

PRIMUS GUARANTY LTD  
Form 8-K  
March 31, 2011

**UNITED STATES  
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): March 31, 2011**

**PRIMUS GUARANTY, LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**

**001-32307**

**98-0402357**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**Clarendon House  
2 Church Street  
Hamilton HM 11, Bermuda**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **441-296-0519**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On March 31, 2011, Primus Guaranty, Ltd. (the Registrant ) posted on its Web site located at [www.primusguaranty.com](http://www.primusguaranty.com) under the heading Investor Relations Tax Information Passive Foreign Investment Company (PFIC) Information Statements for Primus Guaranty, Ltd., Primus (Bermuda) Ltd., Primus CLO I, Ltd. and Primus CLO II, Ltd. for the tax year ended December 31, 2010. A copy of the Information Statements is furnished as Exhibit 99.1 to this Current Report. This exhibit shall not be deemed to be filed for purposes of Section 18 of the U.S. Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing by the Registrant under the U.S. Securities Act of 1933, as amended.

This information is provided for informational purposes only and is not intended to, and does not constitute, tax, legal or other advice.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit No. Description

99.1 Passive Foreign Investment Company (PFIC) Information Statements for Primus Guaranty, Ltd., Primus (Bermuda) Ltd., Primus CLO I, Ltd. and Primus CLO II, Ltd. for the tax year ended December 31, 2010

Signature

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 GUARANTY, LTD.

By: /S/ Vincent B. Tritto  
Vincent B. Tritto  
General Counsel  
(Duly Authorized Officer)

Date: March 31, 2011

Index to Exhibits

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