

PRIMUS TELECOMMUNICATIONS GROUP INC  
Form 8-K  
June 29, 2007

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 28, 2007

# PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-29092**  
(Commission File No.)

**54-1708481**  
(IRS Employer Identification No.)

**7901 Jones Branch Drive, Suite 900, McLean, VA 22102**

(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (703) 902-2800**

**Not applicable**

(Former name or former address, if changed since last report.)

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 communication pursuant to Rule 425 under 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 communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Definitive Material Agreement**

On June 28, 2007, Primus Telecommunications Group, Incorporated (the Company ) entered into securities subscription agreements (the Subscription Agreements ) with a number of investors in connection with a registered direct offering of the Company s common stock. Pursuant to the terms of the Subscription Agreements, the Company agreed to sell a total of 22,500,000 shares of its common stock at a price of \$0.915 per share. All of the shares of common stock were offered pursuant to an effective Registration Statement on Form S-3 filed with the Securities and Exchange Commission. CRT Capital Group LLC served as placement agent for the offering.

The foregoing description of the Subscription Agreements is a summary only and is qualified in its entirety by reference to the form of Subscription Agreement attached as Exhibit 10.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

**(b) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Form of Subscription Agreement for Primus Telecommunications Group, Incorporated Common Stock, dated as of June 28, 2007

**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**

Dated: June 29, 2007

By: /s/ Thomas R. Kloster  
Thomas R. Kloster

Chief Financial Officer