilities and other liabilities	(10,077)	38,193
Increase (decrease) in accrued interest payable	6,974	9,859
Net cash used in operating activities	(89,611)	(11,094)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(92,447)	(45,395)
Sale (purchase) of restricted investments	12,778	12,062
Purchase of marketable securities	(15,005)	--
Cash used for business acquisitions, net of cash acquired	(51,426)	(92,594)
Net cash used in investing activities	(146,100)	(125,927)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on capital leases and other long-term obligations	(3,857)	(20,419)
Proceeds from sale of common stock and exercise of stock options	2,467	1,396
Proceeds from issuance of long-term obligations	324,735	192,500
Deferred financing costs	(10,000)	--
Net cash provided by financing activities	313,345	173,477
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(7,553)	(3,973)
NET CHANGE IN CASH AND CASH EQUIVALENTS	70,081	32,483
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	471,542	136,196
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 541,623	$ 168,679

See notes to consolidated financial statements.

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)
(unaudited)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2000	1999	2000	1999
NET LOSS	$ (50,794)	$ (26,068)	$ (94,046)	$ (51,223)
OTHER COMPREHENSIVE INCOME/(LOSS) -				
Foreign currency translation adjustment	(15,752)	591	(26,130)	1,875
Unrealized Gain/(Loss) on marketable securities	(16,724)	--	(1,322)	--
COMPREHENSIVE LOSS	$ (83,270)	$ (25,477)	$(121,498)	$ (49,348)

See notes to consolidated financial statements.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Primus Telecommunications Group, Incorporated (the "Company" or "Primus") have been prepared in accordance with generally accepted accounting principles for interim financial reporting and Securities and Exchange Commission ("SEC") regulations. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the financial statements reflect all adjustments (of a normal and recurring nature) which are necessary to present fairly the financial position, results of operations, cash flows and comprehensive loss for the interim periods. The results for the six months ended June 30, 2000 are not necessarily indicative of the results that may be expected for the year ending December 31, 2000.

The financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's most recently filed Form 10-K.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation --The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries and all other subsidiaries over which the Company exerts control. All material intercompany profits, transactions, and balances have been eliminated in consolidation. There are minority shareholders representing outside ownership of 49% of the common stock of Matrix Internet, S.A. ("Matrix"), 49% of Cards & Parts Telecom GmbH ("Cards & Parts"), 49% of CS Communications Systems GmbH and CS Network GmbH ("Citrus"), 63% of Bekkoame Internet, Inc. ("Bekko"), 9.9% of A-Tel GmbH ("A-Tel"), and 40% of Direct Internet Pvt., Ltd. ("DIPL"), all of which the Company has a controlling interest. All other investments in affiliates are carried at cost.

Marketable Securities --Marketable securities are classified as available-for-sale and are recorded at current market value. Net unrealized gains and losses on marketable securities are excluded from earnings and are reported as other comprehensive income/(loss) until realized.

New Accounting Pronouncements --In March 2000, the Financial Accounting Standards Board issued Interpretation No. 44, "Accounting for Certain Transactions involving Stock Compensation, an interpretation of APB Opinion No. 25," which clarifies the application of Opinion 25 for certain issues including: (1) the definition of an employee for purposes of applying APB Opinion 25, (2) the criteria for determining whether a plan qualifies as a noncompensatory plan, (3) the accounting consequences of various modifications to the terms of a previously fixed stock option or award and (4) the accounting for an exchange of stock compensation awards in a business combination. The Company does not expect that the adoption of this interpretation will have a material impact on the Company's consolidated financial position or results of operations.

In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements," which provides guidance on the recognition, presentation and disclosure of revenue in financial statements. The guidelines in SAB No. 101 must be adopted, and the Company intends to adopt such guidelines, by the fourth quarter of 2000.

(3) ACQUISITIONS

In June 2000, the Company acquired 100% of CTE Networks ("CTE"), a long-distance reseller for $3.4 million (subject to additional purchase price adjustments), with payments through June 30, 2000 amounting to $2.0 million in cash and 50,269 shares of the Company's common stock. The terms of the acquisition agreement provide for additional consideration to be paid if the acquired company's results of operations exceed certain targeted levels. Such consideration will be paid in cash and shares of the Company's common stock and the maximum amount of additional consideration remaining at June 30, 2000 is approximately $20.3 million and will be payable, if earned through December 31, 2000. Any additional consideration paid will be recorded as goodwill when payment is made.

In May 2000, the Company acquired 90.1% of A-Tel GmbH ("A-Tel"), a German reseller of voice traffic to small-and medium-sized enterprises ("SMEs"), for $1.4 million in cash.

In May 2000, the Company acquired 100% of InterNeXt S.A. ("InterNeXt"), a value-added Internet Service Provider ("ISP") with national facilities in France, for $13.8 million (subject to purchase price adjustments), with payments though June 30, 2000 amounting to $10.7 million in cash and 33,446 shares of the Company's common stock. The maximum amount of remaining consideration payable at June 30, 2000 is approximately $2.1 million.

In May 2000, the Company acquired 100% of Global Sales Pty., Ltd. ("Global Sales"), an agent serving the Company's retail operations in Australia, for $1.3 million in cash.

In April 2000, the Company gained a controlling interest in Direct Internet Pvt., Ltd. ("DIPL"), an India-based company providing Internet services, with an investment of $2.6 million in cash.

In March 2000, the Company acquired 37% and control of Bekkoame Internet, Inc. ("Bekko"), a Japanese facilities-based ISP for $10.9 million in cash.

In March 2000, the Company acquired Eco Software, Inc. ("Shore.Net"), a U.S. based, business-focused ISP for $44.5 million, comprised of $23.5 million in cash and 477,886 shares of the Company's common stock.

In February 2000, the Company acquired 51% of each of CS Communications Systems GmbH and CS Network GmbH ("Citrus"), a reseller of voice traffic and seller of telecommunications equipment and accessories for $1.0 million, comprised of $0.9 million in cash and 2,092 shares of the Company's common stock.

In February 2000, the Company acquired over 96% of the common stock of LCR Telecom Group, Plc ("LCR Telecom"), and subsequently the Company acquired the remaining shares for a total of 100%, in exchange for 2,216,632 shares of the Company's common stock valued at $73.4 million. Acquisition expenses increased the total purchase price to $76.2 million. The purchase price is subject to adjustment and may be increased to a total of 2,277,092 shares. LCR Telecom operates principally in European markets and is an international telecommunications company providing least cost routing, international callback and other value added services, primarily to small- and medium-sized enterprises.

