

PTGi HOLDING, INC.
Form 4
January 17, 2014

FORM 4

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

OMB APPROVAL

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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 *
FALCONE PHILIP

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

* See Remarks below

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/15/2014		A	2,028 A \$ 0	2,028	D (1) (4) (5)	
Common Stock					5,758,360	I	See Footnotes (3) (4) (5)

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.58	01/15/2014		A	4,055	<u>(2)</u> 01/15/2024	Common Stock	4,055

Reporting Owners

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

Signatures

/s/ Philip A. Falcone	01/17/2014
**Signature of Reporting Person	Date
Harbinger Group Inc., By: /s/ Thomas Williams, Executive Vice President and Chief Financial Officer	01/17/2014
**Signature of Reporting Person	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).

(1) On January 15, 2014, in connection with being appointed as a director of the Issuer, Mr. Falcone was granted restricted stock units that vest as to one-half of the shares on January 15, 2015 and one-half of the shares on January 15, 2016, subject in each case to continued service as a director of the Issuer on the date of vesting. These securities are beneficially owned by Mr. Falcone.

(2)

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On January 15, 2014, in connection with being appointed as a director of the Issuer, Mr. Falcone was granted stock options that vested as to one-third of the shares on January 15, 2014. The remainder of such shares vests one-third on January 15, 2015 and one-third on January 15, 2016, subject in each case to continued service as a director of the Issuer on the date of vesting. These securities are beneficially owned by Mr. Falcone.

- (3) These shares 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"). These securities are beneficially owned by HGI.

- (4) Mr. Philip Falcone is the Chief Executive Officer and Chairman of the Board of Directors of HGI and the portfolio manager of certain controlling persons of HGI. As a result of Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, Mr. Falcone may be deemed to beneficially own securities of the Issuer beneficially owned by HGI.

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

Remarks:

Mr. Philip A. Falcone serves on the board of directors of the Issuer and is also the Chairman of the board and Chief Executive

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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