

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b)(c), and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)*

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

741929103

(CUSIP Number)

April 5, 1999

(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 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).

Continued on following page(s)
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SCHEDULE 13G

CUSIP No. 741929103

Page 2 of 28 Pages

1 Name of Reporting Person
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

QUANTUM INDUSTRIAL PARTNERS LDC

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 201,783
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 201,783
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	201,783	
10	Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares*	
	<input checked="" type="checkbox"/> [x]	
11	Percent of Class Represented By Amount in Row (9)	
	.71%	
12	Type of Reporting Person*	

OO; IV

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 3 of 28 Pages

1 Name of Reporting Person
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

QIH MANAGEMENT INVESTOR, L.P.

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 201,783
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 201,783

9 Aggregate Amount Beneficially Owned by Each Reporting Person

201,783

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares*

☒

11 Percent of Class Represented By Amount in Row (9)

.71%

12 Type of Reporting Person*

PN; IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 4 of 28 Pages

1 Name of Reporting Person
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

QIH MANAGEMENT, INC.

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 201,783
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 201,783

9 Aggregate Amount Beneficially Owned by Each Reporting Person

201,783

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares*

☒

11 Percent of Class Represented By Amount in Row (9)

.71%

12 Type of Reporting Person*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 5 of 28 Pages

1 Name of Reporting Person
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

SOROS FUND MANAGEMENT LLC

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 201,783
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 201,783

9 Aggregate Amount Beneficially Owned by Each Reporting Person

201,783

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares*

☒

11 Percent of Class Represented By Amount in Row (9)

.71%

12 Type of Reporting Person*

OO; IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 6 of 28 Pages

1 Name of Reporting Person
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

GEORGE SOROS (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 447,252
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 447,252

9 Aggregate Amount Beneficially Owned by Each Reporting Person

447,252

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares*

☒

11 Percent of Class Represented By Amount in Row (9)

1.57%

12 Type of Reporting Person*

IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 741929103

Page 7 of 28 Pages

1 Name of Reporting Person
I.R.S. Identification No. of Above Persons (ENTITIES ONLY)

STANLEY F. DRUCKENMILLER (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 0
	6	Shared Voting Power 201,783
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 201,783

9 Aggregate Amount Beneficially Owned by Each Reporting Person

201,783

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares*
☒

11 Percent of Class Represented By Amount in Row (9)

.71%

12 Type of Reporting Person*

IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 8 of 28 Pages

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

S-C PHOENIX HOLDINGS, L.L.C.

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 245,469
	6	Shared Voting Power 0
	7	Sole Dispositive Power 245,469
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

245,469

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares* ☒

11 Percent of Class Represented By Amount in Row (9)

.86%

12 Type of Reporting Person*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 9 of 28 Pages

- 1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

WINSTON PARTNERS, L.P.
- 2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒
- 3 SEC Use Only
- 4 Citizenship or Place of Organization

DELAWARE
- | | | |
|--|---|-------------------------------------|
| Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 5 | Sole Voting Power
0 |
| | 6 | Shared Voting Power
245,469 |
| | 7 | Sole Dispositive Power
0 |
| | 8 | Shared Dispositive Power
245,469 |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person

245,469
- 10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares* ☒
- 11 Percent of Class Represented By Amount in Row (9)

.86%
- 12 Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 10 of 28 Pages

- 1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

CHATTERJEE FUND MANAGEMENT, L.P.
- 2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒
- 3 SEC Use Only
- 4 Citizenship or Place of Organization

DELAWARE
- | | | |
|--|---|-------------------------------------|
| Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With | 5 | Sole Voting Power
0 |
| | 6 | Shared Voting Power
245,469 |
| | 7 | Sole Dispositive Power
0 |
| | 8 | Shared Dispositive Power
245,469 |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person

245,469
- 10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares* ☒
- 11 Percent of Class Represented By Amount in Row (9)

.86%
- 12 Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

Page 11 of 28 Pages

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

WINSTON PARTNERS II LDC

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

CAYMAN ISLANDS

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 384,237
	6	Shared Voting Power 0
	7	Sole Dispositive Power 384,237
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

