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KLOSTER T	THOMAS R										
Form 4											
July 06, 2009)										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							PPROVAL				
UNITED STATES SECURITI					TIES AND EXCHANGE COMMISSION ngton, D.C. 20549					3235-0287	
if no long subject to Section 1 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated burden hou	Expires: January 31 2009 Estimated average burden hours per response 0.5			
Form 5 obligatior may conti <i>See</i> Instru 1(b).	Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					on					
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> KLOSTER THOMAS R			2. Issuer Name and Ticker or Trading Symbol				ng	5. Relationship of Reporting Person(s) to Issuer			
			PRIMUS TELECOMMUNICATIONS GROUP INC [PRTL]					(Check all applicable)			
(Last) 7901 JONES		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2009				Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer				
DRIVE, SU			0110112	2007							
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MCLEAN,	VA 22102							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Secur	rities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)		Date, if	Code	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D))	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount		Price	(Instr. 3 and 4)			
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities benef	ficially ow	ned di	rectly o	or indirectly.			

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (service-based, right to buy)	\$ 12.22	07/01/2009		А	26,246	<u>(1)</u>	07/01/2019	Common Stock
Employee Stock Option (performance-based, right to buy)	\$ 12.22	07/01/2009		A	8,543	<u>(3)</u>	07/01/2019	Common Stock
Restricted Stock Unit	<u>(4)</u>	07/02/2009		А	34,172	(4)	07/02/2019	Common Stock
Contingent Value Rights (\$ 35.95	07/01/2009		А	9,950	(5)	(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KLOSTER THOMAS R 7901 JONES BRANCH DRIVE SUITE 900 MCLEAN, VA 22102			Chief Financial Officer			

Signatures

Thomas R. 07/06/2009 Kloster 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) One fourth (25%) of the option shall become vested and exercisable every six months following the grant date.
- (2) No consideration.
- (3) One half (50%) of the performance option shall become vested and exercisable if the Adjusted EBITDA for any fiscal year of the Company, behinning in 2009, equals or exceeds 115% of the Adjusted EBITDA Target as set forth in the Management Compensation Plan for the years 2009, 2010 and 2011, and the grantee is employed by the Company on the first day following the year in which such

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Adjusted EBITDA Targets are attained. Adjusted EBITDA Targets for subsequent years will be established by the board.

One half (50%) of the restricted stock units shall become vested and exercisable if the Adjusted EBITDA for any fiscal year of the Company, behinning in 2009, equals or exceeds 90% of the Adjusted EBITDA Target as set forth in the Management Compensation Plan for the years 2009, 2010 and 2011, and the grantee is employed by the Company on the first day following the year in which such Adjusted EBITDA Targets are attained. Adjusted EBITDA Targets for subsequent years will be established by the board.

On July 1, 2009, a plan of reorganization of the Registrant became effective (the "Plan"). Under the Plan, CVRs were issued pro rata to the former holders of common stock of Registrant whose old common stock of the Registrant were cancelled under the Plan in connection with the issuance of the CVRs. Holders of CVRs are titled to receive a pro rata share of up to 2,665,000 shares of new Registrant

- (5) common stock if and to the extent the value of the Registrant's equity value (assuming exercise in full of certain outstanding Registrant derivative securities) exceeds \$35.95 per share, subject to certain adjustments. Issuance of new Registrant common stock in respect of CVRs shall be made without delivering any cash consideration by the holders of CVRs and shall occur automatically under the terms of a CVR Distribution Agreement, as filed in Form-8A on July 1, 2009.
- (6) CVRs will expire on the earliest to occur of (1) the date no further common stock is issuable in respect of CVRs, (2) the consummation of a change of control or (3) July 1, 2019.

Remarks:

As a result of the reorganization, the ticker symbol "PRTL" will be changed and will be reflected in the future filings.

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.