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HUNGARIAN TELEPHONE & CABLE CORP

Form 8-K

December 11, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): December 6, 2006

HUNGARIAN TELEPHONE AND CABLE CORP.  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 1-11484<br>(Commission<br>File Number) | 13-3652685<br>(IRS Employer<br>Identification No.) |
|---|--|--|

1201 Third Avenue, Suite #3400  
Seattle, Washington 98101-3034  
(Address of Principal Executive Offices)

(206) 654-0204  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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 CFR 240.14d-2(b)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers

(b) Resignations of Directors

On December 6, 2006, Kim Frimer and Christian Eyde Moeller resigned as directors of Hungarian Telephone and Cable Corp. Mr. Frimer is an officer with TDC A/S

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("TDC"). TDC owns 62% Hungarian Telephone and Cable Corp.'s outstanding common stock. Mr. Moeller recently resigned his position as an officer with TDC.

(d) Election of Directors

On December 6, 2006, the Board of Directors of Hungarian Telephone and Cable Corp. elected Jesper Theill Eriksen to its Board of Directors to fill a vacancy on the Board of Directors created by the resignation of Peter Thomsen. Mr. Eriksen is an officer of TDC A/S ("TDC"). TDC owns 62% of Hungarian Telephone and Cable Corp.'s outstanding common stock. Mr. Eriksen was elected at the request of TDC to replace Mr. Thomsen. Mr. Thomsen is also an employee of TDC.

On December 6, 2006, the Board of Directors of Hungarian Telephone and Cable Corp. elected Carsten Dyrup Revsbech and Henrik Scheinemann to fill the vacancies on the Board created by the resignations of Messrs. Frimer and Moeller. Messrs. Revsbech and Scheinemann are officers of TDC and were elected at the request of TDC to replace Messrs. Frimer and Moeller.

Four of the seven directors on Hungarian Telephone and Cable Corp.'s Board of Directors are employees of TDC and representatives of TDC on the Hungarian Telephone and Cable Corp. Board of Directors.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated December 11, 2006 announcing the changes to Hungarian Telephone and Cable Corp.'s Board of Directors

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, thereunto duly authorized.

HUNGARIAN TELEPHONE AND CABLE CORP.

Date: December 11, 2006

By: /s/ Peter T. Noone

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Peter T. Noone  
General Counsel

HUNGARIAN TELEPHONE AND CABLE CORP.  
Exhibit Index

| Exhibit Number | Description of Document   |
|----------------|---|
| 99.1           | Press Release dated December 11, 2006 announcing the changes to Hungarian Telephone and Cable Corp's Board of Directors |

