

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): April 8, 1998

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

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(Exact name of issuer as specified in charter)

Delaware (State or Other Jurisdiction of Incorporation)	0-29-092 (Commission File Number)	54-1708481 (I.R.S. Employer Identification No.)
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1700 Old Meadow Road  
McLean, Virginia 22102  
(Address of principal executive offices)

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

ITEM 5. OTHER EVENTS

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As of April 8, 1998, Primus Telecommunications Group, Incorporated ("Primus"), Taurus Acquisition Corporation, a Florida corporation and a wholly-owned subsidiary of the Company ("TAC"), and TresCom International, Inc., a Florida corporation ("TresCom"), entered into Amendment No. 1 to Agreement and Plan of Merger (the "Amendment") which amended the Agreement and Plan of Merger, dated as of February 3, 1998, by and among Primus, TAC and TresCom (the "Merger Agreement").

The Amendment conforms the definition of Requisite Stockholder Approval to correspond with other provisions of the Merger Agreement. The Amendment is filed as Exhibit 2.1 hereto and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to such Exhibit.

ITEM 7. FINANCIAL STATEMENTS, PROFORMA FINANCIAL INFORMATION AND EXHIBITS  
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- 2.1 Amendment No. 1 to Agreement and Plan of Merger, by and among Primus Telecommunications Group, Incorporated, Taurus Acquisition Corporation and TresCom International, Inc., dated as of April 8, 1998.

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

s/ Neil L. Hazard

Date: April 9, 1998

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By: Neil L. Hazard  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
2.1	Amendment No. 1 to Agreement and Plan of Merger, by and among Primus Telecommunications Group, Incorporated, Taurus Acquisition Corporation and TresCom International, Inc., dated as of April 8, 1998.

AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER  
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This Amendment No. 1 to Agreement and Plan of Merger (this "Amendment No. 1") is made and entered into as of April 8, 1998, by and among Primus Telecommunications Group, Inc., a Delaware corporation (the "Purchaser"), Taurus Acquisition Corporation, a Florida corporation and wholly-owned subsidiary of the Purchaser (the "Purchaser Subsidiary"), and TresCom International, Inc., a Florida corporation (the "Target"). The Purchaser, the Purchaser Subsidiary and the Target are referred to collectively herein as the "Parties."

W I T N E S S E T H:  
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WHEREAS, the Purchaser, the Purchaser Subsidiary and the Target previously entered into an Agreement and Plan of Merger dated as February 3, 1998 (the "Agreement"); and

WHEREAS, it is now the intention of the Parties to amend the Agreement as set forth below;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. The definition of "Requisite Stockholder Approval" contained in Section 1 of the Agreement is hereby amended and restated in its entirety as follows:

"'Requisite Stockholder Approval' means, with respect to the Target, the affirmative vote of the holders of a majority of the outstanding Target Shares in favor of this Agreement and the Merger in accordance with the Florida Business Corporation Law, or, with respect to the Purchaser, the affirmative vote of the holders of a majority of the outstanding Purchaser Shares in favor of this Agreement and the Merger in accordance with the Delaware General Corporation Law to the extent necessary to satisfy the requirements of Nasdaq."

2. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Agreement.

3. In the case of any inconsistency or conflict between the provisions of this Amendment No. 1 and the provisions of the Agreement, Amendment No. 1 shall govern.

4. Except as expressly provided for in this Amendment No. 1, all terms, conditions and obligations contained in the Agreement are hereby confirmed and shall remain unchanged and in full force and effect.

5. THIS AMENDMENT NO.1 SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA, WITHOUT REGARD TO SUCH STATE'S CONFLICT OF LAWS RULES.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 1 as of the date first above written.

PRIMUS TELECOMMUNICATONS  
GROUP, INC.

By: s/ John F. DePodesta

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Name: John F. DePodesta  
Title: Executive Vice President

TAURUS ACQUISITION CORPORATION

By: s/ John F. DePodesta

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Name: John F. DePodesta  
Title: Executive Vice President

TRESCOM INTERNATIONAL, INC.

By: s/ Wesley T. O'Brien

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Name: Wesley T. O'Brien  
Title: President and Chief Executive  
Officer