

PRIMUS TELECOMMUNICATIONS GROUP INC

Form 8-K/A

October 15, 2004

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

Washington, D.C. 20549

**FORM 8-K/A**

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

**Date of Report (Date of earliest event reported): October 15, 2004; Amendment to Form 8-K filed on April 29, 2004**

**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.)

**1700 Old Meadow Road, Suite 300, McLean, VA 22102**

(Address of Principal Executive Offices)

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

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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2-(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 4.02                      Non-Reliance on Previously Issued Financial Statements or a Related Audit Report  
or Completed Interim Review**

(a)        On October 15, 2004, the audit committee of Primus Telecommunications Group, Incorporated (the Company ), in consultation with the Company s management and the independent registered public accounting firm, determined, among other things, to amend the Company s consolidated financial statements included as part of the Company s Form 8-K filed with the Securities and Exchange Commission ( SEC ) on April 29, 2004 (the Original 8-K ) to restate basic weighted average common shares outstanding and basic and diluted income per common share.

The financial statements contained in the Original 8-K were filed to satisfy a reporting requirement, concerning Primus Telecommunications Holding, Inc. and its issuance of 8% senior notes due 2014 (the Notes ) that are guaranteed by the Company, in January 2004, that was triggered on April 29, 2004 in connection with the filing of a registration statement concerning transactions involving the Notes.

Concurrently, the Company is filing a Form 10-K/A for the year ended December 31, 2003 (the 10-K/A ) concerning the foregoing matters, and the financial statements contained therein (the Revised Financial Statements ) will supersede in its entirety the Company s financial statements included as part of the Original 8-K, which should not be relied upon. The contents of the 10-K/A are incorporated by reference herein to amend the Original 8-K and supersede the financial statements included therein. Therefore, the Revised Financial Statements constitute the reports that should be exclusively relied upon.

(b) and (c) Not applicable.

**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: October 15, 2004

By: /s/ Neil L. Hazard

Neil L. Hazard  
*Executive Vice President, Chief Operating Officer and  
Chief Financial Officer (Principal Financial Officer)*