In January 2000, the Company acquired Infinity Online Systems ("Infinity"), an ISP based in Ontario, Canada, for $2.3 million, comprised of $1.2 million in cash and 29,919 shares of the Company's common stock.

The Company has accounted for all of these acquisitions using the purchase method of accounting and accordingly, the net assets and results of operations of the acquired companies have been included in the Company's financial statements since the acquisition dates. The purchase price, including direct costs, of the Company's acquisitions was allocated to assets acquired, including intangible assets and liabilities assumed, based on their respective fair values at the acquisition dates. The purchase price allocation for the 2000 acquisitions are preliminary.

(4) MARKETABLE SECURITIES

In connection with a strategic business arrangement with Pilot Network Services ("Pilot"), in January 2000, the Company made a $15.0 million strategic investment in Pilot pursuant to which the Company purchased 919,540 shares, or 6.3%, of Pilot's common stock at a price of $16.3125 per share, and received a warrant to purchase an additional 200,000 shares at $25.00 per share. At June 30, 2000, the unrealized loss on this investment was $1.3 million.

(5) GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and other intangible assets consist of the following (in thousands):

	June 30, 2000 (unaudited)	December 31, 1999
Goodwill	$ 477,054	$ 340,272
Customer lists	138,233	95,192
Other	3,834	1,914
Subtotal	619,121	437,378
Less: Accumulated amortization	(57,535)	(35,348)
Total goodwill and other intangible assets, net	$ 561,586	$ 402,030

Amortization expense for Goodwill and Other Intangible Assets for the six months ended June 30, 2000 was $22.8 million.

(6) LONG-TERM OBLIGATIONS

Long-term obligations consist of the following (in thousands):

	June 30, 2000 (unaudited)	December 31, 1999
Obligations under capital leases	$ 19,780	$ 21,072
Senior notes	1,168,988	868,807
Equipment financing	43,042	29,406
Other long-term obligations	38,455	10,659
Subtotal	1,270,265	929,944
Less: Current portion of long-term obligations	(19,575)	(16,438)
Total	$ 1,250,690	$ 913,506

In February 2000, the Company completed the sale of $250 million in aggregate principal amount of 5 3/4% convertible subordinated debentures due 2007 ("February 2000 Debentures") with semi-annual interest payments. On March 13, 2000, the Company announced that the initial purchasers of the February 2000 Debentures had exercised their $50 million over-allotment option granted pursuant to a purchase agreement dated February 17, 2000. The debentures are convertible into approximately 6,025,170 shares of the Company's common stock based on a conversion price of $49.7913 per share.

During the year ended December 31, 1999, NTFC Capital Corporation and Ericsson Financing Plc provided to the Company $30.0 million and $34.3 million, respectively, in financing to fund the purchase of network equipment, secured by the equipment purchased. At June 30, 2000, $30.0 million was utilized through NTFC Capital Corporation and $10.3 million was utilized through Ericsson Financing Plc. Borrowings under these credit facilities accrue interest at rates ranging from 10.93% to LIBOR plus 5.8% and are payable over a 5-year term. At December 31, 1999, approximately $24.4 million was utilized through NTFC Capital Corporation.

In March 2000, the Company entered into a strategic business alliance agreement with Hewlett-Packard Company pursuant to which Hewlett-Packard will provide products and services to enable the Company to develop data centers in Europe, Australia, Japan and Brazil. Hewlett-Packard also agreed to purchase up to $50 million in convertible debt. Such debt will bear interest at a rate of 9.25% per annum and is convertible into the Company's common stock at a price of $60 per share. The Company has the right under certain circumstances to require Hewlett-Packard to convert the debt to equity. As of June 30, 2000, Hewlett-Packard funded $25 million of this investment, which is included in other long-term obligations. Until converted, the debt will be secured by equipment purchased from Hewlett-Packard with the proceeds of the investment.

(7) OPERATING SEGMENT AND RELATED INFORMATION

The Company has three reportable operating segments based on management's organization of the enterprise into geographic areas - North America, Asia-Pacific and Europe. The Company evaluates the performance of its segments and allocates resources to them based upon net revenue and income/(loss) from operations. Operations and assets of the North America segment include shared corporate functions and assets, which the Company does not allocate to its other geographic segments for management reporting purposes. Summary information with respect to the Company's segments is as follows (in thousands):

	Three Months Ended June 30, (unaudited)	
	2000	1999
NET REVENUE		
North America	$ 131,903	$ 90,696
Asia-Pacific	79,683	56,084
Europe	88,550	38,846
Total	$ 300,136	$ 185,626
INCOME/(LOSS) FROM OPERATIONS		
North America	$ (13,777)	$ (9,184)
Asia-Pacific	(2,985)	(1,698)
Europe	(8,791)	(419)
Total	$ (25,553)	$ (11,301)

	June 30, (unaudited)	December 31,
	2000	1999
ASSETS		
North America	$1,257,702	$1,069,716
Asia-Pacific	195,564	182,748
Europe	375,209	198,909
Total	$1,828,475	$1,451,373

(8) COMMITMENTS AND CONTINGENCIES

In December 1999, the Company agreed to purchase approximately $23.2 million of fiber capacity from Qwest Communications which will provide the Company with an ATM+IP based nationwide broadband backbone of nearly 11,000 route miles of fiber optic cable in the U.S. as well as private Internet peering at select sites in the U.S. and overseas. In March 2000, the Company agreed to purchase an additional $22.2 million of fiber capacity and other services.

On December 9, 1999, Empresa Hondurena de Telecommunicaciones, S.A., based in Honduras, filed suit in Florida State Court in Broward County against TresCom and one of TresCom's wholly-owned subsidiaries, St. Thomas and San Juan Telephone Company, alleging that such entities failed to pay amounts due to plaintiff pursuant to contracts for the exchange of telecommunications traffic during the period from December 1996 through September 1998. The Company acquired TresCom in June 1998 and TresCom is currently the Company's subsidiary. Plaintiff is seeking approximately $14 million in damages, plus legal fees and costs. The Company filed an answer on January 25, 2000 and discovery has commenced. Because it is only in the early stages of discovery, the Company's ultimate legal and financial liability with respect to such legal proceeding cannot be estimated with any certainty at this time. The Company intends to defend the case vigorously.

The Company is subject to certain other claims and legal proceedings that arise in the ordinary course of its business activities. Each of these matters is subject to various uncertainties, and it is possible that some of these matters may be decided unfavorably to the Company. Management believes that any liability that may ultimately result from the resolution of these matters will not have material adverse effect on the financial condition or results of operations or cash flows of the Company.

