

PTGi HOLDING, INC.

Form 3

January 07, 2014

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

HARBINGER GROUP INC.

(Last)

(First)

(Middle)

450 PARK AVENUE, 30TH  
FLOOR

(Street)

NEW YORK, NY 10022

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/03/2014

3. Issuer Name and Ticker or Trading Symbol  
PTGi HOLDING, INC. [NONE]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed (Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

3,837,114

I

See Footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER GROUP INC. 450 PARK AVENUE 30TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
FALCONE PHILIP 450 PARK AVENUE 30TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

## Signatures

Harbinger Group Inc., By: /s/ Thomas Williams, Executive Vice President and Chief Financial Officer

01/07/2014

\_\_Signature of Reporting Person

Date

/s/ Philip A. Falcone

01/07/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares of the Issuer reported herein are held in the name of a wholly owned subsidiary of Harbinger Group Inc. ("HGI") by the name of HGI Funding, LLC, and may be held by one or more wholly owned subsidiaries of HGI in the future from time to time (collectively, such subsidiaries of HGI, "HGI Holdings"). Mr. Philip Falcone is the Chief Executive Officer and Chairman of the Board of Directors of

- (1) HGI and the portfolio manager of certain controlling persons of HGI. Neither HGI nor Mr. Falcone own directly any securities of the Issuer. However, as a result of HGI's ownership of all of HGI Holdings' equity and Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, HGI and Mr. Falcone may be deemed to beneficially own securities of the Issuer directly owned by HGI Holdings.

The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended.

- (2) Each of the Reporting Persons disclaims beneficial ownership of the securities owned by the other reporting persons except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.