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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): July 10, 2012**

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**PRIMUS TELECOMMUNICATIONS  
GROUP, INCORPORATED**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35210**  
(Commission  
File Number)

**54-1708481**  
(I.R.S. Employer  
Identification No.)

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

**22102**  
(Zip Code)

**(703) 902-2800**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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))
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**Item 8.01. Other Events.**

On July 10, 2012, Primus Telecommunications Group, Incorporated (the “Company”) provided to applicable parties notice of adjustments to certain terms of (i) the Company’s Class A Warrants (the “Class A Warrants”) to purchase shares of the Company’s common stock, which are divided into three separate series (Class A-1, A-2 and A-3 Warrants) and were issued pursuant to that certain Class A Warrant Agreement, dated as of July 1, 2009 (the “Class A Warrant Agreement”), (ii) the Company’s Class B Warrants (the “Class B Warrants”) to purchase shares of the Company’s common stock, which were issued pursuant to that certain Class B Warrant Agreement, dated as of July 1, 2009 (the “Class B Warrant Agreement”), and (iii) the Company’s Contingent Value Rights (the “CVRs”) to receive shares of the Company’s common stock under specific circumstances, which were issued pursuant to that certain Contingent Value Rights Distribution Agreement, effective as of July 1, 2009 (the “CVR Agreement”).

The adjustments were made as a result of the Company’s previously announced special cash dividend (the “Dividend”) of \$1.00 per share on all issued and outstanding Company common stock, which will be paid on July 16, 2012 to holders of record of the Company common stock as of the close of business on July 2, 2012 (the “Record Date”). The Dividend triggered certain antidilution adjustment provisions in the Class A Warrant Agreement, the Class B Warrant Agreement and the CVR Agreement.

*Class A Warrant Adjustments*

Effective immediately prior to the opening of business on July 3, 2012, the following adjustments were made to the Class A Warrants pursuant to the Class A Warrant Agreement:

<u>Warrant</u>	<u>Original Exercise Price</u>	<u>Adjusted Exercise Price</u>	<u>Original Shares Issuable upon Exercise</u>	<u>Adjusted Shares Issuable upon Exercise</u>
Class A-1 Warrants	\$ 12.22	\$ 11.49	1,000,000	1,063,875
Class A-2 Warrants	\$ 16.53	\$ 15.54	1,000,000	1,063,875
Class A-3 Warrants	\$ 20.50	\$ 19.27	1,000,000	1,063,875

The Company has provided notice of such adjustments in accordance with the Class A Warrant Agreement.

*Class B Warrant Adjustments*

Effective immediately prior to the opening of business on July 3, 2012, pursuant to the Class B Warrant Agreement, (i) the exercise price with respect to the Class B Warrants was adjusted downward from \$26.01 to \$24.45 and (ii) the number of shares issuable upon exercise of the Class B Warrants was adjusted upward from 1,500,000 to 1,595,812. The Company has provided notice of such adjustments in accordance with the Class B Warrant Agreement.

*CVR Adjustments*

Effective immediately after the Record Date, pursuant to the CVR Agreement, (i) the strike price with respect to the CVRs was adjusted downward from \$35.95 to \$33.79 and (ii) the maximum number of shares of Company common stock issuable with respect to the CVRs was adjusted upward from 2,665,000 to 2,835,225. The Company has provided notice of such adjustments to the registered holders of the CVRs.

A copy of each of the Class A Warrant Agreement and the Class B Warrant Agreement is attached as an exhibit to the Company's Current Report on Form 8-K filed on July 1, 2009. A copy of the CVR Agreement is attached as an exhibit to the Company's Registration Statement on Form 8-A filed on July 1, 2009.

**Primus Telecommunications Group, Incorporated**

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 hereunto duly authorized.

**Primus Telecommunications  
Group, Incorporated**

**(Registrant)**

Date: July 10, 2012

By: /s/ John D. Filipowicz

Name: John D. Filipowicz

Title: General Counsel, Corporate Secretary, Chief Compliance Officer and Chief  
Administrative Officer