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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 19, 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 19, 2012, Primus Telecommunications Group, Incorporated (the “Company.”) issued a press release announcing the expiration of the previously announced offer to purchase (the “Offer to Purchase”) up to \$183,300,000 aggregate principal amount of 10% Senior Secured Notes due 2017 (the “Notes”) issued by Primus Telecommunications Holding, Inc., a wholly owned subsidiary of the Company. The Offer to Purchase expired at 9:00 a.m., New York City time, on July 19, 2012. No Notes were tendered pursuant to the Offer to Purchase.

Further information may be found in the Company’s press release, filed as Exhibit 99.1 hereto and incorporated herein by reference.

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

(d) Exhibits

The following is included as an exhibit to this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 19, 2012, issued by the Company

**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 19, 2012

By: /s/ John D. Filipowicz

Name: John D. Filipowicz

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

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 19, 2012, issued by the Company



### **PTGi Announces Expiration of Asset Sale Tender Offer for 10% Notes**

MCLEAN, VA – July 19, 2012 – Primus Telecommunications Group, Incorporated (“PTGi”) (NYSE: PTGI), a global facilities-based integrated provider of advanced telecommunications products and services, announced today the expiration of the previously announced offer to purchase (the “Offer to Purchase”) up to \$183,300,000 aggregate principal amount (the “Offer Amount”) of 10% Senior Secured Notes due 2017 (the “Notes,” CUSIP Nos. 74163RAK4, U74198AC3 and 74163RAJ7) issued by Primus Telecommunications Holding, Inc. (the “Offeror”), a wholly owned subsidiary of PTGi. The Offer to Purchase expired at 9:00 a.m., New York City time, on July 19, 2012. No Notes were tendered pursuant to the Offer to Purchase. Following the Offer to Purchase, \$235,230,710 aggregate principal amount of the Notes remains outstanding.

The Offer to Purchase was made pursuant to the terms of the indenture governing the Notes (the “Indenture”). The Indenture required the Offeror to make the Offer to Purchase using the Excess Proceeds (as defined in the Indenture) from PTGi’s sale of its Australia operations, which were equal to the Offer Amount. Because no Notes were tendered (and thus no Excess Proceeds were used for the purchase of Notes) pursuant to the Offer to Purchase, PTGi may use all Excess Proceeds for general corporate purposes.

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any Notes. The Offer to Purchase was only made pursuant to the asset sale offer to purchase and the related letter of transmittal that PTGi distributed to holders of Notes in connection with the Offer to Purchase. The complete terms and conditions of the Offer to Purchase are set forth in the asset sale offer to purchase and the related letter of transmittal.

#### **About PTGi**

PTGi 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 Canada and the United States. 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. Founded in 1994, PTGi is headquartered in McLean, Virginia.

#### **Forward-Looking Statements**

This press release includes “forward-looking statements” as defined by the Securities and Exchange Commission (the “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 statements regarding PTGi’s use of any remaining proceeds from the sale of its Australia operations following the Offer to Purchase, statements regarding PTGi’s beliefs, expectations, prospects and strategic plans and statements regarding the potential for future transactions, are forward-looking statements. 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 undertake any obligation to update or revise its statements made in this press release, whether as a result of new information, future events or otherwise.

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**Investor Contact:**

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