384,237

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares* ☒

11 Percent of Class Represented By Amount in Row (9)

1.35%

12 Type of Reporting Person*

OO; IV

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 741929103

Page 12 of 28 Pages

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

WINSTON PARTNERS II LLC

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 174,653
	6	Shared Voting Power 0
	7	Sole Dispositive Power 174,653
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

174,653

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares* ☒

11 Percent of Class Represented By Amount in Row (9)

0.62%

12 Type of Reporting Person*

OO; IV

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Page 13 of 28 Pages

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

CHATTERJEE ADVISORS LLC

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 558,890
	6	Shared Voting Power 0
	7	Sole Dispositive Power 558,890
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

558,890

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares* ☒

11 Percent of Class Represented By Amount in Row (9)

1.97%

12 Type of Reporting Person*

OO; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 741929103

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1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

CHATTERJEE MANAGEMENT COMPANY

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 558,890
	6	Shared Voting Power 0
	7	Sole Dispositive Power 558,890
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

558,890

10 Check Box If the Aggregate Amount in Row (11) Excludes Certain
Shares* ☒

11 Percent of Class Represented By Amount in Row (11)

1.97%

12 Type of Reporting Person*

CO; IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 741929103

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1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

DR. PURNENDU CHATTERJEE (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group*
a. ☐
b. ☒

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 558,890
	6	Shared Voting Power 447,252
	7	Sole Dispositive Power 558,890
	8	Shared Dispositive Power 447,252

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,006,142

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares* ☐

11 Percent of Class Represented By Amount in Row (9)

3.54%

12 Type of Reporting Person*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:

Primus Telecommunications Group, Incorporated (the "Issuer").

Item 1(b) Address of the Issuer's Principal Executive Offices:

1700 Old Meadow Road, Suite 300, Vienna, VA 22102.

Item 2(a) Name of Person Filing:

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Quantum Industrial Partners LDC, a Cayman Islands exempted limited duration company ("QIP");
- ii) QIH Management Investor, L.P., a Delaware limited partnership ("QIHMI");
- iii) QIH Management, Inc., a Delaware corporation ("QIH Management");
- iv) Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC");
- v) Mr. George Soros ("Mr. Soros");
- vi) Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller");
- vii) S-C Phoenix Holdings, LLC, a Delaware limited liability company ("Phoenix Holdings");
- viii) Winston Partners, L.P., a Delaware limited partnership ("Winston L.P.");
- ix) Chatterjee Fund Management, L.P., a Delaware limited partnership ("CFM");
- x) Winston Partners II LDC, a Cayman Islands exempted limited duration company ("Winston LDC");
- xi) Winston Partners II LLC, a Delaware limited liability company ("Winston LLC");
- xii) Chatterjee Advisors LLC, a Delaware limited liability company ("Chatterjee Advisors");
- xiii) Chatterjee Management Company, a Delaware corporation ("Chatterjee Management"); and
- xiv) Dr. Purnendu Chatterjee ("Dr. Chatterjee").

This Statement relates to Shares (as defined herein) held for the account of QIP. QIHMI, an investment advisory firm, is vested with investment discretion over the Shares held for the account of QIP. Mr. Soros is the sole shareholder of QIH Management, the sole general partner of QIHMI, and Chairman of SFM LLC. Mr. Soros has entered into an agreement pursuant to which he has agreed to use his best efforts to cause QIH Management to act at the direction of SFM LLC. Mr. Druckenmiller is the Lead Portfolio Manager and a Member of the Management Committee of SFM LLC. Dr. Chatterjee serves as a sub-investment advisor to QIP.

This Statement also relates to Shares held for the accounts of Phoenix Holdings, Winston LDC and Winston LLC.

Mr. Soros and Winston L.P. are the managing members of Phoenix Holdings, a Delaware limited liability company. CFM is a Delaware limited partnership and the general partner of Winston L.P. Dr. Chatterjee is the sole general partner of CFM.

