

PRIMUS TELECOMMUNICATIONS GROUP INC
Form SC 13G/A
January 03, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

OMB APPROVAL

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SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Primus Telecommunications Group, Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

741929 10

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of This Statement)

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

- 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 in 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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SEC 1745 (3-98)

CUSIP No. 741929 10

13G

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
K. Paul Singh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH:

5 SOLE VOTING POWER
3,486,823*

6 SHARED VOTING POWER
479,900*

7 SOLE DISPOSITIVE POWER
3,486,823*

8 SHARED DISPOSITIVE POWER
479,900*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,966,723*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.23%

12 TYPE OF REPORTING PERSON*
IN

* See Item 4.

***SEE INSTRUCTION BEFORE FILLING OUT!**

Item 1 (a). NAME OF ISSUER: Primus Telecommunications Group, Incorporated.

(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 1700 Old Meadow Road, McLean, VA 22102.

Item 2 (a). NAME OF PERSON FILING: K. Paul Singh

(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: Mr. Singh's business address is 1700 Old Meadow Road, McLean, VA 22102

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- (c). CITIZENSHIP: U.S.A.
- (d). TITLE OF CLASS OF SECURITIES: Common Stock
- (e). CUSIP NUMBER: 741929 10

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§240.13D-1(B), OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) An investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a). Amount Beneficially Owned: 3,966,723**

** Such amount includes: (i) 2,894,023 shares owned directly by Mr. Singh; (ii) 208,332 shares issuable to Mr. Singh upon the exercise of options exercisable on or before March 1, 2002; (iii) 381,886 shares owned by members of Mr. Singh's family; (iv) 479,900 shares held by a private foundation of which Mr. Singh is the president and a director, and (v) 2,582 shares which are held in a 401(k) plan of which Mr. Singh is a beneficiary.

- (b). Percent of Class: 6.23%
- (c). Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 3,486,823

(ii) Shared power to vote or to direct the vote: 479,900

(iii) Sole power to dispose or to direct the disposition of: 3,486,823

(iv) Shared power to dispose or to direct the disposition of: 479,900

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS. Not applicable.

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. Not applicable.

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.

January 2, 2002

Date

/s/ K. Paul Singh

Signature

K. Paul Singh

Name/Title

Item 1

Item 2

Item 3

Item 4

Item 5

Item 6

Item 7

Item 8

Item 9

Item 10