(9) SUBSEQUENT EVENTS

None.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Primus is a facilities-based global total service provider offering bundled international and domestic Internet data and voice services to business and residential retail customers and other carriers located in the United States, Canada, Brazil, the United Kingdom, continental Europe, Australia and Japan. The Company seeks to capitalize on the increasing demand for high-quality international communications services, which is being driven by the globalization of the world's economies, the worldwide trend toward telecommunications deregulation and the growth of global data and Internet traffic. Primus provides services over its network, which consists of (i) 23 carrier-grade switches, including 19 international gateway switches in the United States, Australia, Canada, France, Germany, Japan, Puerto Rico and the United Kingdom and four domestic switches in Australia; (ii) more than 300 points of presence ("POPs") and Internet access nodes in additional markets within our principal service regions; (iii) both owned and leased transmission capacity on undersea and land-based fiber optic cable systems; and (iv) an international satellite earth station located in London, together with the capacity the Company leased on an Intelsat satellite. Utilizing this network, along with resale arrangements and foreign carrier agreements, the Company provides quality service to approximately 2.1 million customers.

Net revenue is earned based on the number of minutes billable and is recorded upon completion of a call, adjusted for sales allowance. The Company generally prices its services at a savings compared to the major carriers operating in its principal service regions. The Company's net revenue is derived from carrying a mix of business, residential and carrier long distance traffic, data and Internet traffic and in Australia, also from the provision of both local and cellular services. The Company expects to market its services to customers with significant international long distance usage, including small- and medium-sized businesses, multinational corporations, ethnic residential customers and other telecommunications carriers and resellers.

Cost of revenue is comprised primarily of costs incurred from other domestic and foreign telecommunications carriers to originate, transport and terminate calls. The majority of the Company's cost of revenue is variable, based upon the number of minutes of use, with transmission and termination costs being the Company's most significant expense. As the Company increases the portion of traffic transmitted over its leased or owned facilities, cost of revenue increasingly will be comprised of fixed costs.

Although the Company's functional currency is the United States dollar, a significant portion of the Company's net revenue is derived from its sales and operations outside the United States. In the future, the Company expects to continue to derive a significant portion of its net revenue and incur a significant portion of its operating costs from outside of the United States; therefore, changes in foreign currency exchange rates have had and may continue to have a significant effect on the Company's results of operations. The Company historically has not engaged in hedging transactions and does not currently contemplate engaging in hedging transactions to mitigate foreign exchange risks.

OTHER OPERATING DATA

The following information for the three months ended June 30, 2000 and 1999 (in thousands) is provided for informational purposes and should be read in conjunction with the unaudited Consolidated Financial Statements and Notes thereto contained elsewhere herein and the Consolidated Financial Statements presented with the Company's most recently filed Form 10-K.

	Three Months Ended June 30, 2000 (unaudited)			
		Minutes of Long Distance Use		
	Net Revenue	International	Domestic	Total
North America	$ 131,903	428,977	482,442	911,419
Asia-Pacific	79,683	38,318	160,742	199,060
Europe	88,550	314,990	255,968	570,958
Total	$ 300,136	782,285	899,152	1,681,437

	Three Months Ended June 30, 1999 (unaudited)			
		Minutes of Long Distance Use		
	Net Revenue	International	Domestic	Total
North America	$ 90,696	276,128	173,438	449,566
Asia-Pacific	56,084	36,815	108,923	145,738
Europe	38,846	129,277	58,686	187,963
Total	$ 185,626	442,220	341,047	783,267

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2000 AS COMPARED TO THE THREE MONTHS ENDED JUNE 30, 1999.

NET REVENUE increased $114.5 million or 61.7% to $300.1 million for the three months ended June 30, 2000, from $185.6 million for the three months ended June 30, 1999.

North America: Of the total Company's net revenue increase of $114.5 million, $41.2 million was associated with North American operations, representing a growth rate of 45.4%. The growth reflects increased traffic in business and ethnic residential retail operations and in carrier operations, and includes the operations of the Company's 1999 and 2000 acquisitions including Telegroup (since the June 1999 acquisition), AT&T Canada (since the May 1999 customer base acquisition), TelSN (since the June 1999 acquisition), Matrix (since the November 1999 acquisition) and Shore.Net (since the March 2000 acquisition).

Asia-Pacific: The Company's Asia-Pacific net revenue increased $23.6 million or 42.1% from $56.1 million for the three months ended June 30, 1999 to $79.7 million for the three months ended June 30, 2000. Part of the net revenue increase in the Asia-Pacific region was from the provision of local access in Australia, which resulted from unbundling of the local loop for residential customers, as well as the continued growth in the Company's voice business. Additionally, data and Internet growth in Australia and the acquisition of Bekko (since the March 2000 acquisition) contributed to the increase in net revenue.

Europe: European net revenue increased $49.8 million, growing 128.0% from $38.8 million for the three months ended June 30, 1999 to $88.6 million for the three months ended June 30, 2000. The European net revenue increase is primarily attributed to the addition of

Telegroup (since the June 1999 acquisition), LCR Telecom (since the February 2000 acquisition), Cards &

Parts (since the September 1999 acquisition), Citrus (since the February 2000 acquisition), InterNeXt (since the May 2000 acquisition) and A-Tel (since the May 2000 acquisition). The additional net revenue growth resulted from increased retail business and residential traffic in Germany and the United Kingdom. Carrier services also increased in Germany, France, Spain and Switzerland from the same period in 1999.

COST OF REVENUE increased $72.4 million, from $142.9 million for the three months ended June 30, 1999 to $215.3 million, for the three months ended June 30, 2000. As a percentage of net revenue, the cost of revenue decreased by 530 basis points from 77.0% to 71.7% primarily due to the continuing expansion of the Company's global network, a greater mix of retail versus carrier traffic, the continuing migration of existing and newly generated customer traffic onto the Company's network and new higher margin product offerings such as data and Internet services. The increase in the cost of revenue is attributable to the increase in traffic volumes and associated net revenue growth, and the addition of expense from acquired operations including LCR, Telegroup, the LTN and Wintel Companies and AT&T Canada.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES increased $41.8 million to $83.4 million, or 27.8% of net revenue, for the three months ended June 30, 2000 from $41.6 million, or 22.4% of net revenue, for the three months ended June 30, 1999. The increase is attributable to the impact of increased advertising, marketing and sales expenses, expansion of the Company's data and Internet business and the impact of the Company's retail acquisitions which include LCR, Telegroup, and AT&T Canada.