Chatterjee Advisors, a Delaware limited liability company that is managed and controlled by Dr. Chatterjee, serves as the manager, and is responsible for supervising the operations, of each of Winston LDC and Winston LLC. Chatterjee Advisors is also a shareholder of Winston LDC and Winston LLC.

Chatterjee Management, a Delaware corporation that is managed and controlled by Dr. Chatterjee, serves as investment advisor to each of Winston LDC and Winston LLC pursuant to investment management contracts between Chatterjee Management, Chatterjee Advisors and each of Winston LDC and Winston LLC.

Chatterjee Advisors, as the manager of each of Winston LDC and Winston LLC, and by reason of its ability as manager to terminate the contractual relationship of Winston LDC and Winston LLC with Chatterjee Management within 60 days, and Chatterjee Management, by reason of its voting and dispositive power over securities held for the accounts of Winston LDC and Winston LLC, may each be deemed to be the beneficial owner of securities (including the Shares) held for the account of each of Winston LDC and Winston LLC.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of QIP and Winston LDC is Kaya Flamboyen 9, Willemstad, Curacao, Netherlands Antilles. The address of the principal business office of each of QIHMI, QIH Management, SFM LLC, Mr. Soros, Phoenix Holdings and Mr. Druckenmiller is 888 Seventh Avenue, 33rd Floor, New York, NY 10106. The address of the principal business office of each of Winston L.P., CFM, Winston LLC, Chatterjee Advisors, Chatterjee Management and Dr. Chatterjee is 888 Seventh Avenue, 30th Floor, New York, NY 10106.

Item 2(c)

Citizenship:

- i) QIP is a Cayman Islands exempted limited duration company;
- ii) QIHMI is a Delaware limited partnership;
- iii) QIH Management is a Delaware corporation;
- iv) SFM LLC is a Delaware limited liability company;
- v) Mr. Soros is a United States citizen;
- vi) Mr. Druckenmiller is a United States citizen;
- vii) Phoenix Holdings is a Delaware limited liability company;
- viii) Winston L.P. is a Delaware limited partnership;
- ix) CFM is a Delaware limited partnership;
- x) Winston LDC is a Cayman Islands exempted limited duration company;
- xi) Winston LLC is a Delaware limited liability company;
- xii) Chatterjee Advisors is a Delaware limited liability company;
- xiii) Chatterjee Management is a Delaware corporation; and
- xiv) Dr. Chatterjee is a United States citizen.

Item 2(d)

Title of Class of Securities:

Common Stock, \$.01 par value (the "Shares").

Item 2(e)

CUSIP Number:

741929103

Item 3.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of April 13, 1999, each of the Reporting Persons may be deemed the beneficial owner of the following number of Shares:

(i) Each of QIP, QIHMI, QIH Management, SFM LLC and Mr. Druckenmiller may be deemed the beneficial owner of the 201,783 Shares held for the account of QIP.

(ii) Mr. Soros may be deemed the beneficial owner of 447,252 Shares. This number consists of (A) the 201,783 Shares held for the account of QIP and (B) the 245,469 Shares held for the account of Phoenix Holdings.

(iii) Each of Phoenix Holdings, Winston L.P. and CFM may be deemed the beneficial owner of the 245,469 Shares held for the account of Phoenix Holdings.

(iv) Winston LDC may be deemed the beneficial owner of the 384,237 Shares held for its account.

(v) Winston LLC may be deemed the beneficial owner of the 174,653 Shares held for its account.

(vi) Each of Chatterjee Management and Chatterjee Advisors may be deemed the beneficial owner of 558,890 Shares. This number consists of (A) 384,237 Shares held for the account of Winston LDC and (B) 174,653 Shares held for the account of Winston LLC.

(vii) Dr. Chatterjee may be deemed the beneficial owner of 1,006,142 Shares. This number consists of (A) 384,237 Shares held for the account of Winston LDC, (B) 174,653 Shares held for the account of Winston LLC, (C) 245,469 Shares held for the account of Phoenix Holdings and (D) 201,783 Shares held for the account of QIP.

