

PRIMUS TELECOMMUNICATIONS GROUP INC
Form 8-K
December 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 28, 2012

**PRIMUS TELECOMMUNICATIONS GROUP,
INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-35210
(Commission)

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

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of incorporation)

File Number)

Identification No.)

7901 Jones Branch Drive, Suite 900

McLean, VA
(Address of principal executive offices)
(703) 902-2800

22102
(Zip Code)

(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 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))

Item 8.01. Other Events.

On December 28, 2012, Primus Telecommunications Group, Incorporated (the Company) provided to applicable parties notice of adjustments to certain terms of (i) the Company's Class A Warrants (the Class A Warrants) to purchase shares of the Company's common stock, which are divided into three separate series (Class A-1, A-2 and A-3 Warrants) and were issued pursuant to that certain Class A Warrant Agreement, dated as of July 1, 2009 (the Class A Warrant Agreement), (ii) the Company's Class B Warrants (the Class B Warrants) to purchase shares of the Company's common stock, which were issued pursuant to that certain Class B Warrant Agreement, dated as of July 1, 2009 (the Class B Warrant Agreement), and (iii) the Company's Contingent Value Rights (the CVRs) to receive shares of the Company's common stock under specific circumstances, which were issued pursuant to that certain Contingent Value Rights Distribution Agreement, effective as of July 1, 2009 (the CVR Agreement).

The adjustments were made as a result of the Company's previously announced special cash dividend (the Dividend) of \$0.50 per share on all issued and outstanding Company common stock, which will be paid on December 28, 2012 to holders of record of the Company common stock as of the close of business on December 21, 2012 (the Record Date). The Dividend triggered certain antidilution adjustment provisions in the Class A Warrant Agreement, the Class B Warrant Agreement and the CVR Agreement.

Class A Warrant Adjustments

Effective immediately prior to the opening of business on December 24, 2012, the following adjustments were made with respect to the Class A Warrants outstanding as of such effective time pursuant to the Class A Warrant Agreement:

| Warrant | Exercise Price | Adjusted Exercise Price | Shares Issuable upon Exercise | Adjusted Shares Issuable upon Exercise |
|--------------------|----------------|-------------------------|-------------------------------|--|
| Class A-1 Warrants | \$ 9.34 | \$ 8.91 | 1,307,201 | 1,370,658 |
| Class A-2 Warrants | \$ 12.63 | \$ 12.05 | 1,308,760 | 1,372,293 |
| Class A-3 Warrants | \$ 15.66 | \$ 14.93 | 1,308,760 | 1,372,293 |

The lower number of shares of the Company's common stock issuable with respect to the Class A-1 Warrants reflects the issuance by the Company, prior to the effective date of adjustment, of shares of its common stock to holders who have exercised their Class A-1 Warrants.

The Company has provided notice of such adjustments in accordance with the Class A Warrant Agreement.

Class B Warrant Adjustments

Effective immediately prior to the opening of business on December 24, 2012, pursuant to the Class B Warrant Agreement, (i) the exercise price with respect to the Class B Warrants outstanding as of such effective time was adjusted downward from \$19.88 to \$18.96 and (ii) the number of shares issuable upon exercise of such Class B Warrants was adjusted upward from 1,963,139 to 2,058,438. The Company has provided notice of such adjustments in accordance with the Class B Warrant Agreement.

CVR Adjustments

Effective immediately after the Record Date, pursuant to the CVR Agreement, (i) the strike price with respect to the CVRs was adjusted downward from \$27.47 to \$26.20 and (ii) the maximum number of shares of Company common stock issuable with respect to the CVRs was adjusted upward from 3,487,842 to 3,657,157. The Company has provided notice of such adjustments to the registered holders of the CVRs.

A copy of each of the Class A Warrant Agreement and the Class B Warrant Agreement is attached as an exhibit to the Company's Current Report on Form 8-K filed on July 1, 2009. A copy of the CVR Agreement is attached as an exhibit to the Company's Registration Statement on Form 8-A filed on July 1, 2009.

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: December 28, 2012

By: /s/ John D. Filipowicz
Name: John D. Filipowicz
Title: General Counsel