

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

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

1700 OLD MEADOW ROAD
THIRD FLOOR
MCLEAN, VA 22101
(Address of Registrant's Principal Executive Offices)

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED STOCK OPTION PLAN
(FULL TITLE OF THE PLAN)

K. PAUL SINGH
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
1700 OLD MEADOW ROAD, 3RD FLOOR
MCLEAN, VIRGINIA 22102
(Name and address of agent for service)

(703) 902-2800
(Telephone number, including area code, of agent for service)

COPY TO:
JAMES D. EPSTEIN, ESQ.
PEPPER HAMILTON LLP
3000 TWO LOGAN SQUARE
EIGHTEENTH AND ARCH STREETS
PHILADELPHIA, PA 19103
(215) 981-4368

CALCULATION OF REGISTRATION FEE

TITLE OF SHARES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Common Stock par value	244,571	\$ 27.63	\$ 6,757,496.73	\$ 1,783.98
\$0.01 per share	1,564,929	29.16	45,633,330.64	12,047.20
Total	1,809,500		\$52,390,826.37	\$13,831.18

- (1) Pursuant to Rule 416(b), there shall also be deemed covered hereby such additional securities as may result from anti-dilution adjustments under the Primus Telecommunications Group, Incorporated Stock Option Plan (the "Stock Option Plan").
- (2) Estimated pursuant to Rule 457(h), estimated solely for the purpose of calculating the registration fee on the basis of: (i) the weighted average of the option exercise price with respect to outstanding options to purchase 1,564,929 shares and (ii) the average of the high and low prices per share of the registrant's Common Stock on the Nasdaq Stock Market on June 14, 2000 with respect to the 244,571 shares subject to future grant.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register 1,809,500 additional shares of Common Stock, \$0.01 par value per share, of Primus Telecommunications Group, Incorporated (the "Company"), with respect to a currently effective Registration Statement on Form S-8 of the Company relating to the Company's Stock Option Plan.

The contents of the Registration Statement on Form S-8 as filed on September 5, 1997, Registration No. 33-35005, as amended, are incorporated by reference into this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

EXHIBIT NO. -----	DESCRIPTION -----
4.1	Primus Telecommunications Group, Incorporated Stock Option Plan --Amended and Restated Effective March 21, 1997 (Incorporated herein by reference to Exhibit 10.6 to the Company's Registration Statement No. 333-30195 on Form S-1).
5	Opinion of Pepper Hamilton LLP.
23.1	Independent Auditors' Consent
23.2	Consent of KPMG LLP.
23.3	Consent of Pepper Hamilton LLP (included in Exhibit 5).
24	Power of Attorney (included on page II-2).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in McLean, Virginia, on this 15th day of June, 2000.

PRIMUS TELECOMMUNICATIONS
GROUP INCORPORATED

By: /s/ K. Paul Singh

K. Paul Singh
Chairman, President and Chief
Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below on this Registration Statement hereby constitutes and appoints K. Paul Singh and Neil L. Hazard and each of them, with full power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities (until revoked in writing), to sign any and all amendments (including post-effective amendments thereto) to this Form S-8 Registration Statement of Primus Telecommunications Group, Incorporated and to file the same, with all Exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 15th day of June, 2000.

Signature -----	Title -----
/s/ K. Paul Singh ----- K. Paul Singh	President, Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ Neil L. Hazard ----- Neil L. Hazard	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

/s/ John F. DePodesta Executive Vice President and Director

John F. DePodesta

/s/ Herman Fialkov Director

Herman Fialkov

/s/ John Puente Director

John Puente

Director
David E. Hershberg

Director
Douglas M. Karp

EXHIBIT INDEX

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[Letterhead of Pepper Hamilton LLP]

June 15, 2000

Primus Telecommunications Group, Incorporated
1700 Old Meadow Road
McLean, VA 22102

Re: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have acted as special counsel to Primus Telecommunications Group, Incorporated, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a registration statement (the "Registration Statement") of the Company on Form S-8 under the Securities Act of 1933, as amended (the "Act"), relating to shares of common stock, par value \$.01 per share, of the Company (the "Common Stock") which may be issued pursuant to the Primus Telecommunications Group, Incorporated Stock Option Plan (the "Plan").

In this connection, we have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Amended and Restated Articles of Incorporation of the Company, the By-Laws of the Company as amended to date, and such other documents and corporate records relating to the Company as we have deemed appropriate for the purpose of rendering the opinion expressed herein. We express no opinion concerning the laws of any jurisdiction other than the federal law of the United States and the Delaware General Corporation Law.

In all examinations of documents, instruments and other papers, we have assumed the genuineness of all signatures on original and certified documents and the conformity with original and certified documents of all copies submitted to us as conformed, photostatic or other copies. As to matters of fact which have not been independently established, we have relied upon representations of officers of the Company.

On the basis of the foregoing, we are of the opinion that the Common Stock when issued pursuant to and in accordance with the Plan, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of a copy of this opinion with the Securities and Exchange Commission as an exhibit to the Form S-8 Registration Statement of the Company relating to issuance of the Shares. However, we do not admit that we come within the categories of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ PEPPER HAMILTON LLP

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Primus Telecommunications Group, Incorporated and subsidiaries ("the Company") on Form S-8 of our report dated February 10, 2000, except for note 17 as to which the date is March 13, 2000, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ DELOITTE & TOUCHE LLP

McLean, Virginia
June 15, 2000

Exhibit 23.2

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Primus Telecommunications Group, Incorporated

We consent to the incorporation by reference in the registration statement on Form S-8 of Primus Telecommunications Group, Incorporated of our report dated July 9, 1999, with respect to the combined balance sheets of Telegroup, Inc. and certain subsidiaries as of December 31, 1997 and 1998, and the related combined statements of operations, comprehensive losses, shareholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 1998, which report appears in the Form 8-K/A of Primus Telecommunications Group, Incorporated filed with the Securities and Exchange Commission on August 2, 1999.

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.

/s/ KPMG LLP

Lincoln, Nebraska
June 15, 2000