

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): August 3, 1999

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
(Exact name of registrant as specified in its charter)

DELAWARE	0-29092	54-1708481
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1700 OLD MEADOW ROAD, SUITE 300, MCLEAN, VIRGINIA	22102
(Address of principal executive offices)	(Zip Code)

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

ITEMS 1-4. NOT APPLICABLE.

ITEM 5.

On August 3, 1999, Primus Telecommunications Group, Incorporated announced its financial results for the second quarter ended June 30, 1999. Our net revenue was \$185.6 million, our gross margin (after bad debt expense) as a percentage of net revenue was 23.0% and our EBITDA was \$1.2 million for the quarter ended June 30, 1999, compared to \$99.5 million, 15.4% and negative \$3.6 million, respectively, for the quarter ended June 30, 1998. Net revenue increased 117% in North America, 179% in Europe and 28% in Asia-Pacific over our net revenue in each region for the quarter ended June 30, 1998. Our selling, general and administrative expenses as a percentage of net revenue for the quarter ended June 30, 1999 were 22.4% as compared to 19.1% for the quarter ended June 30, 1998 and our net loss was \$26.1 million for the second quarter of 1999 as compared to \$14.8 million for the second quarter of 1998. The percentage of our net revenue in the second quarter of 1999 attributable to North America, Europe and Asia-Pacific was 49%, 21% and 30% respectively. The percentage of our net revenue attributable to retail customers increased to 67% of total net revenue (34% from business customers and 33% from residential customers) in the second quarter of 1999 from 57% in the first quarter of 1999. As of June 30, 1999, we held cash and investments of \$207 million, of which \$169 million was unrestricted, and our total investment in gross property, plant and equipment was \$250 million. Capital expenditures during the second quarter of 1999 were \$30 million. Set forth below are certain of our condensed consolidated financial data:

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
CONDENSED CONSOLIDATED FINANCIAL DATA

Statement of Operations Data
(unaudited)
(In thousands, except per share amount)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1999	1998	1999	1998
NET REVENUE	\$185,626	\$ 99,475	\$316,854	\$179,526
COST REVENUE	142,860	84,126	247,456	152,848
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GROSS MARGIN	42,766	15,349	69,398	26,678
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OPERATING EXPENSES				
Selling, general and administrative	41,553	18,990	70,849	34,367
Depreciation and amortization	12,514	4,433	21,490	7,911
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Total operating expenses	54,067	23,423	92,339	42,278
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LOSS FROM OPERATIONS	(11,301)	(8,074)	(22,941)	(15,600)
INTEREST EXPENSE	(17,523)	(9,605)	(34,293)	(16,780)
INTEREST INCOME	2,756	2,886	6,011	5,270
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LOSS BEFORE INCOME TAXES	(26,068)	(14,793)	(51,223)	(27,110)
INCOME TAXES	-	-	-	-
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NET LOSS	\$ (26,068)	\$ (14,793)	\$ (51,223)	\$ (27,110)
	=====	=====	=====	=====

BASIC AND DILUTED NET

LOSS PER COMMON SHARE	\$ (0.92) =====	\$ (0.68) =====	\$ (1.80) =====	\$ (1.30) =====
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	28,486 =====	21,829 =====	28,402 =====	20,779 =====
Other data: EBITDA	\$ 1,213 =====	\$ (3,641) =====	\$ (1,451) =====	\$ (7,689) =====

In addition, on August 4, 1999, we announced that we anticipate offering \$200,000,000 in aggregate principal amount of senior notes due 2009 in a private placement pursuant to Rule 144A under the Securities Act of 1933.

ITEMS 6. NOT APPLICABLE.

ITEMS 7. c) Exhibits

Exhibit 99.1 Press Release dated August 4, 1999, issued by the Company.

ITEMS 8. NOT APPLICABLE.

SIGNATURES

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

By: /s/ Neil L. Hazard

Neil L. Hazard
Executive Vice President
and Chief Financial Officer

Date: August 5, 1999

[LOGO OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED]

FOR IMMEDIATE RELEASE

Contact:

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Jordan Darrow
Vice President, Investor Relations
PRIMUS Telecommunications Group
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PRIMUS PLANS \$200 MILLION PRIVATE PLACEMENT OF SENIOR NOTES

MCLEAN, VA, AUGUST 4, 1999 -- PRIMUS Telecommunications Group, Incorporated (Nasdaq: PRTL), a global facilities-based voice, data and Internet telecommunications provider, announced today that it anticipates offering \$200,000,000 in aggregate principal amount of senior notes due 2009 in a private placement pursuant to Rule 144A under the Securities Act of 1933.

The purpose of the offering is to fund capital expenditures to expand and develop its global network and to fund other permitted corporate purposes.

The senior notes anticipated to be offered and sold will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent such registration or an applicable exemption from such registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the senior notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under applicable securities laws, or absent the availability of an exemption from such registration or qualification requirements.

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