DEPRECIATION AND AMORTIZATION EXPENSE increased by $14.6 million to $27.1 million for the three months ended June 30, 2000 from $12.5 million for the three months ended June 30, 1999. The increase is associated with increased amortization expense related to intangible assets arising from the Company's acquisitions and with increased depreciation expense related to capital expenditures for fiber optic cable, switching and other network equipment being placed into service in addition to the impact of the Company's retail acquisitions.

INTEREST EXPENSE increased from $17.5 million for the three months ended June 30, 1999 to $33.3 million for the three months ended June 30, 2000. The increase is primarily attributable to the $300 million 5 3/4% Convertible Subordinated Debentures due 2007 ("February 2000 Debentures"), the $250 million 12 3/4% Senior Notes due 2009 ("October 1999 Senior Notes"), the $45.5 million 11 1/4% senior notes due 2009 ("Telegroup Notes"), and additional capital lease and equipment financing.

INTEREST INCOME increased to $8.1 million for the three months ended June 30, 2000 from $2.8 million for the three months ended June 30, 1999. The increase is a result of the net proceeds from the Company's debt and secondary equity offerings.

RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2000 AS COMPARED TO THE SIX MONTHS ENDED JUNE 30, 1999.

NET REVENUE increased $271.2 million or 85.6% to $588.1 million for the six months ended June 30, 2000, from $316.9 million for the six months ended June 30, 1999.

North America: Of the net revenue increase, $106.6 million was associated with North American operations, representing a growth rate of 69.8%. The growth reflects increased traffic in business and ethnic residential retail operations and in carrier operations, and includes the operations of the Company's 1999 and 2000 acquisitions including Telegroup (since the June 1999 effective date of the acquisition), AT&T Canada (since the May 1999 customer base acquisition), the LTN and Wintel Companies (since the March 1999 acquisition), TelSN (since the June 1999 acquisition), Matrix (since the November 1999 acquisition) and Shore.Net (since the March 2000 acquisition).

Asia-Pacific: The Company's Asia-Pacific net revenue increased $54.1 million or 53.8% from $100.5 million for the six months ended June 30, 1999 to $154.6 million for the six months ended June 30, 2000. Part of the net revenue increase in the Asia-Pacific region was from the provision of local access in Australia, which resulted from unbundling of the local loop for residential customers, as well as the continued growth in the Company's voice business.

Additionally, data and Internet growth in Australia and the acquisition of Bekko (since the March 2000 acquisition) contributed to the increase in net revenue.

Europe: European net revenue increased $110.5 million, growing 174% from $63.5 million for the six months ended June 30, 1999 to $174.0 million for the six months ended June 30, 2000. The European net revenue increase is primarily attributed to the addition of Telegroup, LCR Telecom and Cards & Parts operations. The additional net revenue growth resulted from increased retail business and residential traffic in Germany and the United Kingdom. Carrier services also increased in the United Kingdom, Germany and France from the same period in 1999.

COST OF REVENUE increased $175.2 million, from $247.5 million for the six months ended June 30, 1999 to $422.7 million, for the six months ended June 30, 2000. As a percentage of net revenue, the cost of revenue decreased by 620 basis points from 78.1% to 71.9% primarily due to the continuing expansion of the Company's global network, a greater mix of retail versus carrier traffic, the continuing migration of existing and newly generated customer traffic onto the Company's network and new higher margin product offerings such as data and Internet services. The increase in the cost of revenue is attributable to the increase in traffic volumes and associated net revenue growth, and the addition of expense from acquired operations including LCR, Telegroup, AT&T Canada and the LTN and Wintel Companies.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES increased $91.8 million to $162.6 million, or 27.7% of net revenue, for the six months ended June 30, 2000 from $70.8 million, or 22.4% of net revenue, for the six months ended June 30, 1999. The increase is attributable to the impact of increased advertising, marketing and sales expenses, expansion of the Company's data and Internet business and the impact of the Company's retail acquisitions which include LCR, Telegroup, and AT&T Canada.

DEPRECIATION AND AMORTIZATION EXPENSE increased by $27.7 million to $49.2 million for the six months ended June 30, 2000 from $21.5 million for the six months ended June 30, 1999. The increase is associated with increased amortization expense related to intangible assets arising from the Company's acquisitions and with increased depreciation expense related to capital expenditures for fiber optic cable, switching and other network equipment being placed into service placed into service, in addition to the impact of the Company's retail acquisitions.

INTEREST EXPENSE increased from $34.3 million for the six months ended June 30, 1999 to $63.3 million for the six months ended June 30, 2000. The increase is primarily attributable to the $300 million 5 3/4% Convertible Subordinated Debentures due 2007 ("February 2000 Debentures"), the $250 million 12 3/4% Senior Notes due 2009 ("October 1999 Senior Notes"), the $45.5 million 11 1/4% senior notes due 2009 ("Telegroup Notes"), and additional capital lease and equipment financing.

INTEREST INCOME increased to $15.7 million for the six months ended June 30, 2000 from $6.0 million for the six months ended June 30, 1999. The increase is a result of the net proceeds from the Company's debt and secondary equity offerings.

LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity requirements arise from cash used in operating activities, purchases of network equipment including switches, related transmission equipment and international and domestic fiber optic cable transmission capacity, satellite earth stations and satellite transmission capacity, interest and principal payments on outstanding indebtedness, and acquisitions of and strategic investments in businesses. The Company has financed its growth to date through public offerings and private placements of debt and equity securities, bank debt, equipment financing and capital lease financing.

Net cash used in operating activities was $89.6 million for the six months ended June 30, 2000 as compared to net cash used in operating activities of $11.1 million for the six months ended June 30, 1999. The increase in operating cash used was comprised of an increase in the net loss mostly due to an increase in interest expense, an increase in accounts receivable due to higher revenue in 2000, and a decrease in accounts payable.

Net cash used in investing activities was $146.1 million for the six months ended June 30, 2000 compared to net cash used in investing activities of $125.9 million for the six months ended June 30, 1999. Net cash used in investing activities during the six months ended June 30, 2000 includes $92.4 million of capital expenditures primarily for the expansion of the Company's global network as compared to $45.4 million during the six months ended June 30, 1999. Additionally, $51.4 million of cash was used during the three months ended March 31, 2000 to acquire Shore.Net, Infinity, Citrus, Bekko, DIPL, Global Sales, InterNeXt, A-Tel and CTE. Cash was also used to purchase $15.0 million of marketable securities of Pilot Network Services.

