

PRIMUS TELECOMMUNICATIONS GROUP INC
Form 8-K
January 02, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

RELATING TO THE AMENDMENT AND RESTATEMENT OF A RIGHTS PLAN

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

Date of Report (Date of earliest event reported): **December 31, 2002**

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
(Address of principal executive offices and zip code)

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

Item 5. Other Events.

On December 31, 2002, Primus Telecommunications Group, Incorporated (the "Company") announced that it had signed an agreement to sell up to \$42 million aggregate principal amount of convertible preferred stock to certain affiliates of AIG Capital Partners, Inc. and an additional institutional investor.

A copy of a press release dated December 31, 2002 announcing the transaction is attached hereto as Exhibit 99.3 and incorporated by reference herein.

Item 7. Exhibits.

- 4.1 Certificate of Designation.
- 99.1 Stock Purchase Agreement dated as of December 31, 2002.
- 99.2 Registration Rights Agreement dated as of December 31, 2002.
- 99.3 Press Release of Primus Telecommunications Group, Incorporated dated December 31,

2002.

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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, thereunto duly authorized.

**PRIMUS TELECOMMUNICATIONS GROUP,
INCORPORATED**

Dated: December 31, 2002

By: _____

Name: Neil Hazard

Title: Executive Vice President and Chief
Financial Officer

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