

PTGi HOLDING, INC.
Form 4
January 07, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARBINGER GROUP INC.

2. Issuer Name and Ticker or Trading Symbol
PTGi HOLDING, INC. [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 PARK AVENUE, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2014

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

(Street)
NEW YORK, NY 10022

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

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

(City) (State) (Zip)

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	01/03/2014		P		30,000	A	\$ 4	3,867,114	I	See Footnotes (1) (2)
Common Stock	01/03/2014		P		953,501	A	\$ 4	4,820,615	I	See Footnotes (1) (2)
Common Stock	01/03/2014		P		158,352	A	\$ 4	4,978,967	I	See Footnotes (1) (2)
Common Stock	01/03/2014		P		420,000	A	\$ 4	5,398,967	I	See Footnotes

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									(1) (2)
Common Stock	01/03/2014		P	150,000	A	\$ 4	5,548,967	I	See Footnotes (1) (2)
Common Stock	01/03/2014		P	25,000	A	\$ 4	5,573,967	I	See Footnotes (1) (2)
Common Stock	01/06/2014		P	29,100	A	\$ 4	5,603,067	I	See Footnotes (1) (2)
Common Stock	01/06/2014		P	25,200	A	\$ 4	5,628,267	I	See Footnotes (1) (2)
Common Stock	01/06/2014		P	2,181	A	\$ 4	5,630,448	I	See Footnotes (1) (2)
Common Stock	01/06/2014		P	115,076	A	\$ 4	5,745,524	I	See Footnotes (1) (2)
Common Stock	01/07/2014		P	12,836	A	\$ 4	5,758,360	I	See Footnotes (1) (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER GROUP INC. 450 PARK AVENUE 30TH FLOOR NEW YORK, NY 10022		X		
FALCONE PHILIP 450 PARK AVENUE 30TH FLOOR NEW YORK, NY 10022		X		

Signatures

Harbinger Group Inc., By: /s/ Thomas Williams, Executive Vice President and Chief Financial Officer	__Signature of Reporting Person	01/07/2014 Date
/s/ Philip A. Falcone	__Signature of Reporting Person	01/07/2014 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).

The shares of the Issuer reported herein are held in the name of a wholly owned subsidiary of Harbinger Group Inc. ("HGI") by the name of HGI Funding, LLC, and may be held by one or more wholly owned subsidiaries of HGI in the future from time to time (collectively, such subsidiaries of HGI, "HGI Holdings"). Mr. Philip Falcone is the Chief Executive Officer and Chairman of the Board of

(1) Directors of HGI and the portfolio manager of certain controlling persons of HGI. Neither HGI nor Mr. Falcone own directly any securities of the Issuer. However, as a result of HGI's ownership of all of HGI Holdings' equity and Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, HGI and Mr. Falcone may be deemed to beneficially own securities of the Issuer directly owned by HGI Holdings.

The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended.

(2) Each of the Reporting Persons disclaims beneficial ownership of the securities owned by the other reporting persons except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.