

Lawson Tracy  
Form 3  
March 31, 2011

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Lawson Tracy

(Last) (First) (Middle)

C/O PRIMUS  
TELECOMMUNICATIONS  
GROUP, INC., Â 7901 JONES  
BRANCH DRIVE, SUITE 900

(Street)

MCLEAN, Â VA Â 22102

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
03/28/2011

3. Issuer Name **and** Ticker or Trading Symbol

PRIMUS TELECOMMUNICATIONS GROUP INC  
[NONE]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
See Remarks

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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

404 <sup>(1)</sup>

D Â

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

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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| (Instr. 4)          |                    |       |                                  | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares |                                    |                                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                                      | Relationships |           |               |       |
|---------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                                                                     | Director      | 10% Owner | Officer       | Other |
| Lawson Tracy<br>C/O PRIMUS TELECOMMUNICATIONS GROUP, INC.<br>7901 JONES BRANCH DRIVE, SUITE 900<br>MCLEAN, VA 22102 | Â             | Â         | Â See Remarks | Â     |

## Signatures

/s/ Linda Rockett,  
Attorney-in-Fact  
03/31/2011  
\_\_\_\_\_  
Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of 157 shares of common stock and 247 shares of common stock subject to restricted stock units that vest as to 82 shares on April 1, 2011 and April 1, 2012 and as to 83 shares on April 1, 2013. The shares of common stock and restricted stock units were initially issued by Arbinet Corporation ("Arbinet") and were converted into shares of common stock issuable in Primus Telecommunications Group, Incorporated ("Primus"), following Primus' merger with Arbinet on February 28, 2011.

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### Remarks:

Vice President, Corporate Controller

Exhibit 24.1 Power of Attorney

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.