

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
Estimated average burden hours per response:	0.5

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)	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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2014	
	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	01/03/2014		P		30,000	A	\$4	3,867,114	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/03/2014		P		953,501	A	\$4	4,820,615	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/03/2014		P		158,352	A	\$4	4,978,967	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/03/2014		P		420,000	A	\$4	5,398,967	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/03/2014		P		150,000	A	\$4	5,548,967	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/03/2014		P		25,000	A	\$4	5,573,967	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/06/2014		P		29,100	A	\$4	5,603,067	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/06/2014		P		25,200	A	\$4	5,628,267	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/06/2014		P		2,181	A	\$4	5,630,448	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/06/2014		P		115,076	A	\$4	5,745,524	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	01/07/2014		P		12,836	A	\$4	5,758,360	I	See Footnotes ⁽¹⁾⁽²⁾

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					

1. Name and Address of Reporting Person* <u>HARBINGER GROUP INC.</u> (Last) (First) (Middle)
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450 PARK AVENUE
30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

FALCONE PHILIP

(Last)

(First)

(Middle)

450 PARK AVENUE
30TH FLOOR

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

Explanation of Responses:

1. 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 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.

2. 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.

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

01/07/2014

/s/ Philip A. Falcone

01/07/2014

** 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.

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 Number.