

PRIMUS TELECOMMUNICATIONS GROUP INC
Form SC 13G/A
February 16, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

741929301

(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing

of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 741929301

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Page 2 of 8 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CR Intrinsic Investors, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED

0

BY
EACH 6 SHARED VOTING POWER
REPORTING
PERSON

WITH
0 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0% (see Item 4)

12 TYPE OF REPORTING PERSON*

00

***SEE INSTRUCTION BEFORE FILLING OUT**

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CR Intrinsic Investments, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Anguilla, British West Indies

NUMBER OF **5** SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED

0

BY
EACH **6** SHARED VOTING POWER
REPORTING
PERSON

WITH
0 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0% (see Item 4)

12 TYPE OF REPORTING PERSON*

00

***SEE INSTRUCTION BEFORE FILLING OUT**

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven A. Cohen
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **5** SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED

0

BY
EACH **6** SHARED VOTING POWER
REPORTING
PERSON

WITH
0 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0% (see Item 4)

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTION BEFORE FILLING OUT**

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Item 1(a)

Name of Issuer:

Primus Telecommunications Group, Incorporated

Item 1(b)

Address of Issuer's Principal Executive Offices:

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

Items 2(a)

Name of Person Filing:

This statement is filed by: (i) CR Intrinsic Investors, LLC ("CR Intrinsic Investors") with respect to shares of common stock, par value \$0.01 per share ("Shares") of the Issuer beneficially owned by CR Intrinsic Investments, LLC ("CR Intrinsic Investments"); (ii) CR Intrinsic Investments with respect to Shares beneficially owned by it; and (iii) Steven A. Cohen with respect to Shares beneficially owned by CR Intrinsic Investors and CR Intrinsic Investments.

Item 2(b)

Address of Principal Business Office:

The address of the principal business office of (i) CR Intrinsic Investors and Mr. Cohen is 72 Cummings Point Road, Stamford, Connecticut 06902; and (ii) CR Intrinsic Investments is Box 174, Mitchell House, The Valley, Anguilla, British West Indies.

Item 2(c)

Citizenship:

CR Intrinsic Investors is a Delaware limited liability company. CR Intrinsic Investments is an Anguillan limited liability company. Mr. Cohen is a United States citizen.

Item 2(d)

Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e)

CUSIP Number:

741929301

Item 3

Not Applicable

Item 4

Ownership:

As of the close of business on December 31, 2009:

1. CR Intrinsic Investors, LLC

(a) Amount beneficially owned: -0-

(b) Percent of class: 0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -0-

2. CR Intrinsic Investments, LLC

(a) Amount beneficially owned: -0-

(b) Percent of class: 0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -0-

3. Steven A. Cohen

(a) Amount beneficially owned: -0-

(b) Percent of class: 0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -0-

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CR Intrinsic Investors and Mr. Cohen do not directly own any Shares. Pursuant to an investment management agreement, CR Intrinsic Investors maintains investment and voting power with respect to the securities held by CR Intrinsic Investments. Mr. Cohen controls CR Intrinsic Investors. Each of CR Intrinsic Investors and Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item 5

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the

following.

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Item 6 **Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

Item 7 **Identification and Classification of the
Subsidiary Which Acquired the Security Being
Reported on By the Parent Holding Company:**

Not Applicable

Item 8 **Identification and Classification of Members
of the Group:**

Not Applicable

Item 9 **Notice of Dissolution of Group:**

Not Applicable

Item 10 **Certification:**

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2010

CR INTRINSIC INVESTORS, LLC

By: /s/ Peter Nussbaum

Name: Peter Nussbaum

Title: Authorized Person

CR INTRINSIC INVESTMENTS, LLC

By: /s/ Peter Nussbaum

Name: Peter Nussbaum

Title: Authorized Person

STEVEN A. COHEN

By: /s/ Peter Nussbaum

Name: Peter Nussbaum

Title: Authorized Person

