

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>FALCONE PHILIP</u>  (Last) (First) (Middle) 450 PARK AVENUE 30TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PTGI HOLDING, INC. [ NONE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  * See Remarks below
	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/15/2014		A		2,028	A	\$0	2,028	D <sup>(1)(4)(5)</sup>	
Common Stock								5,758,360	I	See Footnotes <sup>(3)(4)(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$3.58	01/15/2014		A		4,055		(2)	01/15/2024	Common Stock	4,055	\$0	4,055	D <sup>(2)(4)(5)</sup>	

1. Name and Address of Reporting Person*		
<u>FALCONE PHILIP</u>		
(Last)	(First)	(Middle)
450 PARK AVENUE		
30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>HARBINGER GROUP INC.</u>		
(Last)	(First)	(Middle)
450 PARK AVENUE		
30TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

1. On January 15, 2014, in connection with being appointed as a director of the Issuer, Mr. Falcone was granted restricted stock units that vest as to one-half of the shares on January 15, 2015 and one-half of the shares on January 15, 2016, subject in each case to continued service as a director of the Issuer on the date of vesting. These securities are beneficially owned by Mr. Falcone.
2. On January 15, 2014, in connection with being appointed as a director of the Issuer, Mr. Falcone was granted stock options that vested as to one-third of the shares on January 15, 2014. The remainder of such shares vests one-third on January 15, 2015 and one-third on January 15, 2016, subject in each case to continued service as a director of the Issuer on the date of vesting. These securities are beneficially owned by Mr. Falcone.
3. These shares 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"). These securities are beneficially owned by HGI.
4. Mr. Philip Falcone is the Chief Executive Officer and Chairman of the Board of Directors of HGI and the portfolio manager of certain controlling persons of HGI. As a result of Mr. Falcone's position with HGI and his relationship with HGI's controlling persons, Mr. Falcone may be deemed to beneficially own securities of the Issuer beneficially owned by HGI.
5. The Reporting Persons may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. 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.

**Remarks:**

Mr. Philip A. Falcone serves on the board of directors of the Issuer and is also the Chairman of the board and Chief Executive Officer of HGI. As a result, the persons listed herein may be deemed directors of the Issuer by deputization.

<u>/s/ Philip A. Falcone</u>	<u>01/17/2014</u>
<u>Harbinger Group Inc., By: /s/</u>	
<u>Thomas Williams, Executive</u>	<u>01/17/2014</u>
<u>Vice President and Chief</u>	
<u>Financial Officer</u>	

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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