

PRIMUS TELECOMMUNICATIONS GROUP INC

Form S-8

October 01, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 28, 2001
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

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

1700 OLD MEADOW ROAD
THIRD FLOOR
MCLEAN, VA 22101
(Address of Registrant's Principal Executive Offices)

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
STOCK OPTION PLAN (the "Option Plan")
DIRECTOR STOCK OPTION PLAN (the "Director Plan")
(FULL TITLE OF THE PLAN)

K. PAUL SINGH
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
1700 OLD MEADOW ROAD, 3RD FLOOR
MCLEAN, VIRGINIA 22102
(Name and address of agent for service)

(703) 902-2800
(Telephone number, including area code, of agent for service)

COPY TO:

CALCULATION OF REGISTRATION FEE

TITLE OF SHARES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE

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Common Stock par value \$0.01 per share	3,761,900	\$0.70	\$2,633,330	\$732.07

Total	3,761,900		\$2,633,330	\$732.07

- (1) Pursuant to Rule 416(b), there shall also be deemed covered hereby such additional securities as may result from anti-dilution adjustments under the Option Plan and the Director Option Plan.
- (2) Estimated pursuant to Rule 457(h), estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices per share of the registrant's Common Stock on the Nasdaq Stock Market on September 25, 2001 with respect to the outstanding options to purchase 2,422,042 and 1,339,858 shares subject to future grant.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register 3,761,900 additional shares of Common Stock, \$0.01 par value per share, of Primus Telecommunications Group, Incorporated (the "Company"), with respect to a currently effective Registration Statement on Form S-8 of the Company relating to the Company's Option and Director Plans.

The contents of the Registration Statement on Form S-8 as filed on September 5, 1997, Registration No. 333-35005, as amended, including without limitation, the Registration Statement on Form S-8 as filed on June 16, 2000, Registration No. 333-39526, are incorporated by reference into this Registration Statement.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

EXHIBIT NO. -----	DESCRIPTION -----
4.1	Primus Telecommunications Group, Incorporated Stock Option Plan --Amended and Restated Effective September 28, 2001.
4.2	Primus Telecommunications Group, Director Stock Option Plan --Amended and Restated Effective September 28, 2001.
5.1	Opinion of Cooley Godward LLP.

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- 23.1 Consent of Deloitte & Touche LLP.
- 23.3 Consent of Cooley Godward LLP (included in Exhibit 5.1).
- 24 Power of Attorney (included on page II-2).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in McLean, Virginia, on this 28th day of September, 2001.

PRIMUS TELECOMMUNICATIONS
GROUP, INCORPORATED

By: /s/ K. Paul Singh

K. Paul Singh
Chairman, President and Chief
Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below on this Registration Statement hereby constitutes and appoints K. Paul Singh and Neil L. Hazard and each of them, with full power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities (until revoked in writing), to sign any and all amendments (including post-effective amendments thereto) to this Form S-8 Registration Statement of Primus Telecommunications Group, Incorporated and to file the same, with all Exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 28th day of September, 2001.

Signature

Title

/s/ K. Paul Singh

Chairman, President and Chief Executive
Officer (Principal Executive Officer) and Director

K. Paul Singh

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/s/ Neil L. Hazard

Neil L. Hazard

Executive Vice President and Chief Financial
Officer (Principal Financial Officer and
Principal Accounting Officer)

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/s/ John F. DePodesta

John F. DePodesta

Executive Vice President and Director

Nick Earle

Director

/s/ David E. Hershberg

David E. Hershberg

Director

Douglas M. Karp

Director

/s/ John Puente

John Puente

Director

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