

PRIMUS TELECOMMUNICATIONS GROUP INC  
Form 8-K  
June 12, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 12, 2013**

**PRIMUS TELECOMMUNICATIONS GROUP,  
INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**001-35210**  
(Commission)

**54-1708481**  
(IRS Employer)

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of incorporation)

File No.)

Identification No.)

**7901 Jones Branch Drive, Suite 900, McLean, VA 22102**

(Address of principal executive offices and zip code)

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

**Not applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communication pursuant to Rule 425 under Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) On June 12, 2013, Primus Telecommunications Group, Incorporated (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting). Of 13,930,745 shares of common stock issued and outstanding and eligible to vote as of the record date of April 15, 2013, a quorum of 9,775,188 shares, or 70.2% of the eligible shares, was present in person or represented by proxy.

(b) The final results of voting on each of the matters submitted to a vote of stockholders during the 2013 Annual Meeting are as follows.

1. Election of Directors:

The following four directors were elected as members of the Board of Directors of the Company to serve a one-year term until the Company's 2014 Annual Meeting of Stockholders or until their successors are duly elected and qualified: Mark E. Holliday, Robert M. Pons, Steven D. Scheiwe and Neil S. Subin, based on the following votes:

| Nominee           | Voted For | Withheld Authority |
|-------------------|-----------|--------------------|
| Mark E. Holliday  | 9,509,873 | 265,315            |
| Robert M. Pons    | 9,600,940 | 174,248            |
| Steven D. Scheiwe | 9,011,906 | 763,282            |
| Neil S. Subin     | 7,283,141 | 2,492,047          |

2. Say on Pay Proposal:

The stockholders voted to approve the non-binding, advisory proposal on the compensation of the Company's executive officers. The results of the vote were as follows:

| For       | Against   | Abstain |
|-----------|-----------|---------|
| 6,600,240 | 3,029,300 | 145,648 |

3. Frequency of Voting:

The stockholders voted to approve the frequency for future advisory votes on the compensation of the Company's executive officers. The results of the vote were as follows:

| 1 Year    | 2 Years | 3 Years | Abstain |
|-----------|---------|---------|---------|
| 8,980,947 | 92,874  | 603,708 | 97,659  |

On June 12, 2013, following the Company's annual meeting of stockholders, the Board of Directors adopted a resolution providing that an advisory vote on executive compensation would be held annually until the next stockholder vote on the frequency of such votes.

**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 hereunto duly authorized.

**PRIMUS TELECOMMUNICATIONS GROUP,  
INCORPORATED**

Dated: June 12, 2013

By: /s/ John D. Filipowicz  
Name: John D. Filipowicz  
Title: General Counsel, Corporate Secretary, Chief Compliance  
Officer and Chief Administrative Officer