Item 4(b) Percent of Class:

(i) The number of Shares of which each of QIP, QIHMI, QIH Management, SFM LLC and Mr. Druckenmiller may be deemed to be the beneficial owner constitutes approximately .71% of the total number of Shares outstanding.

(ii) The number of Shares of which Mr. Soros may be deemed to be the beneficial owner constitutes approximately 1.57% of the total number of Shares outstanding.

(iii) The number of Shares of which each of Phoenix Holdings, Winston L.P. and CFM may be deemed to be the beneficial owner constitutes approximately .86% of the total number of Shares outstanding.

(iv) The number of Shares of which Winston LDC may be deemed to be the beneficial owner constitutes approximately 1.35% of the total number of Shares outstanding.

(v) The number of Shares of which Winston LLC may be deemed to be the beneficial owner constitutes approximately .62% of the total number of Shares outstanding.

(vi) The number of Shares of which each of Chatterjee Advisors and Chatterjee Management may be deemed to be the beneficial owner constitutes approximately 1.97% of the total number of Shares outstanding.

(vii) The number of Shares of which Dr. Chatterjee may be deemed to be the beneficial owner constitutes approximately 3.54% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

QIP

(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	201,783
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	201,783

QIHMI

(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	201,783
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	201,783

QIH Management

(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	201,783
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	201,783

SFM LLC

(i)	Sole power to vote or to direct the vote:	0
(ii)	Shared power to vote or to direct the vote:	201,783
(iii)	Sole power to dispose or to direct the disposition of:	0
(iv)	Shared power to dispose or to direct the disposition of:	201,783

Mr. Soros

(i)	Sole power to vote or to direct the vote:	0
(ii)	Shared power to vote or to direct the vote:	447,252
(iii)	Sole power to dispose or to direct the disposition of:	0
(iv)	Shared power to dispose or to direct the disposition of:	447,252

Mr. Druckenmiller

(i)	Sole power to vote or to direct the vote:	0
(ii)	Shared power to vote or to direct the vote:	201,783
(iii)	Sole power to dispose or to direct the disposition of:	0
(iv)	Shared power to dispose or to direct the disposition of:	201,783

Phoenix Holdings

(i)	Sole power to vote or to direct the vote:	245,469
(ii)	Shared power to vote or to direct the vote:	0
(iii)	Sole power to dispose or to direct the disposition of:	245,469
(iv)	Shared power to dispose or to direct the disposition of:	0

Winston L.P.

(i)	Sole power to vote or to direct the vote:	0
(ii)	Shared power to vote or to direct the vote:	245,469
(iii)	Sole power to dispose or to direct the disposition of:	0
(iv)	Shared power to dispose or to direct the disposition of:	245,469

CFM

(i)	Sole power to vote or to direct the vote:	0
(ii)	Shared power to vote or to direct the vote:	245,469
(iii)	Sole power to dispose or to direct the disposition of:	0
(iv)	Shared power to dispose or to direct the disposition of:	245,469

Winston LDC

(i)	Sole power to vote or to direct the vote:	384,237
(ii)	Shared power to vote or to direct the vote:	0
(iii)	Sole power to dispose or to direct the disposition of:	384,237
(iv)	Shared power to dispose or to direct the disposition of:	0

Winston LLC

(i)	Sole power to vote or to direct the vote:	174,653
(ii)	Shared power to vote or to direct the vote:	0
(iii)	Sole power to dispose or to direct the disposition of:	174,653
(iv)	Shared power to dispose or to direct the disposition of:	0

Chatterjee Advisors

(i)	Sole power to vote or to direct the vote:	558,890
(ii)	Shared power to vote or to direct the vote:	0
(iii)	Sole power to dispose or to direct the disposition of:	558,890
(iv)	Shared power to dispose or to direct the disposition of:	0

Chatterjee Management

(i)	Sole power to vote or to direct the vote:	558,890
(ii)	Shared power to vote or to direct the vote:	0
(iii)	Sole power to dispose or to direct the disposition of:	558,890
(iv)	Shared power to dispose or to direct the disposition of:	0

Dr. Chatterjee

(i)	Sole power to vote or to direct the vote:	558,890
(ii)	Shared power to vote or to direct the vote:	447,252
(iii)	Sole power to dispose or to direct the disposition of:	558,890
(iv)	Shared power to dispose or to direct the disposition of:	447,252

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [x].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

(i) The shareholders of QIP, including Quantum Industrial Holdings Ltd., a British Virgin Islands international business company, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of QIP in accordance with their ownership interests in QIP.

