SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<u>PRIMUS</u>	dress of Reporting		2. Date of Event Requiring Staten (Month/Day/Yea 11/19/2010	nent	3. Issuer Name and Ticker or Trading Symbol <u>ARBINET Corp</u> [ ARBX ]						
GROUP INC					4. Relationship of Repo (Check all applicable) Director	on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Last) 7901 JONES	Last) (First) (Middle) 7901 JONES BRANCH DRIVE, SUITE 900				Officer (give ti below)	tle	Other (spe below)	cify	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) MCLEAN	VA	22102									y More than One
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					0		Ι		See Explanation of Responses <sup>(1)(2)(3)(4)</sup>		
Table II - Derivative Securities Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Secur Underlying Derivative Securi				cise Form:		6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratio Date	on Title		Amount or Number of Shares	Derivati Securit	ive	or Indirect (I) (Instr. 5)	

## Explanation of Responses:

1. This Form 3 is being filed on behalf of Primus Telecommunications Group, Incorporated, a Delaware corporation (the "Reporting Person" or "Primus"). (Continued in Footnote 2)

2. On November 10, 2010, Arbinet Corporation, a Delaware corporation (the "Issuer" or "Arbinet"), Primus and PTG Investments, Inc., a Delaware corporation and wholly owned subsidiary of Primus ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), whereby Merger Sub will be merged with and into Arbinet with Arbinet surviving the merger as a wholly owned subsidiary of Primus. Additionally, Primus and Merger Sub entered into a Stockholder Support and Voting Agreement (the "Voting Agreement"), dated as of November 10, 2010, with Singer Children's Management Trust (the "Trust"), which granted Primus an irrevocable proxy relating to the Merger Agreement with respect to 1,276,110 shares of Issuer common stock that are currently held of record by the Trust and that the Trust has the right to vote. (Continued in Footnote 3)

3. Under the Voting Agreement, the Trust has agreed, among other things, to vote the shares of Issuer common stock that are subject to the Voting Agreement in favor of the adoption of the Merger Agreement, and the transactions contemplated by the Merger Agreement, at any meeting of the stockholders of the Issuer, on the terms and subject to the conditions set forth in the Voting Agreement. (Continued in Footnote 4)

4. By virtue of the Voting Agreement, the Reporting Person may be deemed to have voting power with respect to (and therefore beneficially own within the meaning of Rule 13d-3 of the Securities Exchange Act of 1934, as amended) an aggregate of 1,276,110 shares of Issuer common stock held by the Trust, which represents approximately 23% of the outstanding shares of Issuer common stock based on 5,507,876 shares issued and outstanding as of November 9, 2010, as represented by the Issuer in the Merger Agreement. The Reporting Person expressly disclaims any pecuniary interest in, and beneficial ownership of, shares of Issuer common stock for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Therefore, no shares of Issuer common stock are reported in this Form 3 as being beneficially owned by the Reporting Person.

## <u>/s/ Thomas D. Hickey</u>

11/19/2010

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.