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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported): October 20, 1999

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED  
(Exact name of registrant as specified in its charter)

DELAWARE (State or Other Jurisdiction of Incorporation)	0-29092 (Commission File Number)	54-1708481 (IRS Employer Identification No.)
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1700 OLD MEADOW ROAD, SUITE 300, MCLEAN, VIRGINIA (Address of principal executive offices)	22102 (Zip Code)
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Registrant's telephone number, including area code: (703) 902-2800

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ITEMS 1-4. NOT APPLICABLE.

ITEM 5.

Set forth below is our Unaudited Pro Forma Consolidated Statement of Operations for the six months ended June 30, 1999:

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE SIX MONTHS ENDED JUNE 30, 1999  
(In thousands, except per share amounts)

	Primus(1)	Telegroup(2)	Telegroup	Adjustments Notes Issuances	Pro Forma As Adjusted
Net revenue.....	\$316,854	\$101,618(3)	\$(5,676)(4)	\$ --	\$409,755
Cost of revenue.....	247,456	67,584	(3,041)(5)	--	309,619
Gross margin.....	69,398	34,034	(5,421)(4)	--	100,136
Operating expenses:					
Selling, general, and administrative.....	70,849	34,822	(3,296)	--	102,516
Depreciation and amortization.....	21,490	5,709	(114)(4)	--	28,233
			(3,041)(5)		
Total operating expenses.....	92,339	40,531	(1,100)(7)	--	130,749
			2,134 (8)		
Gain (loss) from operations.....	(22,941)	(6,497)	(2,121)	--	(30,613)
Interest expense.....	(34,293)	(6,500)	6,500 (6)	(2,558)(9)	(36,851)
Interest income.....	6,011	221			6,232
Other income.....		(32)			(32)
Gain (loss) before income taxes.....	(51,223)	(12,808)	5,325	(2,558)	(61,264)
Income taxes.....		(225)			(225)
Net loss.....	\$(51,223)	\$(13,033)	\$ 5,325	\$ (2,558)	\$(61,489)
Basic and diluted net loss per share.....	\$ (1.80)				\$ (2.16)
Weighted average number of shares.....	28,402				28,402

(1) Represents the historical results of our operations for the six months ended June 30, 1999.

(2) Represents the historical results of operations of Telegroup for the five months ended May 31, 1999.

Telegroup Adjustments:

(3) Does not give effect to the attrition in Telegroup's retail customer and agent base, which began to occur prior to our acquisition of Telegroup and which we expect to continue into the near future.

(4) To eliminate wholesale net revenue, cost of revenue, and selling, general and administrative expenses, as this component of the Telegroup business had been substantially eliminated prior to the purchase by Primus.

(5) To reflect the reclassification of bad debt expenses from selling, general and administrative expenses to a reduction of net revenue to conform to Primus's accounting policies.

(6) To eliminate interest expense on non-purchased obligations.

(7) To reverse amortization expense associated with Telegroup's previously acquired customer list, the excess of purchase price over the fair value of net assets acquired, depreciation and amortization of non-purchased fixed and cable assets, and amortization related to debt financing costs.

(8) To record amortization expense associated with acquired customer list and the excess of purchase price over the fair value of net assets acquired.

Notes Issuances:

(9) To reflect the interest expense on the \$45.5 million of senior notes issued in June 1999 in connection with the Telegroup acquisition.

ITEMS 6-8. NOT APPLICABLE.

SIGNATURES

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

By: /s/ Neil L. Hazard  
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Neil L. Hazard  
Executive Vice President  
and Chief Financial Officer

Date: October 20, 1999