Net cash provided by financing activities was $313.3 million for the six months ended June 30, 2000 as compared to net cash provided by financing activities of $173.5 million for the six months ended June 30, 1999. Cash provided by financing activities in the six months ended June 30, 2000 resulted primarily from $290.0 million of net proceeds from the sale of the February 2000 Debentures, as well as $25.0 million from the Hewlett-Packard investment, partially offset by $3.9 million of payments on capital leases and other long-term obligations.

The Company believes that the net proceeds from the 2000 Convertible Debt, together with its existing cash and available capital lease and equipment financing (subject to the limitations in the Indentures related to the Company's senior notes) will be sufficient to fund the Company's operating losses, debt service requirements, capital expenditures, possible acquisitions and other cash needs for its operations, including iPRIMUS.com, through the end of next year, 2001. The semi-annual interest payments due under the 1997 Senior Notes through August 1, 2000 had been pre-funded and paid from restricted investments. The Company is continually evaluating the expansion of its service offerings and plans to make further investments in and enhancements to its switches and distribution channels in order to expand its service offerings. In order to fund these additional cash requirements, the Company anticipates that it will be required to raise additional financing from public or private equity or debt sources. However, the Company may also be required to reduce its expansion and capital expenditures in the event it cannot raise additional capital when needed. Additionally, if the Company's plans or assumptions change, including those with respect to the development of the network and the level of Primus's operations and operating cash flow, if its assumptions prove inaccurate, if it consummates additional investments or acquisitions, if it experiences unexpected costs or competitive pressures, or if existing cash and any other borrowings prove to be insufficient, the Company may be required to seek additional capital sooner than expected. Except as described herein, Primus presently has no binding commitment or binding agreement with respect to any material acquisition, joint venture or strategic investment. However, from time to time, the Company may be party to one or more non-binding letters of intent regarding material acquisitions which, if consummated, may be paid for with cash or through the issuance of a significant number of shares of the Company's common stock.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

Statements in this Form 10-Q, including those concerning the Company's expectations of future sales, net revenue, gross profit, net income, network development, traffic development, capital expenditures, selling, general and administrative expenses, service introductions and cash requirements include certain forward-looking statements. As such, actual results may vary materially from such expectations. Factors, which could cause results to differ from expectations, include risks associated with:

Limited Operating History; Entry into Developing Markets. The Company was founded in February 1994, began generating revenue in March 1995. The Company intends to enter additional markets or businesses, including establishing an Internet business, where Primus has limited or no operating experience. Accordingly, the Company cannot provide assurance that its future operations will generate operating or net income, and the Company's prospects must be considered in light of the risks, expenses, problems and delays inherent in establishing a new business in a rapidly changing industry.

Limited Operating History; Entry into Internet and data business. Primus has recently begun targeting businesses and residential customers for Internet and data services through its subsidiary iPRIMUS.com and other recently acquired ISPs. The Company has been expanding and intends to continue to expand, its offering of data and Internet services worldwide. Primus anticipates offering a

full-range of Internet protocol-based data and voice communications over the global broadband ATM+IP network which the Company is beginning to deploy over its existing network infrastructure. Primus has limited experience in the Internet business and cannot provide assurance that it will successfully establish or expand the business. Currently, the Company provides Internet services to business and residential customers in the United States, Australia, Canada, Brazil and Germany, and offers Internet transmission services in the Indian Ocean/Southeast Asia regions through its satellite earth station in London.

The market for Internet connectivity and related services is extremely competitive. Primus's primary competitors include other ISPs that have a significant national or international presence. Many of these carriers have substantially greater resources, capital and operational experience than Primus does. The Company also expects it will experience increased competition from traditional telecommunications carriers that expand into the market for Internet services. In addition, Primus will require substantial additional capital to make investments in its Internet operations, and it may not be able to obtain that capital on favorable terms or at all. The amount of such capital expenditures may exceed the amount of capital expenditures spent on the voice portion of its business going forward.

Further, even if Primus is able to establish and expand its Internet business, the Company will face numerous risks that may adversely affect the operations of its Internet business. These risks include:

- competition in the market for Internet services;
- Primus's limited operating history as an ISP;
- Primus's reliance on third parties to provide maintenance and support services for the Company's ATM+IP network;
- Primus's reliance on third-party proprietary technology, including Pilot's HDI security protocol, to provide certain services to Primus's customers;
- the Company's ability to recruit and retain qualified technical, engineering and other personnel in a highly competitive market;
- Primus's ability to adapt and react to rapid changes in technology related to the Internet business;
- uncertainty relating to the continuation of the adoption of the Internet as a medium of commerce and communications;
- vulnerability to unauthorized access, computer viruses and other disruptive problems due to the accidental or intentional actions of others;
- adverse regulatory developments;
- the potential liability for information disseminated over Primus's network; and
- the Company's need to manage the growth of its Internet business, including the need to enter into agreements with other providers of infrastructure capacity and equipment and to acquire other ISPs and Internet-related businesses on acceptable terms.

Finally, Primus expects to incur operating losses and negative cash flow from its Internet and data business as the Company expands, builds out and upgrades this part of the business. Any such losses and negative cash flow are expected to partially offset the expected positive cash flow generated by the voice business and effectively reduce the overall cash flow of Primus as a whole.

Managing Rapid Growth. The Company's strategy of rapid growth has placed, and is expected to continue to place, a significant strain on the Company. In order to manage its growth effectively, the Company must continue to implement and improve its operational and financial systems and controls, purchase and utilize additional transmission facilities, and expand, train and manage its employees, all within a rapidly-changing regulatory environment. Inaccuracies in the Company's forecast of traffic could result in insufficient or excessive transmission facilities and disproportionate fixed expenses.

Substantial Indebtedness; Liquidity. The Company currently has substantial indebtedness and anticipates that it and its subsidiaries will incur additional indebtedness in the future. The level of the

Company's indebtedness (i) could make it more difficult for it to make payments of interest on its outstanding debt; (ii) could limit the ability of the Company to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements or other purposes; (iii) requires that a substantial portion of the Company's cash flow from operations, if any, be dedicated to the payment of principal and interest on its indebtedness and other obligations and, accordingly, will not be available for use in its business; (iv) could limit its flexibility in planning for, or reacting to, changes in its business; (v) results in the Company being more highly leveraged than some of its competitors, which may place it at a competitive disadvantage; and (vi) will make it more vulnerable in the event of a downturn in its business.

