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PRIMUS TELECOMMUNICATIONS GROUP INC

Form SC 13G

February 03, 2003

Schedule 13G

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OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1 )\*

Primus Telecommunications Group, Inc.

(Name of Issuer)

Common Stock, \$0.01 per value per share

(Title of Class of Securities)

741929103

(CUSIP Number)

January 29, 2003

(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)

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[ x ] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

CUSIP No. 741929103

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Mr. Clive Fleissig

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) .....

XX

(b) .....

3. SEC Use Only

4. Citizenship or Place of Organization

U. S.

Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

5. Sole Voting Power 55,000 (1)

6. Shared Voting Power 55,000

7. Sole Dispositive Power 55,000

8. Shared Dispositive Power 55,000

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9. Aggregate Amount Beneficially Owned by Each Reporting Person..... 55,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).....

11. Percent of Class Represented by Amount in Row (9)..... 0.085%

12. Type of Reporting Person (See Instructions)

IN

(1) Includes shares owned by Clive Fleissig's spouse

Item 1.

- (a) Primus Telecommunications Group, Inc.
- (b) 1700 Old Meadow Road, Suite 300, McLean, VA

Item 2.

- (a) Clive Fleissig
- (b) 421 N. Beverly Drive, Suite 300, Beverly Hills, CA 90210
- (c) U.S. Taxpayer
- (d) Common Stock
- (e) 741929103

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J).

See Exhibit 1.

Item 4. Ownership.

Provide the following information regarding the aggregate number and

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percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 55,000.

(b) Percent of class: 0.085%.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 55,000.

(ii) Shared power to vote or to direct the vote 55,000.

(iii) Sole power to dispose or to direct the disposition of 55,000.

(iv) Shared power to dispose or to direct the disposition of 55,000.

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

Not Applicable

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

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

See Exhibit 1.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

(b) The following certification shall be included if the statement is filed pursuant to 240.13d-1(c):

By signing below I certify that, to the best of my 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.

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SIGNATURE

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

January 29, 2003

\_\_\_\_\_  
Date

Clive Fleissig

\_\_\_\_\_  
Signature

Clive Fleissig

\_\_\_\_\_  
Name/Title

Exhibit 1.

Brener International Group, LLC.  
Group, in accordance with 240.13d-1(b)(1)(ii)(J).  
Gabriel Brener is the manager of Brener International Group, LLC.  
Gabriel Brener and his immediate family are the owners of  
Brener International Group, LLC.  
Gabriel Brener is Pablo Brener's son.

Toro Ventures, Ltd.  
Group, in accordance with 240.13d-1(b)(1)(ii)(J).  
Pablo Brener is the beneficial owner of Toro Ventures, Ltd.  
Pablo Brener is Gabriel Brener's father.

Mr. Fernando Rojas  
Group, in accordance with 240.13d-1(b)(1)(ii)(J).  
Fernando Rojas is an officer of Brener International Group, LLC.  
He disclaims any participation as a group with  
Brener International Group, LLC., or Toro Ventures, Ltd.

Mr. Clive Fleissig  
Group, in accordance with 240.13d-1(b)(1)(ii)(J).  
Clive Fleissig is an officer of Brener International Group, LLC.  
He disclaims any participation as a group with  
Brener International Group, LLC., or Toro Ventures, Ltd.

<http://www.sec.gov/divisions/corpfin/forms/13g.htm>  
SEC 1745 (12-02)