

PRIMUS TELECOMMUNICATIONS GROUP INC

Form 8-K/A

July 24, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

Amendment No. 2

**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 1, 2009**

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**000-29092**  
(Commission File Number)

**54-1708481**  
(I.R.S. Employer)

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of incorporation)

Identification No.)

**7901 Jones Branch Drive, Suite 900**

**McLean, VA 22102**

(Address of principal executive offices) (Zip Code)

**(703) 902-2800**

(Registrant's telephone number, including area code)

**Not Applicable**

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communication 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 1, 2009, Primus Telecommunications Group, Incorporated ( Group ) filed a Current Report on Form 8-K to disclose, among other things, that Peter D. Aquino, Neil S. Subin and John B. Spirtos had been appointed as members of Group s board of directors (the Board ), effective as of July 1, 2009. At the time of the filing, Messrs. Aquino, Subin and Spirtos had not been appointed to serve on any committees of the Board.

Pursuant to Instruction 2 of Item 5.02 of Form 8-K, Group is filing this Amendment No. 2 to its prior report for the sole purpose of disclosing that on July 22, 2009, Messrs. Aquino, Subin and Spirtos were appointed as members of Group s Audit Committee and Compensation Committee. Group had previously disclosed on Amendment No. 1 to its prior report, filed on July 7, 2009, that Messrs. Aquino, Subin and Spirtos had been appointed as members of Group s Nominating and Corporate Governance Committee. The Board has named Mr. Spirtos as Chairman of the Audit Committee, Mr. Subin as Chairman of the Compensation Committee and Mr. Aquino as Chairman of the Nominating and Corporate Governance Committee. Mr. Spirtos was also designated as the Audit Committee financial expert, as such term is defined by the rules of the Securities and Exchange Commission.

**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.

Date: July 24, 2009

PRIMUS TELECOMMUNICATIONS GROUP,

INCORPORATED

By: /s/ Thomas R. Kloster

Name: Thomas R. Kloster

Title: Chief Financial Officer