Historical and Future Operating Losses; Negative EBITDA; Net Losses. Since inception, Primus had cumulative negative cash flow from operating activities and cumulative negative EBITDA. In addition, Primus incurred net losses since inception and has an accumulated deficit of approximately $318.4 million as of June 30, 2000. The Company expects to continue to incur additional operating losses and negative cash flow as it expands its operations and continues to build-out and upgrade its network. There can be no assurance that the Company's revenue will grow or be sustained in future periods or that it will be able to achieve or sustain profitability or positive cash flow from operations in any future period.

Acquisition and Strategic Investment Risks. Acquisitions, a key element in the Company's growth strategy, involve operational risks, including the possibility that an acquisition does not ultimately provide the benefits originally anticipated by management, while the Company continues to incur operating expenses to provide the services formerly provided by the acquired company, and financial risks including the incurrence of indebtedness by the Company in order to affect the acquisition and the consequent need to service that indebtedness.

Integration of Acquired Businesses. There can be no assurance that the Company will be successful in identifying attractive acquisition candidates, completing and financing additional acquisitions on favorable terms, or integrating the acquired business or assets into its own. There may be difficulty in integrating the service offerings, distribution channels and networks gained through acquisitions with the Company's own. Successful integration of operations and technologies requires the dedication of management and other personnel which may distract their attention from the day-to-day business, the development or acquisition of new technologies, and the pursuit of other business acquisition opportunities.

Intense Competition. The long distance telecommunications industry is intensely competitive and is significantly influenced by the marketing and pricing decisions of the larger industry participants. Competition in all of the Company's markets is likely to increase and, as deregulatory influences are experienced in markets outside the United States, competition in non-United States markets is likely to become similar to the intense competition in the United States. Many of the Company's competitors are significantly larger and have substantially greater financial, technical and marketing resources and larger networks than the Company, a broader portfolio of service offerings, greater control over transmission lines, stronger name recognition and customer loyalty, as well as long-standing relationships with the Company's target customers. In addition, many of the Company's competitors enjoy economies of scale that result in a lower cost structure for transmission and related costs which could cause significant pricing pressures within the industry.

Dependence on Transmission Facilities-Based Carriers. The Company's ability to maintain and expand its business is dependent upon whether the Company continues to maintain favorable relationships with the transmission facilities-based carriers to carry the Company's traffic.

International Operations. In many international markets, the existing carrier will control access to the local networks, enjoy better brand recognition and brand and customer loyalty, and have significant operational economies, including a larger backbone network and correspondent agreements. Moreover, the existing carrier may take many months to allow competitors, including the Company, to interconnect to its switches within its territory. There can be no assurance that the Company will be able to obtain the permits and operating licenses required for it to operate, obtain access to local transmission facilities or to market services in international markets. In addition, operating in international markets generally involves additional risks, including: unexpected changes in regulatory

requirements, tariffs, customs, duties and other trade barriers; difficulties in staffing and managing foreign operations; problems in collecting accounts receivable; political risks; fluctuations in currency exchange rates; foreign exchange controls which restrict repatriation of funds; technology export and import restrictions; seasonal reductions in business activity.

Dependence on Effective Information Systems. The Company's management information systems must grow as the Company's business expands and are expected to change as new technological developments occur. There can be no assurance that the Company will not encounter delays or cost-overruns or suffer adverse consequences in implementing new systems when required.

Industry Changes. The international telecommunications industry is changing rapidly due to deregulation, privatization, technological improvements, expansion of infrastructure and the globalization of the world's economies. In order to compete effectively, the Company must adjust its contemplated plan of development to meet changing market conditions. The telecommunications industry is marked by the introduction of new product and service offerings and technological improvements. The Company's profitability will depend on its ability to anticipate, assess and adapt to rapid technological changes and its ability to offer, on a timely and cost-effective basis, services that meet evolving industry standards.

Network Development; Migration of Traffic. The long-term success of the Company is dependent upon its ability to design, implement, operate, manage and maintain the Network. The Company could experience delays or cost overruns in the implementation of the Network, or its ability to migrate traffic onto its Network, which could have a material adverse effect on the Company.

Dependence on Key Personnel. The loss of the services of K. Paul Singh, the Company's Chairman and Chief Executive Officer, or the services of its other key personnel, or the inability of the Company to attract and retain additional key management, technical and sales personnel (for which competition is intense in the telecommunications industry), could have a material adverse effect upon the Company.

Government Regulation. The Company's operations are subject to constantly changing regulation. There can be no assurance that future regulatory changes will not have a material adverse effect on the Company, or that regulators or third parties will not raise material issues with regard to the Company's compliance or non-compliance with applicable regulations, any of which could have a material adverse effect upon the company.

Natural Disasters. Many of the geographic areas where the Company conducts its business may be affected by natural disasters, including hurricanes and tropical storms. Hurricanes, tropical storms and other natural disasters could have material adverse effect on the business by damaging the network facilities or curtailing telephone traffic as a result of the effects of such events, such as destruction of homes and businesses.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's primary market risk exposures relate to changes in foreign currency exchange rates and to changes in interest rates.

FOREIGN CURRENCY -- Although the Company's functional currency is the United States dollar, a significant portion of the Company's net revenue is derived from its sales and operations outside the United States. In the future, the Company expects to continue to derive a significant portion of its net revenue and incur a significant portion of its operating costs outside the United States, and changes in exchange rates have had and may continue to have a significant effect on the Company's results of operations. For example, the Company estimates that the total adverse impact of foreign currency exchange rate changes from the first quarter 2000 reduced the second quarter 2000 reported revenue by approximately $9 million. The operations of affiliates and subsidiaries in foreign countries have been funded with investments and other advances. Due to the long-term nature of such investments and advances, the Company accounts for any adjustments resulting from translation as a charge or credit to "accumulated other comprehensive loss" within the stockholders' equity section of the consolidated balance sheet. The Company historically has not engaged in hedging transactions to mitigate foreign exchange risk.

INTEREST RATES -- The Company's financial instruments that are sensitive to changes in interest rates are its (i) 1997 $225 million 11 3/4% senior notes due August 2004, (ii) 1998 $150 million 9 7/8% senior notes due May 2008, (iii) January 1999 $245.5 million 11 1/4% senior notes due January 2009, (iv) October 1999 $250 million 12 3/4% senior notes due October 2009, and (v) February 2000 $300 million 5 3/4% convertible subordinated debentures due 2007. As of June 30, 2000, the aggregate fair value of the 1997, 1998, 1999 and 2000 senior notes approximates their face value.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On December 9, 1999, Empresa Hondurena de Telecommunicaciones, S.A., based in Honduras, filed suit in Florida State Court in Broward County against TresCom and one of TresCom's wholly-owned subsidiaries, St. Thomas and San Juan Telephone Company, alleging that such entities failed to pay amounts due to plaintiff pursuant to contracts for the exchange of telecommunications traffic during the period from December 1996 through September 1998. The Company acquired TresCom in June 1998 and TresCom is currently the Company's subsidiary. Plaintiff is seeking approximately $14 million in damages, plus legal fees and costs. The Company filed an answer on January 25, 2000 and discovery has commenced. Because it is only in the early stages of discovery, the Company's ultimate legal and financial liability with respect to such legal proceeding cannot be estimated with any certainty at this time. The Company intends to defend the case vigorously.