(ii) The members of Phoenix Holdings have the right to participate in the receipt of dividends from, or proceeds from the sale of, Shares held for the account of Phoenix Holdings in accordance with their ownership interests in Phoenix Holdings.

(iii) The shareholders of Winston LDC have the right to participate in the receipt of dividends from, or proceeds from the sale of, Shares held by Winston LDC in accordance with their ownership interests in Winston LDC.

(iv) The members of Winston LLC have the right to participate in the receipt of dividends from, or proceeds from the sale of, Shares held by Winston LLC in accordance with their ownership interests in Winston LLC.

Each of QIP, QIHMI, QIH Management, SFM LLC and Mr. Druckenmiller expressly disclaims beneficial ownership of any Shares held directly for the accounts of Phoenix Holdings, Winston LDC and Winston LLC. Mr. Soros expressly disclaims beneficial ownership of any Shares held directly for the accounts of Winston LDC and Winston LLC. Each of Chatterjee Advisors and Chatterjee Management expressly disclaims beneficial ownership of any Shares held directly for the accounts of QIP and Phoenix Holdings. Winston LDC expressly disclaims beneficial ownership of any Shares held directly for the accounts of QIP, Phoenix Holdings and Winston LLC. Winston LLC expressly disclaims beneficial ownership of any Shares held directly for the accounts of QIP, Phoenix Holdings and Winston LDC. Each of Winston L.P., CFM and Phoenix Holdings expressly disclaims beneficial ownership of any Shares held directly for the accounts of QIP, Winston LDC and Winston LLC.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each signatory certifies that, to the best of his/its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 14, 1999

QUANTUM INDUSTRIAL PARTNERS LDC

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

Date: April 14, 1999

QIH MANAGEMENT INVESTOR, L.P.

By: QIH Management, Inc.,
its General Partner

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Vice President

Date: April 14, 1999

QIH MANAGEMENT, INC.

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Vice President

Date: April 14, 1999

SOROS FUND MANAGEMENT LLC

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Assistant General Counsel

Date: April 14, 1999

GEORGE SOROS

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

Date: April 14, 1999

STANLEY F. DRUCKENMILLER

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Attorney-in-Fact

Date: April 14, 1999

S-C PHOENIX HOLDINGS, LLC

By: /S/ MICHAEL C. NEUS

Michael C. Neus
Authorized Person

Date: April 14, 1999

WINSTON PARTNERS, L.P.

By: Chatterjee Fund Management, L.P.,
its General Partner

By: Purnendu Chatterjee,
Its General Partner

By: /S/ PETER HURWITZ

Peter Hurwitz
Attorney-in-Fact

Date: April 14, 1999

CHATTERJEE FUND MANAGEMENT, L.P.

By: Purnendu Chatterjee,
its General Partner

By: /S/ PETER HURWTIZ

Peter Hurwitz
Attorney-in-Fact

Date: April 14, 1999

WINSTON PARTNERS II LDC

By: /S/ PETER HURWTIZ

Peter Hurwitz
Attorney-in-Fact

Date: April 14, 1999

WINSTON PARTNERS II LLC

By: Chatterjee Advisors LLC, its Manager

By: /S/ PETER HURWTIZ

Peter Hurwitz
Manager

Date: April 14, 1999

CHATTERJEE ADVISORS LLC

By: /S/ PETER HURWTIZ

Peter Hurwitz
Manager

Date: April 14, 1999

CHATTERJEE MANAGEMENT COMPANY

By: /S/ PETER HURWTIZ

Peter Hurwitz
Vice President

Date: April 14, 1999

PURNENDU CHATTERJEE

By: /S/ PETER HURWTIZ

Peter Hurwitz
Attorney-in-Fact