

KLOSTER THOMAS R
Form 4
July 06, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLOSTER THOMAS R

(Last) (First) (Middle)

7901 JONES BRANCH
DRIVE, SUITE 900

(Street)

MCLEAN, VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRIMUS
TELECOMMUNICATIONS
GROUP INC [PRTL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (service-based, right to buy)	\$ 12.22	07/01/2009		A		26,246		<u>(1)</u>	07/01/2019	Common Stock
Employee Stock Option (performance-based, right to buy)	\$ 12.22	07/01/2009		A		8,543		<u>(3)</u>	07/01/2019	Common Stock
Restricted Stock Unit	<u>(4)</u>	07/02/2009		A		34,172		<u>(4)</u>	07/02/2019	Common Stock
Contingent Value Rights (\$ 35.95	07/01/2009		A		9,950		<u>(5)</u>	<u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLOSTER THOMAS R 7901 JONES BRANCH DRIVE SUITE 900 MCLEAN, VA 22102	Chief Financial Officer

Signatures

Thomas R.
Kloster

07/06/2009

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) One fourth (25%) of the option shall become vested and exercisable every six months following the grant date.

(2) No consideration.

(3) One half (50%) of the performance option shall become vested and exercisable if the Adjusted EBITDA for any fiscal year of the Company, beginning in 2009, equals or exceeds 115% of the Adjusted EBITDA Target as set forth in the Management Compensation Plan for the years 2009, 2010 and 2011, and the grantee is employed by the Company on the first day following the year in which such

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Adjusted EBITDA Targets are attained. Adjusted EBITDA Targets for subsequent years will be established by the board.

- (4) One half (50%) of the restricted stock units shall become vested and exercisable if the Adjusted EBITDA for any fiscal year of the Company, beginning in 2009, equals or exceeds 90% of the Adjusted EBITDA Target as set forth in the Management Compensation Plan for the years 2009, 2010 and 2011, and the grantee is employed by the Company on the first day following the year in which such Adjusted EBITDA Targets are attained. Adjusted EBITDA Targets for subsequent years will be established by the board.

- (5) On July 1, 2009, a plan of reorganization of the Registrant became effective (the "Plan"). Under the Plan, CVRs were issued pro rata to the former holders of common stock of Registrant whose old common stock of the Registrant were cancelled under the Plan in connection with the issuance of the CVRs. Holders of CVRs are titled to receive a pro rata share of up to 2,665,000 shares of new Registrant common stock if and to the extent the value of the Registrant's equity value (assuming exercise in full of certain outstanding Registrant derivative securities) exceeds \$35.95 per share, subject to certain adjustments. Issuance of new Registrant common stock in respect of CVRs shall be made without delivering any cash consideration by the holders of CVRs and shall occur automatically under the terms of a CVR Distribution Agreement, as filed in Form-8A on July 1, 2009.

- (6) CVRs will expire on the earliest to occur of (1) the date no further common stock is issuable in respect of CVRs, (2) the consummation of a change of control or (3) July 1, 2019.

Remarks:

As a result of the reorganization, the ticker symbol "PRTL" will be changed and will be reflected in the future filings.

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

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