We are involved from time to time in litigation incidental to the conduct of our business. We believe the outcome of pending legal proceedings to which we are a party will not have a material, adverse effect on our business, financial condition, results of operation or cash flow.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

(a) In June 2000, the Company acquired 100% of CTE Networks ("CTE"), a long-distance reseller for $3.4 million (subject to additional purchase price adjustments), with payments through June 30, 2000 amounting to $2.0 million in cash and 50,269 shares of the Company's common stock. The terms of the acquisition agreement provide for additional consideration to be paid if the acquired company's results of operation exceed certain targeted levels. Such consideration may be paid in cash and shares of the Company's common stock and the maximum amount of additional consideration remaining at June 30, 2000 is approximately $20.3 million and will be payable, if earned through December 31, 2000. Any additional consideration paid will be recorded as goodwill when payment is made. The Company issued the shares in reliance upon Section 4(2) of the Securities Act of 1933. CTE was previously owned by a limited number of stockholders.

(b) In May 2000, the Company acquired 100% of InterNeXt S.A. ("InterNeXt"), a value-added Internet Service Provider ("ISP") with national facilities in France, for $13.8 million (subject to purchase price adjustments), with payments though June 30, 2000 amounting to $10.7 million in cash and 33,446 shares of the Company's common stock. The maximum amount of consideration payable at June 30, 2000 is approximately $2.1 million. The Company issued the shares in reliance upon Section 4(2) of the Securities Act of 1933. InterNeXt was previously owned by a limited number of stockholders.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's Annual Meeting of Stockholders held on June 14, 2000, the stockholders of the Company, holding 40,052,901 shares of record, (i) elected Mr. Herman Fialkov and Mr. David E. Hershberg as directors of the company (ii) approved an amendment of the Company's Employee Option Plan to increase the number of shares reserved for issuance upon exercise of options granted thereunder from 5,500,000 to 7,800,000 (iii) approved an amendment of the Company's Director Option Plan to increase the number of shares reserved for issuance upon exercise of options granted thereunder from 338,100 to 600,000 and to allow for certain automatic option grants to directors, and (iv) approved an amendment to the

Company's Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 80,000,000 to 150,000,000. The voting results were as follows: 32,357,517 and 32,327,437 shares were in favor of Mr. Fialkov and Mr. Hershberg, respectively, no shares against either Mr. Fialkov or Mr. Hershberg, and 156,342 and 186,422 were withheld against Mr. Fialkov and Mr. Hershberg, respectively. The vote approving the amendment to the Company's Employee Option Plan and the amendment to the Company's Director Option Plan were 22,885,322 and 17,086,505 shares for, 1,951,811 and 7,768,152 shares against and 72,712 and 54,155 shares withheld, respectively. The vote approving the amendment to the Company's Certificate of Incorporation was 30,887,454 shares for, 1,613,982 shares against and 25,967 shares withheld. John G. Puente, Douglas M. Karp, K. Paul Singh and John F. DePodesta continued as directors of the company after the meeting.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits (see index on page 21)

(b) Reports on Form 8-K

Form 8-K dated August 3, 2000, announcing the company's financial results for the quarter ended June 30, 2000.

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 thereunto duly authorized.

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

Date August 14, 2000 By: /s/ Neil L. Hazard

Neil L. Hazard
(EXECUTIVE VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND CHIEF ACCOUNTING OFFICER)

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Primus; Incorporated by reference to Exhibit 3.1 of the Registration Statement on Form S-8, No. 333-56557 (the "S-8 Registration Statement").
3.2	Amended and Restated Bylaws of Primus; Incorporated by reference to Exhibit 3.2 of the Registration Statement on Form S-1, No. 333-10875 (the "IPO Registration Statement").
4.1	Specimen Certificate of Primus Common Stock; Incorporated by reference to Exhibit 4.1 of the IPO Registration Statement.
4.2	Form of Indenture; Incorporated by reference to Exhibit 4.1 of the Registration Statement on Form S-1, No 333-30195 (the "1997 Senior Note Registration Statement").
4.3	Form of Indenture of Primus, as amended and restated on January 20, 1999, between Primus and First Union National Bank; Incorporated by reference to Exhibit 4.3 of the 1998 Form 10-K.
4.4	Form of Warrant Agreement of Primus; Incorporated by reference to Exhibit 4.2 of the 1997 Senior Note Registration Statement.
4.5	Indenture, dated May 19, 1998, between Primus and First Union National Bank; Incorporated by reference to Exhibit 4.4 of the Registration Statement on Form S-4, No 333-58547 (the "1998 Senior Note Registration Statement").
4.6	Specimen 9 7/8% Senior Note due 2008; Incorporated by reference to Exhibit A included in Exhibit 4.4 of the 1998 Senior Note Registration Statement.
4.7	Indenture, dated January 29, 1999, between Primus and First Union National Bank; Incorporated by reference to Exhibit 4.3 of the 1998 Form 10-K.
4.8	Specimen 11 1/4% Senior Note due 2009; Incorporated by reference to Exhibit A included in Exhibit 4.7.
4.9	Rights Agreement, dated as of December 23, 1998, between Primus and StockTrans, Inc., including the Form of Rights Certificate (Exhibit A), the Certificate of Designation (Exhibit B) and the Form of Summary of Rights (Exhibit C); Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, No 000-29092 filed with the Commission on December 30, 1998.

