

PTGi HOLDING, INC.

Form 4

December 06, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keeley James C

(Last) (First) (Middle)

C/O PTGI HOLDING, INC., 460
HERNDON PARKWAY, SUITE
150

(Street)

HERNDON, VA 20170

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PTGi HOLDING, INC. [PTGI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (A) or (D) Price		
Common Stock	12/04/2013		D		2,193 (1) \$ 0	13,336	D
Common Stock	12/04/2013		A		2,193 (1) \$ 0	15,529	D
Common Stock	12/04/2013		D		2,000 (2) \$ 0	13,529	D
Common Stock	12/04/2013		A		2,000 (2) \$ 0	15,529	D
Common Stock	12/04/2013		D		2,000 (3) \$ 0	13,529	D

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Common Stock	12/04/2013	A	2,000 (3)	A	\$ 0	15,529	D
Common Stock	12/04/2013	A	2,193 (4)	A	\$ 0	17,722	D
Common Stock	12/04/2013	F	6,197 (5)	D	\$ 2.79	11,525	D

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

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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)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Keeley James C
C/O PTGI HOLDING, INC.
460 HERNDON PARKWAY, SUITE 150
HERNDON, VA 20170

CFO

Signatures

Andrea L. Mancuso,
Attorney-in-Fact

12/06/2013

__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).

On July 5, 2011, the Compensation Committee granted a time-based award of which one-third, or 2,193 shares, vested on December 31, 2011 and one-third, or 2,193 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 2,193 shares, from December 31, 2013 to December 4, 2013.

(2) Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally granted on July 5, 2011 and provided for vesting if PTGi's stock price closes at or above \$24 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on December 4, 2013.

(3) Amendment of outstanding RSU resulting in deemed cancellation of RSU and grant of replacement RSU. The RSU was originally granted on July 5, 2011 and provided for vesting if PTGi's stock price closes at or above \$30 prior to April 15, 2014. The amendment accelerated the vesting to become fully vested on December 4, 2013.

(4) On July 5, 2011, the Compensation Committee granted a performance-based award of which one-third, or 2,193 shares, vested on April 15, 2012 and one-third, or 2,193 shares, vested on June 27, 2012. The Compensation Committee accelerated the vesting of the final one-third, or 2,193 shares, from April 15, 2014 to December 4, 2013.

(5) The amount represents the shares withheld to cover the tax liability associated with the vestings on December 4, 2013.

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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