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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): August 12, 2011 (August 8, 2011)**

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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 No.)

**54-1708481**  
(IRS Employer  
Identification No.)

**7901 Jones Branch Drive, Suite 900, McLean, VA 22102**  
(Address of principal executive offices and zip code)

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

**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 communication pursuant to Rule 425 under 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 communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) On August 10, 2011, Primus Telecommunications Group, Incorporated (the “Company”) held its 2011 Annual Meeting of Stockholders (the “Annual Meeting”). Of 13,398,985 shares of common stock issued and outstanding and eligible to vote as of the record date of June 15, 2011, a quorum of 11,456,431 shares, or 85.5% of the eligible shares, was present in person or represented by proxy.

(b) The following actions were taken at the Annual Meeting:

1. The following four directors were elected as members of the Board of Directors of the Company to serve two-year terms until the Company’s 2013 Annual Meeting of Stockholders or until their successors are duly elected and qualified: Peter D. Aquino, Mark E. Holliday, Steven D. Scheiwe and Neil S. Subin, based on the following votes:

<u>Nominee</u>	<u>Voted For</u>	<u>Withheld Authority</u>	<u>Broker Non-Vote</u>
Peter D. Aquino	8,267,183	2,006	3,187,242
Mark E. Holliday	8,261,423	7,766	3,187,242
Steven D. Scheiwe	8,261,423	7,766	3,187,242
Neil S. Subin	8,212,960	56,229	3,187,242

2. The appointment of BDO USA LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2011 was ratified based on the following votes: 11,450,797 votes for, 1,640 votes against, 3,994 votes abstaining and no broker non-votes.

**Item 8.01. Other Events.**

On August 8, 2011, the Board of Directors of the Company authorized the repurchase of up to \$15 million of the Company’s common stock, exclusive of any fees, commissions or other expenses, during the period beginning August 8, 2011 through August 8, 2013 (the “Repurchase Program”). Under the Repurchase Program, the Company may repurchase shares of its common stock from time to time, directly or indirectly, in the open market or through privately negotiated transactions or block trades, in compliance with applicable securities laws and other legal requirements. The repurchases will be subject to market conditions, share price and other factors and there is no guarantee as to the exact number of shares, if any, that the Company will repurchase. The Repurchase Program may be modified, terminated or extended by the Company at any time without prior notice. The Company has established a committee consisting of its lead director, chief executive officer and chief financial officer to oversee the administration of the Repurchase Program.

On August 9, 2011, the Company issued a press release announcing the Repurchase Program, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated August 9, 2011, issued by the Company.

**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**

Dated: August 12, 2011

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

**PTGi Board of Directors Authorizes Stock Repurchase Program**

MCLEAN, VA – (MARKET WIRE) – August 9, 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 authorized a stock repurchase program of up to \$15 million of its common stock through August 8, 2013.

Peter D. Aquino, Chairman, President and Chief Executive Officer, stated “We believe that the repurchase of our stock is an appropriate use of our cash, particularly given the stock market’s recent weakness, and that taking this action is in the best interest of our shareholders. We expect to continue to invest in our primary markets, and we remain committed to operating our business to maximize profitability and cash flow and to optimize our asset portfolio. We have sized our stock repurchase program with those objectives in mind.”

Under the stock repurchase program, stock will be repurchased from time to time in open-market and privately negotiated transactions and block trades. There is no guarantee as to the exact number of shares, if any, that PTGi will repurchase. The share repurchase program may be modified, terminated or extended by PTGi at any time without prior notice. PTGi has established a committee consisting of its lead director, chief executive officer and chief financial officer to oversee the administration of the stock repurchase program.

**Forward-Looking Statements**

This press release includes “forward-looking statements” as defined by the Securities and Exchange Commission (SEC). All statements, other than statements of historical fact, included herein that address activities, events or developments that PTGi expects, believes or anticipates will or may occur in the future, including anticipated benefits and other aspects of the stock repurchase program, are forward-looking statements. These forward-looking statements are based on the information available to, and the expectations and assumptions deemed reasonable by, PTGi at the time this news release is issued. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially including, among other things, those outlined in our filings with the SEC, including PTGi’s most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q on file with the SEC. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of their dates. Except as required by law, PTGi does not intend to update or revise its statements made in this press release, whether as a result of new information, future events or otherwise.

**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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