4.10	Form of legend on certificates representing shares of Common Stock regarding Series B Junior Participating Preferred Stock Purchase Rights; Incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form 8-A, No 000-29092 filed with the Commission on December 30, 1998.
4.11	Supplemental Indenture between Primus and First Union National Bank dated January 20, 1999; Incorporated by reference to Exhibit 4.3 to Amendment No. 1 to the Company's Registration Statement on Form S-4, No. 333-76965, filed with the Commission on May 6, 1999.
4.12	Amendment 1999-1 to the Primus Telecommunications Group, Incorporated Stock Option Plan; Incorporated by reference to Exhibit 10.14 to Post-Effective Amendment No. 1 to the Company's Registration Statement on Form S-4, No. 333-76965, filed with the Commission on August 2, 1999.
4.13	Specimen 11 3/4% Senior Note Due 2004; Incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-4, No. 333-90179, filed with the Commission on November 2, 1999 (the "November S-4").
4.14	Indenture, dated October 15, 1999, between the Company and first Union National Bank; Incorporated by reference to the November S-4.
4.15	Specimen 12 3/4% Senior Note due 2009; Incorporated by reference to Exhibit A to Exhibit 4.14 hereto.
4.16	Indenture, dated February 24, 2000, between the Company and First Union National Bank; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
4.17	Specimen 5 3/4% convertible subordinated debenture due 2007; Incorporated by reference to Exhibit A to Exhibit 4.16 hereto.
10.1	Amendment No. 1 to Stockholder Agreement among Warburg, Pincus, K. Paul Singh, Primus, and TresCom, dated as of April 16, 1998; Incorporated by reference to Exhibit 10.1 of the Form 8-K for Amendments.
10.2	Switched Transit Agreement, dated June 5, 1995, between Teleglobe USA, Inc. and Primus for the provision of services to India; Incorporated by reference to Exhibit 10.2 of the IPO Registration Statement.

10.3	Hardpatch Transit Agreement, dated February 29, 1996, between Teleglobe USA, Inc. and Primus for the provision of services to Iran; Incorporated by reference to Exhibit 10.3 of the IPO Registration Statement.
10.4	Employment Agreement, dated June 1, 1994, between Primus and K. Paul Singh; Incorporated by reference to Exhibit 10.5 of the IPO Registration Statement. **
10.5	Primus 1995 Stock Option Plan; Incorporated by reference to Exhibit 10.6 of the IPO Registration Statement. **
10.6	Primus 1995 Director Stock Option Plan; Incorporated by reference to Exhibit 10.7 of the IPO Registration Statement. **
10.7	Registration Rights Agreement, dated July 31, 1996, among Primus, Quantum Industrial Partners LDC, S-C Phoenix Holdings, L.L.C., Winston Partners II LDC and Winston Partners LLC; Incorporated by reference to Exhibit 10.11 of the IPO Registration Statement.
10.8	Service Provider Agreement between Telstra Corporation Limited and Axicorp Pty., Ltd., dated May 3, 1995; Incorporated by reference to Exhibit 10.12 of the IPO Registration Statement.
10.9	Dealer Agreement between Telstra Corporation Limited and Axicorp Pty., Ltd. dated January 8, 1996; Incorporated by reference to Exhibit 10.13 of the IPO Registration Statement.
10.10	Hardpatch Transit Agreement dated October 5, 1995 between Teleglobe USA, Inc. and Primus regarding the provision of services to India; Incorporated by reference to Exhibit 10.14 of the IPO Registration Statement.
10.11	Master Lease Agreement dated as of November 21, 1997 between NTFC Capital Corporation and Primus Telecommunications, Inc.; Incorporated by reference to Exhibit 10.17 of Primus's Annual Report on Form 10-K for the year ended December 31, 1997 (the "1997 10-K"), as amended on Form 10-K/A dated April 30, 1998.
10.12	Primus Employee Stock Purchase Plan; Incorporated by reference to Exhibit 10.15 of the 1997 Senior Note Registration Statement. **
10.13	Primus 401(k) Plan; Incorporated by reference to Exhibit 4.4 of the Primus Registration Statement on Form S-8 (No. 333-35005).

10.14	Registration Rights Agreement, dated May 19, 1998, among Primus Telecommunications Group, Incorporated, Primus Telecommunications,Incorporated, Primus Telecommunications Pty. Ltd. and Lehman Brothers, Inc.; Incorporated by reference to Exhibit 10.23 of the 1998 Senior Note Registration Statement.
10.15	Primus Telecommunications Group, Incorporated-TresCom International Stock Option Plan Incorporated by reference to Exhibit 4.1 of the S-8 Registration Statement. **
10.16	Warrant Agreement between the Company and Warburg, Pincus Investors, L.P.; Incorporated by reference to Exhibit 10.6 to the TresCom For S-1.
10.17	Form of Indemnification Agreement between the Company and its directors and executive officers Incorporated by reference to Exhibit 10.23 to the TresCom Form S-1.
10.18	The Company's 1998 Restricted Stock Plan; Incorporated by reference to Exhibit 10.33 to Amendment No. 1 to the Company's Registration Statement on Form S-3, No. 333-86839, filed with the Commission on September 17, 1999.
10.19	Agreement for the Reciprocal Purchase of Capacity On the Systems of Each of the Company and Global Crossing Holdings Ltd. Effective as of May 24, 1999; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
10.20	Indefeasible Right of Use Agreement between Primus Telecommunications, Inc. and Qwest Communications Corporation dated December 30, 1999. ***
10.21	Common Stock Purchase Agreement between the Company and Pilot Network Services, Inc. dated December 28, 1999; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
10.22	Warrant to purchase up to 200,000 shares of common stock of Pilot Network Services, Inc. dated December 28, 1999; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
10.23	Loan Agreement between Primus Telecommunications, Inc. and TFC Capital Corporation dated November 22, 1999; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
10.24	Resale Registration Rights Agreement among the Company, certain of its subsidiaries, Lehman Brothers

	Inc., Merrill Lynch, Pierce, Fenner & Smith, Incorporated and Morgan Stanley & Co. Incorporated dated February 24, 2000; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
10.25	Multi-Currency Credit Facility Agreement between Primus Telecommunication Limited and Ericsson I.F.S; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
21.1	Subsidiaries of the Registrant; Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.
27.1	Financial Data Schedule for the Company for the three months ended June 30, 2000. *

*	Filed herewith
**	Compensatory benefit plan
***	Confidential treatment has been requested. The copy filed as an exhibit omits the information subject to the confidential treatment request.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE BALANCE SHEET OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED AT JUNE 30, 2000 AND THE INCOME STATEMENT FOR THE SIX MONTHS ENDED JUNE 30, 2000 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

6-MOS
DEC-31-2000
JUN-30-2000
541,623
26,833
239,612
38,315
0
846,318
445,935
76,533
1,828,475
396,853
1,250,690
0
0
402
171,485
1,828,475
0
588,089
0
422,685
211,876
8,292
63,285
(94,046)
0
(94,046)
0
0
0
(94,046)
(2.41)
(2.41)