

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**

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#### 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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