

HUNGARIAN TELEPHONE & CABLE CORP

Form 8-K

November 18, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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**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): November 14, 2008

HUNGARIAN TELEPHONE AND CABLE CORP.

(Exact Name of Registrant as Specified in Charter)

|                              |              |                |
|------------------------------|--------------|----------------|
| Delaware                     | 1-11484      | 13-3652685     |
| (State or Other Jurisdiction | (Commission  | (IRS Employer  |
| of Incorporation)            | File Number) | 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 (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignations of Director

On November 14, 2008, Jesper Ovesen resigned as a director of Hungarian Telephone and Cable Corp. Mr. Ovesen is an officer of TDC A/S ("TDC"). TDC owns 64% Hungarian Telephone and Cable Corp.'s outstanding common stock.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated November 17, 2008 announcing the director resignation

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: November 17, 2008 By: /s/ Peter T. Noone  
Peter T. Noone  
General Counsel

HUNGARIAN TELEPHONE AND CABLE CORP.

Exhibit Index

| Exhibit<br>Number | Description of Document |
|-------------------|-------------------------|
|-------------------|-------------------------|

|      |                                                                           |
|------|---------------------------------------------------------------------------|
| 99.1 | Press Release dated November 17, 2008 announcing the director resignation |
|------|---------------------------------------------------------------------------|

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