

PRIMUS TELECOMMUNICATIONS GROUP INC  
Form NT 10-Q  
August 10, 2007  
(Check One):

**UNITED STATES**

Form 10-K

**SECURITIES AND EXCHANGE COMMISSION**

Form 20-F

**Washington, D.C. 20549**

Form 11-K

**FORM 12b-25**

Form 10-Q

Form 10-D

**NOTIFICATION OF LATE FILING**

Form N-SAR

Form N-CSR

For Period Ended: June 30, 2007

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I REGISTRANT INFORMATION**

Primus Telecommunications Group, Incorporated

Primus Telecommunications Holding, Inc.

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Primus Telecommunications IHC, Inc.

Primus Telecommunications, Inc.

Trescom International, Inc.

Least Cost Routing, Inc.

Trescom U.S.A., Inc.

iPrimus USA, Inc.

iPrimus.com, Inc.

**Full Name of Registrant**

N/A

**Former Name if Applicable**

7901 Jones Branch Drive, Suite 900  
**Address of Principal Executive Office (*Street and Number*)**

McLean, VA 22102  
**City, State and Zip Code**

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**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- X
- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR x or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 cannot be filed on or prior to the prescribed August 9, 2007 due date without unreasonable effort and expense. Due to an unanticipated delay in finalizing the accounting for income taxes, the Registrant did not complete its review and preparation of the financial statements in advance of August 9, 2007. As a result, the Registrant did not have sufficient time to finalize its review and preparation of its Quarterly Report on Form 10-Q before the August 9, 2007 deadline.

Persons who are to respond to the collection of information SEC 1344 (05-06) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Attach extra Sheets if Needed)

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**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

Thomas R. Kloster  
(Name)

(703)  
(Area Code)

902-2800  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

On August 2, 2007, the Registrant issued a press release announcing financial results for the three and six months ended June 30, 2007. A copy of the press release is attached as Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated August 2, 2007.

The Registrant reported in such press release: (1) second quarter 2007 net revenue of \$227 million, down from \$250 million in the second quarter of 2006 and net revenue of \$454 million and \$518 million for the six months ended June 30, 2007 and June 30, 2006, respectively; (2) net income for the second quarter 2007 of \$6 million, compared to a net loss of (\$220) million in the second quarter 2006; net income of \$3 million and net loss of (\$236) million for the six months ended June 30, 2007 and June 30, 2006, respectively; and (3) basic and diluted net income per common share of \$0.05 and \$0.03, respectively, in the second quarter 2007, as compared to basic and diluted net loss per common share of (\$1.93) in the second quarter 2006; and basic and diluted net income per common share of \$0.03 and \$0.02, respectively for the six months ended June 30, 2007; and basic and diluted loss per common share of (\$2.13) for the six months ended June 30, 2006.

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iPrimus.com, Inc.

**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 9, 2007

By: /s/ Thomas R. Kloster  
Thomas R. Kloster  
Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated August 2, 2007; incorporated by reference to the Current Report on Form 8-K, filed on August 2, 2007.

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13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.99%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 38388F108

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Plainfield Asset Management LLC  
FEIN 20-2332356

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

-0-  
8 SHARED VOTING POWER

1,874,783  
9 SOLE DISPOSITIVE POWER

-0-  
10 SHARED DISPOSITIVE POWER

1,874,783

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,874,783

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.99%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO



CUSIP No. 38388F108

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Max Holmes

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

-0-  
8 SHARED VOTING POWER

1,874,783  
9 SOLE DISPOSITIVE POWER

-0-  
10 SHARED DISPOSITIVE POWER

1,874,783

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,874,783

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.99%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



Item 1. Security and the Issuer

This Amendment No. 2 (this “Amendment”) amends certain information in the statement on Schedule 13D (the “Initial Statement”) initially filed on August 11, 2008, as amended by Amendment No. 1 on November 20, 2008, relating to the shares of Common Stock, par value \$0.001 per share (the “Common Shares”), of Riviera Holdings Corporation, a Nevada corporation (the “Issuer”). The principal executive offices of the Issuer are located at 2901 Las Vegas Boulevard South, Las Vegas, NV 89109.

Item 3. Source and Amount of Funds or other Consideration

Item 3 is amended and supplemented to add the following information for updating as of the date hereof:

In acquiring an additional 519,770 Common Shares owned by the Master Fund, the Master Fund expended approximately \$1,637,275 (excluding commissions) of its investment funds.

Item 5. Purpose of Transaction

Item 5 is amended and supplemented to add the following information for updating as of the date hereof:

The trading dates, number of Common Shares purchased or sold and the average price per share for all transactions by the Reporting Persons in the Common Shares within the last 60 days, which were all through a private sale, are as set forth below:

Name of Reporting Person	Date	Number of Shares Purchased/(Sold)	Average Price per Share
Plainfield Special Situations Master Fund Ltd.	2/10/09	519,770	\$3.15

As of the date of the filing of this statement, after giving effect to these purchases, the Reporting Persons may be deemed to beneficially own in the aggregate 1,874,783 Common Shares, representing approximately 14.99% of the Common Shares (based on 12,498,555 Common Shares reported by the Issuer as outstanding as of November 4, 2008, in the Issuer’s Form 10-Q filed on November 10, 2008).

The Master Fund has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the 1,874,783 Common Shares beneficially owned by the Master Fund (the “Master Fund Shares”).

Asset Management, as the Master Fund’s investment manager, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Master Fund Shares. Max Holmes, as managing member and the chief investment officer of Asset Management, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Master Fund Shares. None of Asset Management or Max Holmes owns any Common Shares directly, and each such Reporting Person disclaims beneficial ownership of the Master Fund Shares.



SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2009

PLAINFIELD SPECIAL  
SITUATIONS MASTER  
FUND LIMITED

By: /s/Thomas X. Fritsch  
Thomas X. Fritsch  
Authorized Individual

PLAINFIELD ASSET  
MANAGEMENT LLC

By: /s/Thomas X. Fritsch  
Thomas X. Fritsch  
Managing Director  
and General Counsel

MAX HOLMES

/s/Thomas X. Fritsch  
Thomas X. Fritsch  
Attorney-in-Fact\*

\*Duly authorized pursuant to the Power of Attorney, dated February 1, 2007, by and on behalf of Max Holmes, appointing Thomas X. Fritsch as his attorney-in-fact, which Power of Attorney was attached as Exhibit A to Amendment No. 1 to the Schedule 13G filed by the Reporting Persons with respect to the Common Shares on February 2, 2007, and is incorporated by reference herein.